

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 6057(b) and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 24pt; font-weight: bold;">2017</div> This Form is Open to Public Inspection
---	---	---

Part I	Annual Report Identification Information
For calendar plan year 2017 or fiscal plan year beginning <u>01/01/2017</u> and ending <u>12/31/2017</u>	
A	This return/report is for: <div style="display: flex; justify-content: space-between;"> <div> ☐ a multiemployer plan </div> <div> ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) </div> </div>
	☒ a single-employer plan <div style="margin-left: 100px;">☐ a DFE (specify) _____</div>
B	This return/report is: <div style="display: flex; justify-content: space-between;"> <div> ☐ the first return/report ☐ an amended return/report </div> <div> ☐ the final return/report ☐ a short plan year return/report (less than 12 months) </div> </div>
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: <div style="display: flex; justify-content: space-between;"> <div> ☒ Form 5558 ☐ special extension (enter description) </div> <div> ☐ automatic extension </div> <div> ☐ the DFVC program </div> </div>

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 (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>U.S. SILICA COMPANY</u> <u>8490 PROGRESS DRIVE</u> <u>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	Filed with authorized/valid electronic signature.	10/09/2018	DEAN CASTLEBERRY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2018	DEAN CASTLEBERRY
	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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2017)
v. 170203

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 1029
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) 259
a(2) Total number of active participants at the end of the plan year	6a(2) 248
b Retired or separated participants receiving benefits	6b 468
c Other retired or separated participants entitled to future benefits	6c 79
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 795
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 218
f Total. Add lines 6d and 6e	6f 1013
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g
h Number of participants who 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)** ☒ 2 **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 2017 Form M-1 annual report. If the plan was not required to file the 2017 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 Department of Labor Employee Benefits Security Administration 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 2017 This Form is Open to Public Inspection
---	---	---

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017	
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.
---------------	---

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	1	01/01/2017	12/31/2017

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 0	(b) Total amount of fees paid 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. **6d**
Specify nature of costs ▶**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****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****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**

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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration 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 2017 This Form is Open to Public Inspection
---	---	---

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017	
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.
---------------	---

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	01/01/2017	12/31/2017

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 0	(b) Total amount of fees paid 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. **6d**
Specify nature of costs ▶**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****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****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**

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 SB (Form 5500) Department of the Treasury Internal Revenue Service Department 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 2017 This Form is Open to Public Inspection
--	--	---

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

▶ **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>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 or 5500-SF <u>U.S. SILICA COMPANY</u>	D Employer Identification Number (EIN) <u>23-0958670</u>

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>01</u> Day <u>01</u> Year <u>2017</u>			
2 Assets:			
a Market value	2a	<u>84989943</u>	
b Actuarial value	2b	<u>87565617</u>	
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	<u>684</u>	<u>64665837</u>	<u>64665837</u>
b For terminated vested participants	<u>92</u>	<u>4257522</u>	<u>4257522</u>
c For active participants	<u>259</u>	<u>24198406</u>	<u>25559499</u>
d Total	<u>1035</u>	<u>93121765</u>	<u>94482858</u>
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	<u>5.83 %</u>	
6 Target normal cost	6	<u>724207</u>	

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	<u>10/01/2018</u>	Date
<u>ROBERT S. PRICE, JR.</u>	<u>17-05794</u>	Most recent enrollment number
Type or print name of actuary	<u>404-261-3400</u>	Telephone number (including area code)
<u>AON CONSULTING, INC.</u>		
Firm name		
<u>3350 LENOX ROAD, SUITE 1700</u> <u>ATLANTA, GA 30326</u>		
Address of the firm		

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 ☐

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	162777
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	153369
9 Amount remaining (line 7 minus line 8)	0	9408
10 Interest on line 9 using prior year's actual return of <u>6.90</u> %	0	649
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
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>6.02</u> %		0
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections		0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	10057

Part III Funding Percentages

14 Funding target attainment percentage	14	92.66%
15 Adjusted funding target attainment percentage	15	92.66%
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	97.15%
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
04/13/2017	315000	0			
07/12/2017	315000	0			
10/12/2017	315000	0			
01/12/2018	315000	0			
09/13/2018	770000	0			
Totals ▶			18(b)	2030000	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	1913695

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

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

21 Discount rate:				
a Segment rates:	1st segment: 4.16 %	2nd segment: 5.72 %	3rd segment: 6.48 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age.....				22 64
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	724207	
b Excess assets, if applicable, but not greater than line 31a	31b		
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment.....	6927298		1188499
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	1912706	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	1912706	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	1913695	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	989	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
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 C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2017
		This Form is Open to Public Inspection.

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017	
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 COMPANY 36-1561860

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

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

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

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

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

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

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

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

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

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

(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)

RYAN LABS ASSET MANAGEMENT

47-3503928

(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?
28	INVESTMENT MANAGEMENT	100951	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(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	73174	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
(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
(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
(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
(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
(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:

<div>SCHEDULE D (Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan 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>		<div>OMB No. 1210-0110</div> <div>2017</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017					
A Name of plan U. S. SILICA RETIREMENT PLAN				B Three-digit plan number (PN) ▶ 028	
C Plan or DFE 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 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) 1425149	
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 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 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 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	

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
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> 2017 This Form is Open to Public Inspection
For calendar plan year 2017 or fiscal plan year beginning <u>01/01/2017</u> and ending <u>12/31/2017</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)	1200000	1085000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	243933	292771
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)	7572001	11830908
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	4500629	7547818
(B) All other.....	1c(3)(B)	19545319	23245613
(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)	1892418	1425149
(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)	49752235	47724246
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	331484	17815

		(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:		
(1)	Employer securities	1d(1)	
(2)	Employer real property	1d(2)	
e	Buildings and other property used in plan operation	1e	
f	Total assets (add all amounts in lines 1a through 1e)	1f	85038019 93169320
Liabilities			
g	Benefit claims payable	1g	
h	Operating payables	1h	26828
i	Acquisition indebtedness	1i	
j	Other liabilities	1j	
k	Total liabilities (add all amounts in lines 1g through 1j)	1k	0 26828
Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	85038019 93142492

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.

		(a) Amount	(b) Total
a	Contributions:		
(1)	Received or receivable in cash from: (A) Employers	2a(1)(A)	2030000
	(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)	2030000
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)	73204
	(C) Corporate debt instruments	2b(1)(C)	948565
	(D) Loans (other than to participants)	2b(1)(D)	
	(E) Participant loans	2b(1)(E)	
	(F) Other	2b(1)(F)	12075
	(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)	1033844
(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)	1018007
	(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)	1018007
(3)	Rents	2b(3)	
(4)	Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	17225180
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	16980267
	(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)	244913
(5)	Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	
	(B) Other	2b(5)(B)	1014324
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)	1014324

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		19993
(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)		9619503
c Other income	2c		-7013
d Total income. Add all income amounts in column (b) and enter total.....	2d		14973571

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	6684973	
(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)		6684973
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)		
(2) Contract administrator fees	2i(2)	73174	
(3) Investment advisory and management fees	2i(3)	110951	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		184125
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		6869098

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		8104473
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 & CO., LLC

(2) EIN: 52-0783935

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

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

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 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.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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
 If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____. (See instructions.)

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2017</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017		
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	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions		1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 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 1
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☒ N/A If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month Day Year If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☒ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ☒ Increase ☐ Decrease ☐ Both ☐ No		
Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2017 v. 170203		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



Smith Elliott Kearns & Company, LLC
CERTIFIED PUBLIC ACCOUNTANTS & CONSULTANTS

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, 2017 and 2016, and the related statements of changes in net assets available for benefits for the years ended December 31, 2017 and 2016, 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, 2017 and 2016 and for the years ended December 31, 2017 and 2016, 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), Schedule H, line 4i - Schedule of Assets (Acquired and Disposed Within the Year), and Schedule H, Line 4j – Schedule of Reportable Transactions as of or for the year ended December 31, 2017 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 Kearn & Company, LLC

Hagerstown, Maryland
September 30, 2018

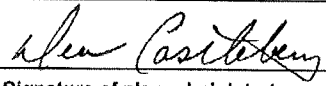
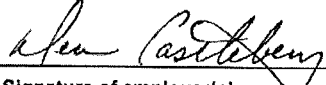
Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2017 This Form is Open to Public Inspection
---	---	--

Part I Annual Report Identification Information		
For calendar plan year 2017 or fiscal plan year beginning <u>01/01/2017</u> and ending <u>12/31/2017</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.)	
	☒ 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 ☐ special extension (enter description)	☐ the DFVC program

Part II Basic Plan Information—enter all requested information		
1a Name of plan U. S. Silica Retirement Plan		1b Three-digit plan number (PN) ▶ <u>028</u>
		1c Effective date of plan <u>07/01/1974</u>
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) U.S. Silica Company 8490 Progress Drive Suite 300 Frederick MD 21701		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>10/9/2018</u>	Dean Castleberry
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE		<u>10/9/2018</u>	Dean Castleberry
	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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2017)
v. 170203

3a Plan administrator's name and address ☒ Same as Plan Sponsor		3b Administrator's EIN	
3c Administrator's telephone number		4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	
5 Total number of participants at the beginning of the plan year		4b EIN	
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).		4d PN	
6a(1) Total number of active participants at the beginning of the plan year		5	1,029
6a(2) Total number of active participants at the end of the plan year		6a(1)	259
b Retired or separated participants receiving benefits		6a(2)	248
c Other retired or separated participants entitled to future benefits		6b	468
d Subtotal. Add lines 6a(2) , 6b , and 6c		6c	79
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6d	795
f Total. Add lines 6d and 6e		6e	218
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6f	1,013
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested		6g	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)			
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1 B			
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) ☒ 2 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 2017 Form M-1 annual report. If the plan was not required to file the 2017 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 _____

U.S. SILICA RETIREMENT PLAN
FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES
DECEMBER 31, 2017 AND 2016
AND THE YEARS ENDED DECEMBER 31, 2017 AND 2016

U.S. Silica Retirement Plan
Financial Statements and Supplemental Schedules
December 31, 2017 and 2016 and the Years Ended December 31, 2017 and 2016

TABLE OF CONTENTS

Independent Auditor's Report.....	1-2
Financial Statements	
Statements of Net Assets Available for Benefits.....	3
Statements of Changes in Net Assets Available for Benefits.....	4
Notes to Financial Statements.....	5
Supplemental Schedules	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year).....	15
Schedule H, Line 4i – Schedule of Assets (Acquired and Disposed of Within Year).....	17
Schedule H, Line 4j – Schedule of Reportable Transactions.....	18



Smith Elliott Kearns & Company, LLC
CERTIFIED PUBLIC ACCOUNTANTS & CONSULTANTS

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, 2017 and 2016, and the related statements of changes in net assets available for benefits for the years ended December 31, 2017 and 2016, 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, 2017 and 2016 and for the years ended December 31, 2017 and 2016, 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), Schedule H, line 4i - Schedule of Assets (Acquired and Disposed Within the Year), and Schedule H, Line 4j – Schedule of Reportable Transactions as of or for the year ended December 31, 2017 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 Keras & Company, LLC

Hagerstown, Maryland
September 30, 2018

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

	December 31,	
	2017	2016
	<i>(Whole Dollars)</i>	
Assets		
Investments, at fair value:		
Common/collective trusts	\$ 1,425,149	\$ 1,892,418
Mutual funds	47,724,246	49,752,235
U.S. government securities	11,830,908	7,572,001
Corporate bonds and notes	30,793,431	24,045,948
Municipal/provincial bonds	—	297,002
Life insurance contracts	17,815	34,482
	<u>91,791,549</u>	<u>83,594,086</u>
 Receivables:		
Employer contributions	1,085,000	1,200,000
Accrued interest	292,771	243,933
	<u>1,377,771</u>	<u>1,443,933</u>
 Total assets	<u>93,169,320</u>	<u>85,038,019</u>
 Liabilities		
Investment management fees payable	<u>26,828</u>	<u>—</u>
Total liabilities	<u>26,828</u>	<u>—</u>
 Net assets available for benefits	<u>\$ 93,142,492</u>	<u>\$ 85,038,019</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,	
	2017	2016
	<i>(Whole Dollars)</i>	
Additions		
Investment income:		
Interest and dividend income	\$ 2,071,846	\$ 2,242,508
Net appreciation in fair value of investments	10,888,392	3,601,624
Net depreciation of life insurance contracts	<u>(16,667)</u>	<u>(12,088)</u>
	12,943,571	5,832,044
Less: investment expenses	<u>110,951</u>	<u>117,210</u>
Total investment income	12,832,620	5,714,834
Employer contributions	<u>2,030,000</u>	<u>1,200,000</u>
Total additions	<u>14,862,620</u>	<u>6,914,834</u>
Deductions		
Benefits paid to participants	6,684,973	6,516,660
Administrative expenses	<u>73,174</u>	<u>72,432</u>
Total deductions	<u>6,758,147</u>	<u>6,589,092</u>
Net increase	<u>8,104,473</u>	<u>325,742</u>
Net assets available for benefits, beginning of year	<u>85,038,019</u>	<u>84,712,277</u>
Net assets available for benefits, end of year	<u>\$ 93,142,492</u>	<u>\$ 85,038,019</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). Refer to Note 10. Plan Amendments for a description of Plan amendments during the year ended December 31, 2017.

The U.S. Silica Retirement Plan Committee ("the Committee") is responsible for the general administration of the Plan and determines the appropriateness of the Plan's investment offerings and monitors investment performance. 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").

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

NOTE 1. PLAN DESCRIPTION (continued)

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 and USS employees.

In the event a death of a married participant occurs after having met the vesting requirements, a pre-retirement 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, 2017 and 2016, 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 assets 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 statements 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 (depreciation) 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.

Recently Issued Accounting Pronouncements

In August 2018, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2018-13, Fair Value Measurement (Topic 820) - Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement. The amendments in this ASU modify the disclosure requirements on fair value measurements in Topic 820, Fair Value Measurement, to improve the effectiveness of disclosures in the notes to financial statements. This ASU is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. The amendments on changes in unrealized gains and losses, the range and weighted average of significant unobservable inputs used to develop Level 3 fair value measurements, and the narrative description of measurement uncertainty should be applied prospectively for only the most recent interim or annual period presented in the initial fiscal year of adoption. All other amendments should be applied retrospectively to all periods presented upon their effective date. Early adoption is permitted upon issuance of this ASU. An entity is permitted to early adopt any removed or modified disclosures upon issuance of this ASU and delay adoption of the additional disclosures until their effective date. The adoption of this standard is not expected to have a material impact on the Plan's financial statements.

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, 2017 and 2016 are as follows:

	December 31,	
	2017	2016
Vested Benefits:		
Retired participants and beneficiaries	\$ 79,748,225	\$ 77,022,344
Other participants	40,562,422	36,959,513
	<u>120,310,647</u>	<u>113,981,857</u>
Non-vested benefits	<u>1,984,623</u>	<u>1,864,069</u>
Total actuarial present value of accumulated benefits	<u>\$ 122,295,270</u>	<u>\$ 115,845,926</u>

The changes in accumulated plan benefits for the years ended December 31, 2017 and 2016 are as follows:

	December 31,	
	2017	2016
Actuarial present value of accumulated plan benefits, beginning of year	\$ 115,845,926	\$ 114,593,465
Increase (decrease) during the year attributed to:		
Benefits accumulated	1,624,812	992,698
Increase for interest due to decrease in discount period	4,737,845	4,955,992
Benefits paid	(6,684,973)	(6,516,660)
Change in actuarial assumption	6,104,329	1,245,299
Changes in plan provisions	667,331	575,132
Net increase	<u>6,449,344</u>	<u>1,252,461</u>
Actuarial present value of accumulated plan benefits, end of year	<u>\$ 122,295,270</u>	<u>\$ 115,845,926</u>

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 3.68% (2017) and 4.21% (2016).
- b) Rate of return on invested assets of 6.75% (2017) and 6.75% (2016).
- c) Mortality rates for healthy lives are from the RP-2014 mortality table, adjusted back to 2006 base rates, with generational mortality improvements using Scale MP-2017 (2017) and the RP-2014 mortality table, adjusted back to 2006 base rates, with generational mortality improvements using Scale MP-2016 (2016).
- d) Mortality rates for disabled lives are from the RP-2014 disabled retiree mortality table, adjusted back to 2006 base rates, with generational mortality improvements using Scale MP-2017 (2017) and the RP-2014 disabled retiree mortality table, adjusted back to 2006 base rates, with generational mortality improvements using Scale MP-2016 (2016).
- 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, 2018 and 2017. Had the valuations been performed as of December 31, there would be no material differences.

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.

Investments as of December 31, 2017 and 2016 are as follows:

	December 31,	
	2017	2016
Common/Collective Trusts	\$ 1,425,149	\$ 1,892,418
Mutual Funds	47,724,246	49,752,235
U.S. Government Securities	11,830,908	7,572,001
Corporate Bonds and Notes	30,793,431	24,045,948
Municipal/Provincial Bonds	—	297,002
Income Receivable	292,771	243,933
Assets certified by Trustee	92,066,505	83,803,537
Life Insurance contracts, at cash surrender value	17,815	34,482
Assets available for benefits	\$ 92,084,320	\$ 83,838,019

U.S. Silica Retirement Plan
Notes to Financial Statements

The following table is a summary of the investment income information included in the statements of changes in net assets available for benefits for the years ended December 31, 2017 and 2016 that was derived from information certified as complete and accurate by the trustee and not subject to audit.

	<u>December 31,</u>	
	<u>2017</u>	<u>2016</u>
Investment Income:		
Interest and dividends	\$ 2,071,846	\$ 2,242,508
Net appreciation in fair value of investments	<u>10,888,392</u>	<u>3,601,624</u>
Total investment income	<u>\$ 12,960,238</u>	<u>\$ 5,844,132</u>

The major investment categories and their relative percentage of the fair value of total certified plan assets as invested at December 31, 2017 and 2016 were as follows:

	<u>December 31,</u>	
	<u>2017</u>	<u>2016</u>
Equity securities	51.8%	59.6%
Debt securities	46.6%	38.1%
Cash and cash equivalents	1.6%	2.3%

The following table represents the Plan's investments that are considered to be significant concentrations as of December 31, 2017.

Fidelity Concord Street Trust 500 Index Fund	17%
Fidelity Concord Street Trust International Index Fund	13%

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)

U.S. Silica Retirement Plan
Notes to Financial Statements

- 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).

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, 2017 and 2016.

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.

U.S. government securities: Valued using pricing models maximizing the use of observable inputs for similar securities.

Corporate bonds and notes and municipal/provincial bonds: Valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing value on yields currently available on comparable securities of issuers with similar credit ratings. When quoted prices are not available for identical or similar bonds, the bond is valued under a discounted cash flow approach that maximizes observable inputs, such as current yields or similar instruments, but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks or a broker quote if available.

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, 2017				
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 47,724,246	\$ —	\$ —	\$ 47,724,246
U.S. government securities	—	11,830,908	—	11,830,908
Corporate bonds and notes	—	30,793,431	—	30,793,431
Life Insurance Contracts	—	—	17,815	17,815
Total assets in the fair value hierarchy	<u>47,724,246</u>	<u>42,624,339</u>	<u>17,815</u>	<u>90,366,400</u>
Assets measured at net asset value ^(a)				
Common/Collective Trusts ^(b)	—	—	—	1,425,149
Total assets measured at net asset value	<u>—</u>	<u>—</u>	<u>—</u>	<u>1,425,149</u>
Total Investments	<u>\$ 47,724,246</u>	<u>\$ 42,624,339</u>	<u>\$ 17,815</u>	<u>\$ 91,791,549</u>

U.S. Silica Retirement Plan
Notes to Financial Statements

	Assets at Fair Value as of December 31, 2016			
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 49,752,235	\$ —	\$ —	\$ 49,752,235
U.S. government securities	—	7,572,001	—	7,572,001
Corporate bonds and notes	—	24,045,948	—	24,045,948
Municipal/provincial bonds	—	297,002	—	297,002
Life Insurance Contracts	—	—	34,482	34,482
Total assets in the fair value hierarchy	49,752,235	31,914,951	34,482	81,701,668
Assets measured at net asset value ^(a)				
Common/Collective Trusts ^(b)	—	—	—	1,892,418
Total assets measured at net asset value	—	—	—	1,892,418
Total Investments	\$ 49,752,235	\$ 31,914,951	\$ 34,482	\$ 83,594,086

^(a) The collective trust fund is measured at fair value using the net asset value per share (or its equivalent) practical expedient and is not classified in the fair value hierarchy. The fair value amount presented in these tables are intended to permit reconciliation of the fair value hierarchy to the amount presented in the statements of net assets available for benefits.

^(b) 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.

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, 2017 and 2016:

	December 31,	
	2017	2016
Balance, beginning of year	\$ 34,482	\$ 46,570
Realized settlement loss included in changes in net assets available for benefits	(16,342)	(762)
Unrealized loss included in changes in net assets available for benefits	(325)	(11,326)
Balance, end of year	\$ 17,815	\$ 34,482

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	\$ (325)	\$ (11,326)
---	----------	-------------

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.

Transfers between Levels

For years ended December 31, 2017 and 2016, there were no significant transfers between Levels 1 and 2 and no transfer in or out of Level 3.

U.S. Silica Retirement Plan
Notes to Financial Statements

NOTE 6. TAX STATUS

The IRS has determined and informed the Company by a letter dated August 1, 2017, 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 generally for a period of three years after the returns are filed; however, there are currently no audits for any tax periods in progress.

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 administrative and trustee services totaled \$73,174 and \$72,432 for 2017 and 2016, respectively. Also, a total of \$110,951 and \$117,210 was paid in 2017 and 2016, respectively, by the Plan for investment management fees to Ryan Lab Asset Management. In accordance with the provisions of ERISA, these transactions are 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 and investment expenses, respectively. In addition, certain investment related expenses are included in the total investment income presented in the accompanying statement of changes in net assets available for benefits. 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.

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.

U.S. Silica Retirement Plan
Notes to Financial Statements

NOTE 10. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of total investment income listed on the financial statements to the Form 5500:

Investment income, per financial statements	
Interest and dividend income	\$ 2,071,846
Net appreciation in fair value of investments	10,888,392
Net depreciation of life insurance contracts	(16,667)
Total earnings on investments, per financial statements	<u>\$ 12,943,571</u>
 Investment income, per Schedule H (Form 5500)	
Interest	\$ 1,033,844
Dividends	1,018,007
Net gain on sale of assets	244,913
Unrealized appreciation of assets	1,014,324
Net investment gain from common/collective trusts	19,993
Net investment gain from registered investment companies	9,619,503
Other loss	(7,013)
Total investment income, per Schedule H (Form 5500)	<u>\$ 12,943,571</u>

NOTE 11. PLAN AMENDMENTS

Effective March 3, 2017, the Plan was amended to reflect the Plan's fiduciary structure consistent with the Retirement Plan Committee Charter and to adopt procedures for locating missing participants.

On October 30, 2017, the Plan was amended to incorporate additional provisions for Section 436 of the Internal Revenue Code to satisfy limitations on accrual and payment of benefits in the event the Plan is underfunded. The amendment is effective January 1, 2018.

On December 30, 2017, the Plan was amended to permit a participant to elect to receive his or her accrued benefit in an optional form of payment consisting partially of an annuity and partially of a lump-sum form of payment. The amendment is effective January 1, 2018.

On December 30, 2017, the Plan was amended to increase and / or update specific pension benefit rates at several plant facilities. The amendments are effective beginning from January 1, 2017 through October 23, 2017, according to the plant facility.

NOTE 12. SUBSEQUENT EVENTS

Management has evaluated subsequent events for the Plan through October 5, 2018, the date the financial statements were available to be issued.

U.S. Silica Retirement Plan
Plan No. 028 EIN 23-0958670
Schedule H, Line 41 Schedule of Assets (Held at End of Year)
Year Ended December 31, 2017

(b) Identify of issue, borrower, lesser or similar

(a)	party	(c) Description of Investment including rate of interest, collateral, part and maturity value	(d) Cost	(e) Current value
		<i>U.S. Government Securities</i>		
Ginnie Mae		GNMA VAR RT 3% DUE 02-16-2050	\$ 154,900	\$ 149,262
Ginnie Mae		GNMA VAR RT 3% DUE 03-16-2052	133,875	131,219
Ginnie Mae		GNMA VAR RT 3% DUE 11-16-2055	141,656	140,568
Ginnie Mae		GNMA 2.6% DUE 12-16-2056	129,309	128,248
Ginnie Mae		GNMA 2014-103 REMIC PASSTHRU CTF CL MX-NB VAR RT 10-16-2048	163,400	155,209
United States Treasury		UNITED STATES TREAS BILLS 01/04/2018 DTD01/05/2017	299,918	299,981
United States Treasury		UNITED STATES TREAS NTS DTD 2.25% 11/15/2027	1,322,276	1,316,174
United States Treasury		UNITED STATES TREAS NTS 1.875% 08/31/2024	103,618	102,174
United States Treasury		UNITED STATES TREAS SEC STRIPPED INT PMT 00124 05-15-2046	162,075	169,639
United States Treasury		UNITED STATES TREAS SEC STRIPPED 08-15-2038	617,731	705,079
United States Treasury		UNITED STATES TREAS SEC STRIPPED INT PMT 08-15-2045 (UNDDATE) REG	206,072	237,255
United States Treasury		UNITED STATES TREAS SEC STRIPPED INT PMTINT 08-15-2041 (UNDDATE) REG	340,687	389,006
United States Treasury		UNITED STATES TREAS SEC STRIPPED INT PMTINT 194 08-15-2040 (UNDDATE) REG	488,512	561,524
United States Treasury		UNITED STATES TREAS SEC STRIPPED INT PMT00764 08-15-2037 UNDDATE REG	674,583	763,092
United States Treasury		UNITED STATES TREAS SEC STRIPPED INT PMT00873 08-15-2036	616,860	695,787
United States Treasury		UTD STATES TREAS ZERO CPN 0% DUE 08-15-2039	545,801	624,428
United States Treasury		UTD STATES TREAS ZERO CPN 0% DUE 08-15-2042	394,110	449,906
United States Treasury		UTD STATES TREAS ZERO CPN 0% DUE 08-15-2043	340,816	389,385
United States Treasury		UTD STATES TREAS ZERO CPN 0% DUE 08-15-2044	222,383	250,096
United States Treasury		UTD STATES TREAS 2% 10-31-2022	2,368,472	2,359,268
United States Treasury		UTD STATES TREAS 3% DUE 05-15-2047	1,806,825	1,813,608
		<i>Total U.S. Government Securities</i>	<i>11,233,879</i>	<i>11,830,908</i>
		<i>Corporate Debt Instruments - Preferred</i>		
Ace Ina Holdings Inc.		ACE INA HLDGS INC 4.35% DUE 11-03-2045	238,364	231,464
Bank of New York Mellon		BK NEW YORK MELLON 2.05% DUE 05-03-2021	115,736	113,603
Berkshire Hathaway		BERKSHIRE HATHAWAY 4.25% DUE 01-15-2021	284,645	274,947
Chevron		CHEVRON CORP NEW 3.191 DUE 06-24-2023	149,817	149,006
Consumers Energy		CONSUMERS ENERGY 3.25% DUE 08-15-2046	153,794	148,840
Credit Suisse		CR SUISSE AG FIXED 3.625% DUE 09-09-2024	217,111	217,296
Florida Power & Light Company		FL PWR & LT CO 3.25% DUE 06-01-2024	244,151	241,586
Franklin Resources Inc		FRANKLIN RES INC 2.8% DUE 09-15-2022	294,027	301,575
General Electric		GENERAL ELEC CO 4.5% DUE 03-11-2044	621,099	641,399
General Electric Capital		SPCL1 GEN ELEC CAP CORP 5.875% DUE 01-14-2038	83,266	84,057
Home Depot Inc.		HOME DEPOT INC 3.75 BDS DUE 02-15-2024/09-10-2013 USD2000 REG	299,037	300,483
Home Depot Inc.		HOME DEPOT INC 4.25% DUE 04-01-2046	219,147	212,191
Johnson and Johnson		JOHNSON & JOHNSON 3.55% DUE 03-01-2036	129,446	129,593
Lowes Companies		LOWES CORP 3.75% DUE 04-01-2026	148,767	150,988
Mastercard Inc.		MASTERCARD INC 3.375 DUE 04-01-2024	290,116	295,965
Medtronic Inc.		MEDTRONIC INC 4.375% DUE 03-15-2035	252,781	259,282
Merck & Company		MERCK & CO INC NEW FIXED 2.75% DUE 02-10-2025	327,629	333,644
Nike Inc.		NIKE INC 2.375% DUE 11-01-2026	194,982	195,306
Novartis		NOVARTIS CAP CORP 4% DUE 11-20-2045	222,123	233,552
Oracle Corporation		ORACLE CORP 6.5% DUE 04-15-2038	289,331	323,862
Pepsico Inc.		PEPSICO INC 4.45% DUE 04-14-2046	261,028	255,676
Raytheon Company		RAYTHEON CO 4.875% DUE 10-15-2040	105,550	107,987
Shell International		SHELL INTL FIN B V 2.5% DUE 09-12-2026	157,392	154,982
Statoil ASA		STATOIL ASA 3.95 DUE 05-15-2043	116,725	125,525
Southwestern Public Service		SOUTHWESTN PUB SVC 4.5% DUE 08-15-2041	225,213	245,436
State Street Corporation		STATE STR CORP 2.65% DUE 05-19-2026	161,820	160,514
Stryker Corporation		STRYKER CORP 3.375% DUE 11-01-2025	144,596	148,461
The TJX Companies Inc		TJX COS INC NEW 2.5% DUE 05-15-2023	208,737	212,985
Toyota Motor Corporation		TOYOTA MTR CR CORP MEDIUM TERM NTS BOOK TRANCHE # TR 00858 3.3 DUE 01-12-2022	146,160	144,354
U.S. Bancorp		U S BANCORP MEDIUM TERM NTS 1.95 11-15-2018	101,099	100,010
U.S. Bancorp		U S BANCORP FIXED 3.15% 04-27-2027	148,171	145,265
Union Pacific Corporation		UNION PAC CORP FIXED 4% DUE 04-15-2047	173,665	189,327
United Health Group		UNITEDHEALTH GROUP 4.625% DUE 07-15-2035	132,250	151,396
Visa Inc.		VISA INC 3.15% DUE 12-14-2025	145,049	148,233
Wells Fargo & Company		WELLS FARGO & CO 3.5 DUE 03-08-2022	258,800	258,140
Westar Energy		WESTAR ENERGY INC 3.1% DUE 04-01-2027	163,803	160,889
		<i>Total Corporate Debt Instruments - Preferred</i>	<i>7,425,427</i>	<i>7,547,819</i>
		<i>Corporate Debt Instruments - Other</i>		
Abbvie Inc.		ABBVIE INC 3.2% 11-06-2022	152,522	152,317
Alibaba Group Holding		ALIBABA GROUP HLDG 2.5% DUE 11-28-2019	196,636	195,568
Alibaba Group Holding		ALIBABA GROUP HLDG 3.6% DUE 11-28-2024	171,564	171,165
Allstate Corporation		ALLSTATE CORP 4.2% DUE 12-15-2046	303,974	316,413
American Credit Acceptance		PVTPL AMERICAN CR ACCEP RECEIVABLES TR SER 17-1 CL D 3.54%	249,683	250,223
American Express Company		AMERICAN EXPRESS CREDIT 2.375% DUE 05-26-2020	422,348	424,507
America Movil		AMERICA MOVIL SAB DE CV 3.125 DUE 07-16-2022 REG	288,725	283,335
AmeriCredit		AMERICREDIT AUTOMOBILE SER 17-2 CL D 3.36% 04-18-2023	179,958	181,744
Ameriprise		AMERIPRISE FINL 2.875% DUE 09-15-2026	156,034	150,721
Amgen Inc.		AMGEN INC 3.625 BDS DUE 05-15-2022 USD1000	168,101	165,648
Anheuser-Busch		ANHEUSER-BUSCH 3.65% DUE 02-01-2026	249,929	247,675
Anheuser-Busch		ANHEUSER-BUSCH 4.7% DUE 02-01-2036	287,065	324,263
Apple Inc.		APPLE INC 3.35% DUE 02-09-2027	227,574	230,484
Apple Inc.		APPLE INC 4.375% DUE 05-13-2045	286,915	321,072
AT&T		AT&T INC 3.6% DUE 02-17-2023	421,154	419,418
AT&T		AT&T INC 4.35% DUE 06-15-2045	202,015	212,198
Bank of America Corporation		PVTPL BANK AMER CORP SR NT 144A 3.004% DUE 12-20-2023/12-20-2017 BEO	419,933	421,078
Bank of Montreal		BANK OF MONTREAL FIXED 1.4% DUE 04-10-2018	268,437	269,653
Becton, Dickinson & Company		PVTPL BECTON DICKINSON & CO 4.4% 01-15-2021	197,663	190,000
Bear Stearns		BEAR STEARNS COS 7.25% DUE 02-01-2018	284,020	250,999
BP Group		BP CAP MKTS P L C 3.119% DUE 05-04-2026	246,087	242,574
BP Group		BP CAP MKTS P L C 3.224% DUE 04-14-2024	128,153	128,079
Burlington Northern Sant Fe LLC		BURLINGTON NORTHERN SANTA FE LLC 4.125% DEB SNR 06-15-2047	213,741	213,666
Capital One, N.A.		CAP 1 NATL ASSN 1.85% DUE 09-13-2019	155,064	153,505
Cisco Systems Inc.		CISCO SYS INC 2.5% DUE 09-20-2026	247,597	241,826
Citigroup Inc.		CITIGROUP INC 2.5% DUE 09-26-2018	323,523	320,917
Citigroup Inc.		CITIGROUP INC 2.7% DUE 03-30-2021	317,177	315,957
CNOOC Finance Ltd.		CNOOC FIN 2013 LTD 3% DUE 05-09-2023	292,161	286,766

(a)	(b) Identify of issue, borrower, lesser or similar party	(c) Description of investment including rate of interest, collateral, part and maturity value	(d) Cost	(e) Current value
	Comcast Corporation	COMCAST CORP NEW 2.35% DUE 01-15-2027	211,518	212,489
	Comcast Corporation	COMCAST CORP NEW 4.25% DUE 01-15-2033	297,230	316,090
	Commercial Mortgage Trust	PVTPL CMO COMM MORTGAGE TRUST SER 2017-COR2 CL D 3.0% DUE 09-10-50	64,236	64,707
	Commonwealth Edison Company	COMWLTH EDISON CO 3.7% DUE 03-01-2045	271,422	305,429
	Conoco Inc.	CONOCO INC 6.95% DUE 04-15-2029	250,051	249,548
	Consolidated Edison	CONS EDISON CO N Y INC 4.45 DUE 03-15-2044 REG	155,239	176,591
	CSAIL Commercial Mortgage Trust	CSAIL 2015-C3 COML FLTGT RT 4.10772% DUE 08-15-2048 REG	246,675	246,239
	CSMC	CSMC TR 2014-USA 4.3738% DUE 09-01-2037	96,855	95,764
	Deere John	DEERE JOHN CAP 2.65% DUE 06-10-2026	214,032	210,580
	Drive Auto	DR AUTO 3.72% DUE 10-17-2022	301,775	304,025
	Drive Auto Receivables Trust	PVTPL DRIVE AUTO RECEIVABLES TRUST SER 17-AA CL D 4.16% 05-15-2024	203,211	205,038
	Duke Energy Corporation	DUKE ENERGY CORP 2.1% DUE 06-15-2018	283,228	280,078
	Electricite de France (EDF)	EDF S A 4.95% DUE 10-13-2045	91,136	96,440
	ERP Operating	ERP OPER LTD 3.25% DUE 08-01-2027	210,116	209,321
	Florida Power & Light Company	FL PWR & LT CO 5.25% DUE 02-01-2041	235,893	238,510
	Freddie Mac	PVTPL CMO FREMF 2016-K55 MTG TR SER 2016-K55 CL C FLTGT RT VAR RT 04-25-2049	174,712	175,308
	Freddie Mac	PVTPL CMO FREMF 2016-K57 MTG TR CL C 144A VAR RT DUE 08-25-2049 BEO	124,353	125,031
	Freddie Mac	PVTPL CMO FREMF 2017-K67 MTG TR MLTIFAM MTG VAR RT DUE 08-25-2027 BEO	125,572	122,693
	Freddie Mac	PVTPL FREMF 2016-K54 MTG TR MULTIFAMILY MTG 144A CL B VAR 04-25-2048	201,594	205,706
	GA Power Company	GA PWR CO SR NT SER 2012A 4.3 DUE 03-15-2042	200,570	202,019
	GE Capital International Funding Capital	GE CAP INTL FDG CO 4.18% DUE 11-15-2035	240,219	229,439
	Gilead Sciences	GILEAD SCIENCES 4% DUE 09-01-2036	206,626	216,875
	Goldman Sachs	GOLDMAN SACHS 5.75% DUE 01-24-2022	285,125	277,208
	HSBC Bank	HSBC BK USA 5.875 11-01-2034	229,749	251,501
	Huntington	HUNTINGTON 2.6% DUE 08-02-2018	152,535	150,441
	Hyundai Motor Company	PVTPL HYUNDAI CAP AMER MEDIUM TERM NTS BOOK EN 3% DUE 10-30-2020 BEO	155,158	154,751
	Intel Corporation	PVTPL INTEL CORP INTEL CORP 3.734% 12-08-2047	282,576	293,879
	Intel Corporation	INTEL CORP 3.7% DUE 07-29-2025	303,270	316,723
	Johnson & Johnson	JOHNSON & JOHNSON 3.5% 01-15-2048	274,213	281,320
	JP Morgan Chase	CMO J P MORGAN CHASE CML MTG SECS TR 2016-N PTHRU CTF CL A 144A 10-06-38 BEO	244,922	235,084
	JP Morgan Chase	CMO JPMCC COML MTG SECS TR 2017-JP7 CL C 3.8068%	174,930	173,251
	JP Morgan Chase & Co	JPMORGAN CHASE 3.9% 07-15-2025	316,059	314,503
	JP Morgan Chase & Co	JPMORGAN CHASE & CO FORMERLY J P MORGAN 6 DUE 01-15-2018 BEO	268,780	250,348
	JP Morgan Chase & Co	JPMORGAN CHASE & 3.25% DUE 09-23-2022	289,226	296,917
	JPMBB Commercial Mortgage Securities	JPMBB COML MTG SECS COML MTG TR 2015-C28 CL C VAR RT DUE 10-15-2048 REG	165,033	162,206
	KeyCorp	KEYCORP MEDIUM TERM SR NTS BOOK ENTRY MTN 5.1% DUE 03-24-2021	289,350	280,195
	Kinder Morgan	KINDER MORGAN 6.5% DUE 09-01-2039	144,770	159,327
	Lowes Companies	LOWES COS INC 3.1% DUE 05-03-2027	208,861	210,742
	Lowes Companies	LOWES COS INC 3.7% DUE 04-15-2026	209,023	215,880
	LyondellBasell Industries	LYONDELLBASELL 5% DUE 04-15-2019	216,626	205,345
	Manufacturers & Traders Trust Company	MFRS & TRADERS TR CO BK 3.4% 08-17-2027	222,129	222,564
	Metropolitan Life Global Funding	PVTPL METROPOLITAN LIFE GLOBAL FDG I 3 1-10-23	373,278	378,084
	Microsoft Corporation	MICROSOFT CORP FIXED 4.25% DUE 02-06-2047	401,609	423,010
	Microsoft Corporation	MICROSOFT CORP 3.125% DUE 11-03-2025	253,918	245,026
	Mid American Energy	MIDAMERICAN ENERGY 3.5% DUE 10-15-2024	291,819	292,166
	Mid American Energy	MIDAMERICAN ENERGY 4.8% DUE 09-15-2043	216,270	240,226
	Morgan Stanley	MORGAN STANLEY 5.5% DUE 07-24-2020	292,870	278,767
	Omnicom Group Inc	OMNICOM GROUP INC 3.625% DUE 05-01-2022	309,626	314,870
	Pacific Gas & Electric Company	PAC GAS & ELEC CO 6.05% DUE 03-01-2034	163,455	163,857
	PepsiCo Inc.	PEPSICO INC FIXED 3% 10-15-2027	164,533	164,418
	Pfizer Inc	PFIZER INC 4% DUE 12-15-2036	140,844	153,367
	Pfizer Inc	WYETH 6.45% DUE 02-01-2024	247,142	241,165
	PPL Corporation	PPL CAP FDG INC 4.2% DUE 06-15-2022	168,414	163,980
	Qualcomm Inc.	QUALCOMM INC 3.25% DUE 05-20-2027	247,188	239,216
	Regency Energy	REGENCY ENERGY 4.5 DUE 11-01-2023	263,670	263,655
	Shire	SHIRE ACQUISITIONS 2.4% DUE 09-23-2021	214,355	211,616
	Shops at Crystals Trust	PVTPL CMO SHOPS AT CRYSTALS TR SER 2016-CSTL CL D 144A VAR 07-05-2036	182,633	186,685
	Siemens Financier	PVTPL SIEMENS FINANCERINGSMAT 3.4% DUE 03-16-2027	380,367	377,026
	Sierra Time Share 2016-3A	PVTPL SIERRA TIMESHARE 2016-3A RECEIVABLES FDG CL B 2.63%	106,750	104,698
	Simon Property Group Inc.	SIMON PPTY GROUP L 3.375% DUE 06-15-2027	212,136	211,591
	Southern California Edison	SOUTHN CAL EDISON 4% DUE 04-01-2047	165,454	177,221
	Sprint Spectrum Company	SPRINT SPECTRUM CO 3.36% DUE 09-20-2021	279,510	278,291
	TransCanada	TRANSCANADA 3.125% DUE 01-15-2019	154,197	151,371
	United Parcel Service Inc.	UTD PARCEL SVC INC 3.05% DUE 11-15-2027	210,752	210,015
	United Technologies	UTD TECHNOLOGIES 3.125% DUE 05-04-2027	175,642	175,109
	United Technologies	UTD TECHNOLOGIES 3.75% DUE 11-01-2046	339,298	340,542
	Ventas Realty	VENTAS RLTY LTD PARTNERSHIP 3.75 DUE 05-01-2024	160,838	164,279
	Verizon Communications	VERIZON 4.15% DUE 03-15-2024	244,622	247,171
	Wells Fargo & Company	WELLS FARGO & CO NEW MEDIUM TERM SR NTS TRANCHE # TR 00155 4.3% DUE 07-22-2027	207,160	207,637
	Wells Fargo & Company	WELLS FARGO & CO TRANCHE # SR 00129 3.45DUE 02-13-2023	503,299	509,523
	Wells Fargo Commercial Mortgage	WELLS FARGO COML FLTGT RT 4.4367% DUE 12-15-2059	107,008	109,154
		Total Corporate Debt Instruments - Other	23,075,008	23,245,612
		Value of Interest in Common/Collective Trusts		
	Northern Trust Company	COLTV SHORT TERM INVT FD	1,425,149	1,425,149
		Total Value of Interest in Common/Collective Trusts	1,425,149	1,425,149
		Value of Interest in Registered Investment Companies		
	Fidelity Investments	MFO FIDELITY CONCORD STR TR FIDELITY INTL INDEX FD PREM CL	8,453,363	11,855,835
	Fidelity Investments	MFO FIDELITY CONCORD STR TR FIDELITY 500INDEX FD PREM CL	6,192,354	15,643,466
	Fidelity Investments	MFO FIDELITY CONCORD SPARTAN EXTENDED MKT INDEX FD FIDELITY	4,988,662	8,334,019
	Invesco Global Real Estate	MFO AIM INVT SECS FDS INVESCO INVT SECS FDS INVESCO GLOBAL REAL ESTATE FD CL R6	3,457,624	3,591,069
	The Vanguard Group	MFO VANGUARD EMERGING MARKETS STK INDEX INSTL	7,352,471	8,299,857
		Total Value of Interest in Registered Investment Companies	30,444,474	47,724,246
		Insurance Policies		
	Manulife	INSURANCE POLICIES	17,815	17,815
		Total Investments	\$ 73,621,752	\$ 91,791,549

• Identifies a party-in-interest

U.S. Silica Retirement Plan
Notes to Financial Statements

U.S. Silica Retirement Plan
Plan No. 028 EIN 23-0958670
Schedule H, Line 4i Schedule of Assets (Acquired and Disposed Within Year)
Year Ended December 31, 2017

(a) Identity of issue, borrower, lessor, or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(c) Cost of acquisitions	(d) Proceeds of dispositions
CDP Financial Inc.	CDP FINL INC 4.4% DUE 11-25-2019	\$ (170,146)	\$ 168,579
Comcast Corporation	COMCAST CORP NEW 4.25% DUE 01-15-2033	(171,838)	43,144
Intel Corporation	INTEL CORP 4.9% 07-29-2045	(303,949)	—
Medtronic Inc.	MEDTRONIC INC 4.375% DUE 03-15-2035	(115,326)	134,771
Pepsico Inc.	PEPSICO INC 4.45% DUE 04-14-2046	(101,703)	123,697
Bank of America Corporation	PVTPL BANK AMER CORP SR NT 144A 3.004% DUE 12-20-2023/12-20-2017 BEO	—	120
Freddie Mac	PVTPL CMO COMM MORTGAGE TRUST SER 2017-COR2 CL D 3.0% DUE 09-10-50	(128,472)	64,644
Five Guys Holdings Inc.	PVTPL FIVE GUYS FDG LLC 2017-1 SR SECD NT CL A-2 4.6% 07-25-2047	(170,000)	174,503
Intel Corporation	PVTPL INTEL CORP INTEL CORP 3.734% 12-08-2047	—	179
Regency Energy	REGENCY ENERGY 5.875% DUE 03-01-2022	(251,656)	245,505

U.S. Silica Retirement Plan

Notes to Financial Statements

U.S. Silica Retirement Plan
Plan No. 028 EIN 23-0958670
Schedule H, Line 4j Schedule of Reportable Transactions
Year Ended December 31, 2017

(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)
Single Transactions in Excess of 5%								
* Northern Trust Company	Collective Short-Term Investments	\$ 9,265,500	\$ —	\$ —	\$ —	\$ 9,265,500	\$ 9,265,500	\$ —
* Northern Trust Company	Collective Short-Term Investments	8,715,500	—	—	—	8,715,500	8,715,500	—
* Northern Trust Company	Collective Short-Term Investments	—	8,715,528	—	—	8,715,528	8,715,528	—
* Northern Trust Company	Collective Short-Term Investments	—	8,571,523	—	—	8,571,523	8,571,523	—
Series of Transactions by Issue in Excess of 5%								
* Northern Trust Company	Collective Short-Term Investments	\$ 29,664,284	\$ —	\$ —	\$ —	\$ 29,664,284	\$ 29,664,284	\$ —
* Northern Trust Company	Collective Short-Term Investments	—	30,131,553	—	—	30,131,553	30,131,553	—
Fidelity Investments	MFO Fidelity Concord STR TR Fidelity 500 Index FD Prem CL	353,380	—	—	—	353,380	353,380	—
Fidelity Investments	MFO Fidelity Concord STR TR Fidelity 500 Index FD Prem CL	—	4,415,000	—	—	1,815,717	4,415,000	2,599,283
United States Treasury	United States Treasury NTS DTD 2.25% 11/15/2027	2,971,406	—	—	—	2,971,406	2,971,406	—
United States Treasury	United States Treasury NTS DTD 2.25% 11/15/2027	—	1,649,579	—	—	1,649,130	1,649,579	449

* Identifies a party-in-interest

U.S. Silica Retirement Plan
Plan No. 028 EIN 23-0958670
Schedule H, Line 41 Schedule of Assets (Held at End of Year)
Year Ended December 31, 2017

(a)	(b) Identity of issue, borrower, lesser or similar party	(c) Description of investment including rate of interest, collateral, part and maturity value	(d) Cost	(e) Current value
		<i>U.S. Government Securities</i>		
	Ginnie Mae	GNMA VAR RT 3% DUE 02-16-2050	\$ 154,900	\$ 149,262
	Ginnie Mae	GNMA VAR RT 3% DUE 03-16-2052	133,875	131,219
	Ginnie Mae	GNMA VAR RT 3% DUE 11-16-2055	141,656	140,568
	Ginnie Mae	GNMA 2.6% DUE 12-16-2056	129,309	128,248
	Ginnie Mae	GNMA 2014-103 REMIC PASSTHRU CTF CL MX-NB VAR RT 10-16-2048	163,400	155,209
	United States Treasury	UNITED STATES TREAS BILLS 01/04/2018 DTD01/05/2017	299,918	299,981
	United States Treasury	UNITED STATES TREAS NTS DTD 2.25% 11/15/2027	1,322,276	1,316,174
	United States Treasury	UNITED STATES TREAS NTS 1.875% 08/31/2024	103,618	102,174
	United States Treasury	UNITED STATES TREAS SEC STRIPPED INT PMT 00124 05-15-2046	162,075	169,639
	United States Treasury	UNITED STATES TREAS SEC STRIPPED 08-15-2038	617,731	705,079
	United States Treasury	UNITED STATES TREAS SEC STRIPPED INT PMT 08-15-2045 (UNDDATE) REG	206,072	237,255
	United States Treasury	UNITED STATES TREAS SEC STRIPPED INT PMTINT 08-15-2041 (UNDDATE) REG	340,687	389,006
	United States Treasury	UNITED STATES TREAS SEC STRIPPED INT PMTINT 194 08-15-2040 (UNDDATE) REG	488,512	561,524
	United States Treasury	UNITED STATES TREAS SEC STRIPPED INT PMT00764 08-15-2037 UNDDATE REG	674,583	763,092
	United States Treasury	UNITED STATES TREAS SEC STRIPPED INT PMT00873 08-15-2036	616,860	695,787
	United States Treasury	UTD STATES TREAS ZERO CPN 0% DUE 08-15-2039	545,801	624,428
	United States Treasury	UTD STATES TREAS ZERO CPN 0% DUE 08-15-2042	394,110	449,906
	United States Treasury	UTD STATES TREAS ZERO CPN 0% DUE 08-15-2043	340,816	389,385
	United States Treasury	UTD STATES TREAS ZERO CPN 0% DUE 08-15-2044	222,383	250,096
	United States Treasury	UTD STATES TREAS 2% 10-31-2022	2,368,472	2,359,268
	United States Treasury	UTD STATES TREAS 3% DUE 05-15-2047	1,806,825	1,813,608
		<i>Total U.S. Government Securities</i>	<i>11,233,879</i>	<i>11,830,908</i>
		<i>Corporate Debt Instruments - Preferred</i>		
	Ace Ina Holdings Inc.	ACE INA HLDGS INC 4.35% DUE 11-03-2045	238,364	231,464
	Bank of New York Mellon	BK NEW YORK MELLON 2.05% DUE 05-03-2021	115,736	113,603
	Berkshire Hathaway	BERKSHIRE HATHAWAY 4.25% DUE 01-15-2021	284,645	274,947
	Chevron	CHEVRON CORP NEW 3.191 DUE 06-24-2023	149,817	149,006
	Consumers Energy	CONSUMERS ENERGY 3.25% DUE 08-15-2046	153,794	148,840
	Credit Suisse	CR SUISSE AG FIXED 3.625% DUE 09-09-2024	217,111	217,296
	Florida Power & Light Company	FL PWR & LT CO 3.25% DUE 06-01-2024	244,151	241,586
	Franklin Resources Inc	FRANKLIN RES INC 2.8% DUE 09-15-2022	294,027	301,575
	General Electric	GENERAL ELEC CO 4.5% DUE 03-11-2044	621,099	641,399
	General Electric Capital	SPCL1 GEN ELEC CAP CORP 5.875% DUE 01-14-2038	83,266	84,057
	Home Depot Inc.	HOME DEPOT INC 3.75 BDS DUE 02-15-2024/09-10-2013 USD2000 REG	299,037	300,483
	Home Depot Inc.	HOME DEPOT INC 4.25% DUE 04-01-2046	219,147	212,191
	Johnson and Johnson	JOHNSON & JOHNSON 3.55% DUE 03-01-2036	129,446	129,593
	Lowes Companies	LOWES CORP 3.75% DUE 04-01-2026	148,767	150,988
	Mastercard Inc.	MASTERCARD INC 3.375 DUE 04-01-2024	290,116	295,965
	Medtronic Inc.	MEDTRONIC INC 4.375% DUE 03-15-2035	252,781	259,282
	Merck & Company	MERCK & CO INC NEW FIXED 2.75% DUE 02-10-2025	327,629	333,644
	Nike Inc.	NIKE INC 2.375% DUE 11-01-2026	194,982	195,306
	Novartis	NOVARTIS CAP CORP 4% DUE 11-20-2045	222,123	233,552
	Oracle Corporation	ORACLE CORP 6.5% DUE 04-15-2038	289,331	323,862
	Pepsico Inc.	PEPSICO INC 4.45% DUE 04-14-2046	261,028	255,676
	Raytheon Company	RAYTHEON CO 4.875% DUE 10-15-2040	105,550	107,987
	Shell International	SHELL INTL FIN B V 2.5% DUE 09-12-2026	157,392	154,982
	Statoil ASA	STATOIL ASA 3.95 DUE 05-15-2043	116,725	125,525
	Southwestern Public Service	SOUTHWESTN PUB SVC 4.5% DUE 08-15-2041	225,213	245,436
	State Street Corporation	STATE STR CORP 2.65% DUE 05-19-2026	161,820	160,514
	Stryker Corporation	STRYKER CORP 3.375% DUE 11-01-2025	144,596	148,461
	The TJX Companies Inc	TJX COS INC NEW 2.5% DUE 05-15-2023	208,737	212,985
	Toyota Motor Corporation	TOYOTA MTR CR CORP MEDIUM TERM NTS BOOK TRANCHE # TR 00858 3.3 DUE 01-12-2022	146,160	144,354
	U.S. Bancorp	U S BANCORP MEDIUM TERM NTS 1.95 11-15-2018	101,099	100,010
	U.S. Bancorp	U S BANCORP FIXED 3.15% 04-27-2027	148,171	145,265
	Union Pacific Corporation	UNION PAC CORP FIXED 4% DUE 04-15-2047	173,665	189,327
	United Health Group	UNITEDHEALTH GROUP 4.625% DUE 07-15-2035	132,520	151,396
	Visa Inc.	VISA INC 3.15% DUE 12-14-2025	145,049	148,233
	Wells Fargo & Company	WELLS FARGO & CO 3.5 DUE 03-08-2022	258,800	258,140
	Westar Energy	WESTAR ENERGY INC 3.1% DUE 04-01-2027	163,803	160,889
		<i>Total Corporate Debt Instruments - Preferred</i>	<i>7,425,427</i>	<i>7,547,819</i>
		<i>Corporate Debt Instruments - Other</i>		
	Abbvie Inc.	ABBVIE INC 3.2% 11-06-2022	152,522	152,317
	Alibaba Group Holding	ALIBABA GROUP HLDG 2.5% DUE 11-28-2019	196,636	195,568
	Alibaba Group Holding	ALIBABA GROUP HLDG 3.6% DUE 11-28-2024	171,564	171,165
	Allstate Corporation	ALLSTATE CORP 4.2% DUE 12-15-2046	303,974	316,413
	American Credit Acceptance	PVTPL AMERICAN CR ACCEP RECEIVABLES TR SER 17-1 CL D 3.54%	249,683	250,223
	American Express Company	AMERICAN EXPRESS CREDIT 2.375% DUE 05-26-2020	422,348	424,507
	America Movil	AMERICA MOVIL SAB DE CV 3.125 DUE 07-16-2022 REG	288,725	283,335
	AmeriCredit	AMERICREDIT AUTOMOBILE SER 17-2 CL D 3.36% 04-18-2023	179,958	181,744
	Ameriprise	AMERIPRISE FINL 2.875% DUE 09-15-2026	156,034	150,721
	Amgen Inc.	AMGEN INC 3.625 BDS DUE 05-15-2022 USD1000	168,101	165,648
	Anheuser-Busch	ANHEUSER-BUSCH 3.65% DUE 02-01-2026	249,929	247,675
	Anheuser-Busch	ANHEUSER-BUSCH 4.7% DUE 02-01-2036	287,065	324,263
	Apple Inc.	APPLE INC 3.35% DUE 02-09-2027	227,574	230,484
	Apple Inc.	APPLE INC 4.375% DUE 05-13-2045	286,915	321,072
	AT&T	AT&T INC 3.6% DUE 02-17-2023	421,154	419,418
	AT&T	AT&T INC 4.35% DUE 06-15-2045	202,015	212,198
	Bank of America Corporation	PVTPL BANK AMER CORP SR NT 144A 3.004% DUE 12-20-2023/12-20-2017 BEO	419,933	421,078
	Bank of Montreal	BANK OF MONTREAL FIXED 1.4% DUE 04-10-2018	268,437	269,653
	Becton, Dickinson & Company	PVTPL BECTON DICKINSON & CO 4.4% 01-15-2021	197,663	190,000
	Bear Stearns	BEAR STEARNS COS 7.25% DUE 02-01-2018	284,020	250,999
	BP Group	BP CAP MKTS P L C 3.119% DUE 05-04-2026	246,087	242,574
	BP Group	BP CAP MKTS P L C 3.224% DUE 04-14-2024	128,153	128,079
	Burlington Northern Sant Fe LLC	BURLINGTON NORTHERN SANTA FE LLC 4.125% DEB SNR 06-15-2047	213,741	213,666
	Capital One, N.A.	CAP 1 NATL ASSN 1.85% DUE 09-13-2019	155,064	153,505
	Cisco Systems Inc.	CISCO SYS INC 2.5% DUE 09-20-2026	247,597	241,826
	Citigroup Inc.	CITIGROUP INC 2.5% DUE 09-26-2018	323,523	320,917
	Citigroup Inc.	CITIGROUP INC 2.7% DUE 03-30-2021	317,177	315,957
	CNOOC Finance Ltd.	CNOOC FIN 2013 LTD 3% DUE 05-09-2023	292,161	286,766

(b) Identity of issue, borrower, lesser or similar party				
(a)	party	(c) Description of Investment including rate of interest, collateral, part and maturity value	(d) Cost	(e) Current value
	Comcast Corporation	COMCAST CORP NEW 2.35% DUE 01-15-2027	211,518	212,489
	Comcast Corporation	COMCAST CORP NEW 4.25% DUE 01-15-2033	297,230	316,090
	Commercial Mortgage Trust	PVTPL CMO COMM MORTGAGE TRUST SER 2017-COR2 CL D 3.0% DUE 09-10-50	64,236	64,707
	Commonwealth Edison Company	COMWLTH EDISON CO 3.7% DUE 03-01-2045	271,422	305,429
	Conoco Inc.	CONOCO INC 6.95% DUE 04-15-2029	250,051	249,548
	Consolidated Edison	CONS EDISON CO N Y INC 4.45 DUE 03-15-2044 REG	155,239	176,591
	CSAIL Commercial Mortgage Trust	CSAIL 2015-C3 COML FLTGT RT 4.10772% DUE 08-15-2048 REG	246,675	246,239
	CSMC	CSMC TR 2014-USA 4.3738% DUE 09-01-2037	96,855	95,764
	Deere John	DEERE JOHN CAP 2.65% DUE 06-10-2026	214,032	210,580
	Drive Auto	DR AUTO 3.72% DUE 10-17-2022	301,775	304,025
	Drive Auto Receivables Trust	PVTPL DRIVE AUTO RECEIVABLES TRUST SER 17-AA CL D 4.16% 05-15-2024	203,211	205,038
	Duke Energy Corporation	DUKE ENERGY CORP 2.1% DUE 06-15-2018	283,228	280,078
	Electricite de France (EDF)	EDF S A 4.95% DUE 10-13-2045	91,136	96,440
	ERP Operating	ERP OPER LTD 3.25% DUE 08-01-2027	210,116	209,321
	Florida Power & Light Company	FL PWR & LT CO 5.25% DUE 02-01-2041	235,893	238,510
	Freddie Mac	PVTPL CMO FREMF 2016-K55 MTG TR SER 2016-K55 CL C FLTGT RT VAR RT 04-25-2049	174,712	175,308
	Freddie Mac	PVTPL CMO FREMF 2016-K57 MTG TR CL C 144A VAR RT DUE 08-25-2049 BEO	124,353	125,031
	Freddie Mac	PVTPL CMO FREMF 2017-K67 MTG TR MLTIFAM MTG VAR RT DUE 08-25-2027 BEO	125,572	122,693
	Freddie Mac	PVTPL FREMF 2016-K54 MTG TR MULTIFAMILY MTG 144A CL B VAR 04-25-2048	201,594	205,706
	GA Power Company	GA PWR CO SR NT SER 2012A 4.3 DUE 03-15-2042	200,570	202,019
	GE Capital International Funding Capital	GE CAP INTL FDG CO 4.18% DUE 11-15-2035	240,219	229,439
	Gilead Sciences	GILEAD SCIENCES 4% DUE 09-01-2036	206,626	216,875
	Goldman Sachs	GOLDMAN SACHS 5.75% DUE 01-24-2022	285,125	277,208
	HSBC Bank	HSBC BK USA 5.875 11-01-2034	229,749	251,501
	Huntington	HUNTINGTON 2.6% DUE 08-02-2018	152,535	150,441
	Hyundai Motor Company	PVTPL HYUNDAI CAP AMER MEDIUM TERM NTS BOOK EN 3% DUE 10-30-2020 BEO	155,158	154,751
	Intel Corporation	PVTPL INTEL CORP INTEL CORP 3.734% 12-08-2047	282,576	293,879
	Intel Corporation	INTEL CORP 3.7% DUE 07-29-2025	303,270	316,723
	Johnson & Johnson	JOHNSON & JOHNSON 3.5% 01-15-2048	274,213	281,320
	JP Morgan Chase	CMO J P MORGAN CHASE CML MTG SECS TR 2016-N PTHRU CTF CL A 144A 10-06-38 BEO	244,922	235,084
	JP Morgan Chase	CMO JPMCC COML MTG SECS TR 2017-JP7 CL C 3.8068%	174,930	173,251
	JP Morgan Chase & Co	JPMORGAN CHASE 3.9% 07-15-2025	316,059	314,503
	JP Morgan Chase & Co	JPMORGAN CHASE & CO FORMERLY J P MORGAN 6 DUE 01-15-2018 BEO	268,780	250,348
	JP Morgan Chase & Co	JPMORGAN CHASE & 3.25% DUE 09-23-2022	289,226	296,917
	JPMBB Commercial Mortgage Securities	JPMBB COML MTG SECS COML MTG TR 2015-C28 CL C VAR RT DUE 10-15-2048 REG	165,033	162,206
	KeyCorp	KEYCORP MEDIUM TERM SR NTS BOOK ENTRY MTN 5.1% DUE 03-24-2021	289,350	280,195
	Kinder Morgan	KINDER MORGAN 6.5% DUE 09-01-2039	144,770	159,327
	Lowes Companies	LOWES COS INC 3.1% DUE 05-03-2027	208,861	210,742
	Lowes Companies	LOWES COS INC 3.7% DUE 04-15-2026	209,023	215,880
	LyondellBasell Industries	LYONDELLBASELL 5% DUE 04-15-2019	216,626	205,345
	Manufacturers & Traders Trust Company	MFRS & TRADERS TR CO BK 3.4% 08-17-2027	222,129	222,564
	Metropolitan Life Global Funding	PVTPL METROPOLITAN LIFE GLOBAL FDG 13 1-10-23	373,278	378,084
	Microsoft Corporation	MICROSOFT CORP FIXED 4.25% DUE 02-06-2047	401,609	423,010
	Microsoft Corporation	MICROSOFT CORP 3.125% DUE 11-03-2025	253,918	245,026
	Mid American Energy	MIDAMERICAN ENERGY 3.5% DUE 10-15-2024	291,819	292,166
	Mid American Energy	MIDAMERICAN ENERGY 4.8% DUE 09-15-2043	216,270	240,226
	Morgan Stanley	MORGAN STANLEY 5.5% DUE 07-24-2020	292,870	278,767
	Omnicon Group Inc	OMNICON GROUP INC 3.625% DUE 05-01-2022	309,626	314,870
	Pacific Gas & Electric Company	PAC GAS & ELEC CO 6.05% DUE 03-01-2034	163,455	163,857
	PepsiCo Inc.	PEPSICO INC FIXED 3% 10-15-2027	164,533	164,418
	Pfizer Inc	PFIZER INC 4% DUE 12-15-2036	140,844	153,367
	Pfizer Inc	WYETH 6.45% DUE 02-01-2024	247,142	241,165
	PPL Corporation	PPL CAP FDG INC 4.2% DUE 06-15-2022	168,414	163,980
	Qualcomm Inc.	QUALCOMM INC 3.25% DUE 05-20-2027	247,188	239,216
	Regency Energy	REGENCY ENERGY 4.5 DUE 11-01-2023	263,670	263,655
	Shire	SHIRE ACQUISITIONS 2.4% DUE 09-23-2021	214,355	211,616
	Shops at Crystals Trust	PVTPL CMO SHOPS AT CRYSTALS TR SER 2016-CSTL CL D 144A VAR 07-05-2036	182,633	186,685
	Siemens Financier	PVTPL SIEMENS FINANCERINGSMAT 3.4% DUE 03-16-2027	380,367	377,026
	Sierra Time Share 2016-3A	PVTPL SIERRA TIMESHARE 2016-3A RECEIVABLES FDG CL B 2.63%	106,750	104,698
	Simon Property Group Inc.	SIMON PTY GROUP L 3.375% DUE 06-15-2027	212,136	211,591
	Southern California Edison	SOUTHN CAL EDISON 4% DUE 04-01-2047	165,454	177,221
	Sprint Spectrum Company	SPRINT SPECTRUM CO 3.36% DUE 09-20-2021	279,510	278,291
	TransCanada	TRANSCANADA 3.125% DUE 01-15-2019	154,197	151,371
	United Parcel Service Inc.	UTD PARCEL SVC INC 3.05% DUE 11-15-2027	210,752	210,015
	United Technologies	UTD TECHNOLOGIES 3.125% DUE 05-04-2027	175,642	175,109
	United Technologies	UTD TECHNOLOGIES 3.75% DUE 11-01-2046	339,298	340,542
	Ventas Realty	VENTAS RLTY LTD PARTNERSHIP 3.75 DUE 05-01-2024	160,838	164,279
	Verizon Communications	VERIZON 4.15% DUE 03-15-2024	244,622	247,171
	Wells Fargo & Company	WELLS FARGO & CO NEW MEDIUM TERM SR NTS TRANCHE # TR 00155 4.3% DUE 07-22-2027	207,160	207,637
	Wells Fargo & Company	WELLS FARGO & CO TRANCHE # SR 00129 3.45DUE 02-13-2023	503,299	509,523
	Wells Fargo Commercial Mortgage	WELLS FARGO COML FLTGT RT 4.4367% DUE 12-15-2059	107,008	109,154
		Total Corporate Debt Instruments - Other	23,075,008	23,245,612
		Value of Interest in Common/Collective Trusts		
	Northern Trust Company	COLTV SHORT TERM INVT FD	1,425,149	1,425,149
		Total Value of Interest in Common/Collective Trusts	1,425,149	1,425,149
		Value of Interest in Registered Investment Companies		
	Fidelity Investments	MFO FIDELITY CONCORD STR TR FIDELITY INTL INDEX FD PREM CL	8,453,363	11,855,835
	Fidelity Investments	MFO FIDELITY CONCORD STR TR FIDELITY 500INDEX FD PREM CL	6,192,354	15,643,466
	Fidelity Investments	MFO FIDELITY CONCORD SPARTAN EXTENDED MKT INDEX FD FIDELITY	4,988,662	8,334,019
	Invesco Global Real Estate	MFO AIM INVT SECS FDS INVESCO INVT SECS FDS INVESCO GLOBAL REAL ESTATE FD CL R6	3,457,624	3,591,069
	The Vanguard Group	MFO VANGUARD EMERGING MARKETS STK INDEX INSTL	7,352,471	8,299,857
		Total Value of Interest in Registered Investment Companies	30,444,474	47,724,246
		Insurance Policies		
	Manulife	INSURANCE POLICIES	17,815	17,815
		Total Investments	\$ 73,621,752	\$ 91,791,549

* Identifies a party-in-interest

U.S. Silica Retirement Plan
Notes to Financial Statements

U.S. Silica Retirement Plan
Plan No. 028 EIN 23-0958670
Schedule H, Line 4i Schedule of Assets (Acquired and Disposed Within Year)
Year Ended December 31, 2017

(a) Identity of issue, borrower, lessor, or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(c) Cost of acquisitions	(d) Proceeds of dispositions
CDP Financial Inc.	CDP FINL INC 4.4% DUE 11-25-2019	\$ (170,146)	\$ 168,579
Comcast Corporation	COMCAST CORP NEW 4.25% DUE 01-15-2033	(171,838)	43,144
Intel Corporation	INTEL CORP 4.9% 07-29-2045	(303,949)	—
Medtronic Inc.	MEDTRONIC INC 4.375% DUE 03-15-2035	(115,326)	134,771
Pepsico Inc.	PEPSICO INC 4.45% DUE 04-14-2046	(101,703)	123,697
Bank of America Corporation	PVTPL BANK AMER CORP SR NT 144A 3.004% DUE 12-20-2023/12-20-2017 BEO	—	120
Freddie Mac	PVTPL CMO COMM MORTGAGE TRUST SER 2017-COR2 CL D 3.0% DUE 09-10-50	(128,472)	64,644
Five Guys Holdings Inc.	PVTPL FIVE GUYS FDG LLC 2017-1 SR SECD NT CL A-2 4.6% 07-25-2047	(170,000)	174,503
Intel Corporation	PVTPL INTEL CORP INTEL CORP 3.734% 12-08-2047	—	179
Regency Energy	REGENCY ENERGY 5.875% DUE 03-01-2022	(251,656)	245,505

U.S. Silica Retirement Plan
Notes to Financial Statements

U.S. Silica Retirement Plan
Plan No. 028 EIN 23-0958670
Schedule H, Line 4j Schedule of Reportable Transactions
Year Ended December 31, 2017

(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)
Single Transactions in Excess of 5%								
* Northern Trust Company	Collective Short-Term Investments	\$ 9,265,500	\$ —	\$ —	\$ —	\$ 9,265,500	\$ 9,265,500	\$ —
* Northern Trust Company	Collective Short-Term Investments	8,715,500	—	—	—	8,715,500	8,715,500	—
* Northern Trust Company	Collective Short-Term Investments	—	8,715,528	—	—	8,715,528	8,715,528	—
* Northern Trust Company	Collective Short-Term Investments	—	8,571,523	—	—	8,571,523	8,571,523	—
Series of Transactions by Issue in Excess of 5%								
* Northern Trust Company	Collective Short-Term Investments	\$ 29,664,284	\$ —	\$ —	\$ —	\$ 29,664,284	\$ 29,664,284	\$ —
* Northern Trust Company	Collective Short-Term Investments	—	30,131,553	—	—	30,131,553	30,131,553	—
Fidelity Investments	MFO Fidelity Concord STR TR Fidelity 500 Index FD Prem CL	353,380	—	—	—	353,380	353,380	—
Fidelity Investments	MFO Fidelity Concord STR TR Fidelity 500 Index FD Prem CL	—	4,415,000	—	—	1,815,717	4,415,000	2,599,283
United States Treasury	United States Treasury NTS DTD 2.25% 11/15/2027	2,971,406	—	—	—	2,971,406	2,971,406	—
United States Treasury	United States Treasury NTS DTD 2.25% 11/15/2027	—	1,649,579	—	—	1,649,130	1,649,579	449

* Identifies a party-in-interest

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</small>	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 2017 This Form is Open to Public Inspection
---	--	---

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

▶ 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>01</u> Day <u>01</u> Year <u>2017</u>				
2 Assets:				
a Market value.....	2a	84,989,943		
b Actuarial value.....	2b	87,565,617		
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	684	64,665,837	64,665,837	
b For terminated vested participants	92	4,257,522	4,257,522	
c For active participants	259	24,198,406	25,559,499	
d Total	1,035	93,121,765	94,482,858	
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	5.83%		
6 Target normal cost	6	724,207		

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	ROBERT S. PRICE, JR. <i>RJP</i> Signature of actuary ROBERT S. PRICE, JR. Type or print name of actuary AON CONSULTING, INC. Firm name 3550 LENOX ROAD, SUITE 1700 ATLANTA GA 30326 Address of the firm	10/01/2018 Date 1705794 Most recent enrollment number 404-261-3400 Telephone number (including area code)
------------------	---	--

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, see the Instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2017

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	162,777
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	153,369
9	Amount remaining (line 7 minus line 8).....	0	9,408
10	Interest on line 9 using prior year's actual return of <u>6.90%</u>	0	649
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year).....		0
	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>6.02%</u>		0
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return.....		0
	c Total available at beginning of current plan year to add to prefunding balance.....		0
	d Portion of (c) to be added to prefunding balance.....		0
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	10,057

Part III Funding Percentages

14	Funding target attainment percentage	14	92.66%
15	Adjusted funding target attainment percentage	15	92.66%
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	97.15%
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
04/13/2017	315,000	0			
07/12/2017	315,000	0			
10/12/2017	315,000	0			
01/12/2018	315,000	0			
09/13/2018	770,000	0			
			Totals ►	18(b)	2,030,000
				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	1,913,695

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:
4.16 %2nd segment:
5.72 %3rd segment:
6.48 %☐ N/A, full yield curve used**b** Applicable month (enter code)**21b**

4

22 Weighted average retirement age**22**

64

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**

724,207

b Excess assets, if applicable, but not greater than line 31a**31b**

0

32 Amortization installments:**a** Net shortfall amortization installment

Outstanding Balance

Installment

6,927,298

1,188,499

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**

1,912,706

Carryover balance

Prefunding balance

Total balance

35 Balances elected for use to offset funding requirement

0

0

0

36 Additional cash requirement (line 34 minus line 35)**36**

1,912,706

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)**37**

1,913,695

38 Present value of excess contributions for current year (see instructions)**a** Total (excess, if any, of line 37 over line 36)**38a**

989

b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances**38b**

0

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)—2017 Plan Year
U.S. Silica Company Retirement Plan
EIN: 23-0958670 PN: 028

Schedule SB, line 19—Discounted Employer Contributions
Year applied for contributions: 2017

Date	Amount	Days to Discount to 1/1/2017 at 5.83%	Interest Adjusted Contribution
April 13, 2017	\$ 315,000	102	\$ 310,051
July 12, 2017	315,000	192	305,749
October 12, 2017	315,000	284	301,414
January 12, 2018	315,000	376	297,139
September 13, 2018	<u>770,000</u>	620	<u>699,342</u>
Total Contribution	\$ 2,030,000		\$ 1,913,695

Schedule SB Attachment (Form 5500)—2017 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	25.00%	0.6577	10.03
62	20.00%	0.4933	6.12
63	20.00%	0.3946	4.97
64	33.00%	0.3157	6.67
65	25.00%	0.2115	3.44
66	25.00%	0.1586	2.62
67	25.00%	0.1190	1.99
68	25.00%	0.0892	1.52
69	25.00%	0.0669	1.15
70	100.00%	0.0502	3.51
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	10.00%	0.7492	4.64
63	20.00%	0.6743	8.50
64	20.00%	0.5394	6.90
65	30.00%	0.4315	8.41
66	30.00%	0.3021	5.98
67	30.00%	0.2115	4.25
68	25.00%	0.1480	2.52
69	25.00%	0.1110	1.91
70	100.00%	0.0833	5.83
Weighted Average			63.75

The weighted average of these two groups based on January 1, 2017 data is 63.72.

Schedule SB Attachment (Form 5500)—2017 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 2016), each adjusted as needed to fall within the 25-year average interest rate stabilization corridor
1st Segment Rate	4.16%
2nd Segment Rate	5.72%
3rd Segment Rate	6.48%
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of September 2016), without regard to interest rate stabilization
1st Segment Rate	1.52%
2nd Segment Rate	3.80%
3rd Segment Rate	4.79%
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	Lump sum eligible: 50% elect lump sum, 35% elect 100% joint & survivor annuity and 15% elect life annuity. Participants not eligible for a lump sum and participants not electing a lump sum are assumed to elect optional forms according to the rates below. 30%—life annuity 70%—100% joint and survivor annuity

Schedule SB Attachment (Form 5500)—2017 Plan Year
U.S. Silica Company Retirement Plan
EIN: 23-0958670 PN: 028

Former Retirement Plan II

Lump sum eligible: 60% elect lump sum, 20% elect 50% joint & survivor annuity and 20% elect life annuity. Participants not eligible for a lump sum and participants not electing a lump sum are assumed to elect optional forms according to the rates below.

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 50%—life annuity
50%—50% joint and survivor annuity

Lump Sum Conversion Interest Rate

Same as funding interest rates.

Lump Sum Conversion Mortality

Current IRC section 417(e) table for lump sums.

Retirement Age

Active Participants

See Tables 1–2

Terminated Vested Participants

Age 65

Mortality Rates

Healthy and Disabled

2017 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)

Withdrawal Rates

Former Retirement Plan I

None

Former Retirement Plan II

See Table 3

Disability Rates

See Table 4

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.

Schedule SB Attachment (Form 5500)—2017 Plan Year
U.S. Silica Company Retirement Plan
EIN: 23-0958670 PN: 028

Valuation Compensation	2016 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 \$215,000 and the IRC section 401(a)(17) compensation limit of \$270,000.
Expected Return on Assets	
2015 Plan Year	7.00%, limited to 6.81%
2016 Plan Year	7.00%, limited to 6.65%
2017 Plan Year	6.75%, limited to 6.48%
Trust Expenses Included in Target Normal Cost	None
Actuarial Method	Standard unit credit cost method
Valuation Date	January 1, 2017

Schedule SB Attachment (Form 5500)—2017 Plan Year
U.S. Silica Company Retirement Plan
EIN: 23-0958670 PN: 028

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	25.00%
62	20.00%
63	20.00%
64	33.00%
65	25.00%
66	25.00%
67	25.00%
68	25.00%
69	25.00%
70+	100.00%

Schedule SB Attachment (Form 5500)—2017 Plan Year
U.S. Silica Company Retirement Plan
EIN: 23-0958670 PN: 028

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	10.00%
63	20.00%
64	20.00%
65	30.00%
66	30.00%
67	30.00%
68	25.00%
69	25.00%
70+	100.00%

Schedule SB Attachment (Form 5500)—2017 Plan Year
U.S. Silica Company Retirement Plan
EIN: 23-0958670 PN: 028

Table 3

Withdrawal Rates—Former Retirement Plan II Participants

<u>Age</u>	<u>Rate</u>
21-24	7.00%
25-29	5.50%
30-34	4.50%
35-39	3.50%
40-44	3.00%
45-49	2.50%
50-54	2.00%
55-59	2.00%
60-64	2.00%
65+	0.00%

Schedule SB Attachment (Form 5500)—2017 Plan Year
U.S. Silica Company Retirement Plan
EIN: 23-0958670 PN: 028

Table 4
Disability Rates

Age	Male	Female	Age	Male	Female
20	0.030%	0.030%	50	0.330%	0.400%
21	0.030%	0.030%	51	0.390%	0.440%
22	0.030%	0.030%	52	0.460%	0.490%
23	0.030%	0.030%	53	0.530%	0.540%
24	0.030%	0.030%	54	0.610%	0.590%
25	0.030%	0.030%	55	0.690%	0.640%
26	0.030%	0.030%	56	0.770%	0.690%
27	0.030%	0.030%	57	0.860%	0.740%
28	0.030%	0.040%	58	0.950%	0.800%
29	0.030%	0.040%	59	1.050%	0.850%
30	0.030%	0.040%	60	1.150%	0.900%
31	0.030%	0.050%	61	1.260%	0.960%
32	0.030%	0.050%	62	1.380%	1.010%
33	0.030%	0.060%	63	1.510%	1.050%
34	0.030%	0.060%	64	1.640%	1.090%
35	0.040%	0.070%	65+	0.000%	0.000%
36	0.040%	0.080%			
37	0.050%	0.090%			
38	0.060%	0.100%			
39	0.070%	0.120%			
40	0.080%	0.130%			
41	0.090%	0.150%			
42	0.100%	0.170%			
43	0.120%	0.190%			
44	0.140%	0.220%			
45	0.160%	0.240%			
46	0.180%	0.270%			
47	0.210%	0.300%			
48	0.250%	0.330%			
49	0.280%	0.360%			

Schedule SB Attachment (Form 5500)—2017 Plan Year
U.S. Silica Company Retirement Plan
EIN: 23-0958670 PN: 028

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.

Schedule SB Attachment (Form 5500)—2017 Plan Year
U.S. Silica Company Retirement Plan
EIN: 23-0958670 PN: 028

Deferred Retirement Eligibility	The first of the month coincident with or following termination after normal retirement age.
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 \$350,000.
Actuarial Equivalence	Based on an interest rate of 9% and the 1984 Unisex Pensioners Mortality Table.

Schedule SB Attachment (Form 5500)—2017 Plan Year
U.S. Silica Company Retirement Plan
EIN: 23-0958670 PN: 028

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; \$32.00 effective 12/31/2014.</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; \$32.00 effective 12/31/2014.</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; \$32.00 effective 12/31/2013.</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; \$32.00 effective 12/31/2014.</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; \$36.00 effective 1/1/2015; \$37.00 effective 1/1/2016; \$38.00 effective 1/1/2017.</p>

Schedule SB Attachment (Form 5500)—2017 Plan Year
U.S. Silica Company Retirement Plan
EIN: 23-0958670 PN: 028

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; \$42.00 effective 1/1/2016; \$43.00 effective 1/1/2017.
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; \$39.00 effective 1/1/2017.
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; \$49.00 effective 1/1/2016; \$50.00 effective 1/1/2017; \$51.00 effective 1/1/2018.

Schedule SB Attachment (Form 5500)—2017 Plan Year
U.S. Silica Company Retirement Plan
EIN: 23-0958670 PN: 028

Hourly Plan/Location	Eligibility Begins	Benefit Service Calculation	Accrued Benefit Amount of Benefit Paid as a Life Annuity
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; \$36.50 effective 1/1/2016; \$38.00 effective 1/1/2017.
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; \$34.50 effective 1/1/2017; \$35.50 effective 1/1/2018; \$36.50 effective 1/1/2019; \$37.50 effective 1/1/2020.

Schedule SB Attachment (Form 5500)—2017 Plan Year
U.S. Silica Company Retirement Plan
EIN: 23-0958670 PN: 028

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.

Schedule SB Attachment (Form 5500)—2017 Plan Year
U.S. Silica Company Retirement Plan
EIN: 23-0958670 PN: 028

Normal Retirement Benefits			Early Retirement Benefits	
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.

Schedule SB Attachment (Form 5500)—2017 Plan Year
U.S. Silica Company Retirement Plan
EIN: 23-0958670 PN: 028

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.

Schedule SB Attachment (Form 5500)—2017 Plan Year
U.S. Silica Company Retirement Plan
EIN: 23-0958670 PN: 028

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.

Schedule SB Attachment (Form 5500)—2017 Plan Year
U.S. Silica Company Retirement Plan
EIN: 23-0958670 PN: 028

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.

Schedule SB Attachment (Form 5500)—2017 Plan Year
U.S. Silica Company Retirement Plan
EIN: 23-0958670 PN: 028

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 \$350,000.	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

Schedule SB Attachment (Form 5500)—2017 Plan Year
U.S. Silica Company Retirement Plan
EIN: 23-0958670 PN: 028

Plan Changes

The January 1, 2017 funding valuation reflected the following plan changes:

- An increase in the annual pay limit under IRC §401(a)(17) from \$265,000 in 2016 to \$270,000 in 2017.
- An increase in the annual maximum benefit under IRC §415 from \$210,000 in 2016 to \$215,000 in 2017.
- Berkeley Springs
 - The new monthly benefit level for all participants is \$42.00 effective January 1, 2016 and \$43.00 effective January 1, 2017.
- Mill Creek
 - The new monthly benefit level for all participants is \$39.00 effective January 1, 2017.
- Mauricetown
 - The new monthly benefit level for all participants is \$34.50 effective January 1, 2017; \$35.50 effective January 1, 2018, \$36.50 effective January 1, 2019, and \$37.50 effective January 1, 2020.

The January 1, 2016 funding valuation reflected the following plan change:

- The new monthly benefit level for Ottawa participants is \$49.00 effective January 1, 2016, \$50.00 effective January 1, 2017, and \$51.00 effective January 1, 2018.

The January 1, 2015 funding valuation reflected the following plan changes:

- An increase in the annual pay limit under IRC §401(a)(17) from \$260,000 in 2014 to \$265,000 in 2015.
- A lump sum option was added to the Plan, with eligibility limited as follows:
 - Salaried and non-union hourly participants who retire or terminate on or after January 1, 2015
 - Lump sum amount is less than or equal to \$350,000
 - Not retiring under Disability Retirement under the Plan
- Columbia
 - The new monthly benefit level for all participants is \$32.00 effective December 31, 2014.
- Dubberly
 - The new monthly benefit level for all participants is \$32.00 effective December 31, 2014.
- Hurtsboro
 - The new monthly benefit level for all participants is \$32.00 effective December 31, 2014.
- Kosse
 - The new monthly benefit level for all participants is \$36.50 effective January 1, 2016 and \$38.00 effective January 1, 2017.

Schedule SB Attachment (Form 5500)—2017 Plan Year
U.S. Silica Company Retirement Plan
EIN: 23-0958670 PN: 028

- Mapleton Depot
 - The new monthly benefit level for all participants is \$36.00 effective January 1, 2015; \$37.00 effective January 1, 2016, and \$38.00 effective January 1, 2017.
- Montpelier
 - The new monthly benefit level for all participants is \$32.00 effective December 31, 2013.

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.

Schedule SB Attachment (Form 5500)—2017 Plan Year
U.S. Silica Company Retirement Plan
EIN: 23-0958670 PN: 028

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)—2017 Plan Year
U.S. Silica Company Retirement Plan
EIN: 23-0958670 PN: 028

Schedule SB, line 24—Change in Actuarial Assumptions

The funding valuation reflects the following assumption changes:

- A change in the unlimited expected rate of return on assets from 7.00% to 6.75%.

These changes were made to better reflect anticipated plan experience. These changes did not result in a decrease in the funding shortfall of the plan in excess of \$50,000,000 or both 5% of the funding target of the plan and \$5,000,000. As such, approval of the commissioner is not required.

Schedule SB Attachment (Form 5500)—2017 Plan Year
U.S. Silica Company Retirement Plan
EIN: 23-0958670 PN: 028

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2017

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										
30-34			4	5						
35-39			3	6	2					
40-44			6	16	7	2				
45-49			1	16	12	4				
50-54				5	11	7	3	6	3	
55-59			4	8	9	7	4	10	32	5
60-64				3	3	4	5	7	18	13
65-69					1	1		2	1	2
70+										1

N-259

Schedule SB Attachment (Form 5500)—2017 Plan Year
U.S. Silica Company Retirement Plan
EIN: 23-0958670 PN: 028

Schedule SB, line 32—Schedule of Amortization Bases

Type of Base	Present Value of Installment	Date Established	Years Remaining	Amortization Installment
Shortfall	\$ 2,327,953	January 1, 2016	6	\$ 433,232
Shortfall	\$ 4,599,345	January 1, 2017	7	\$ 755,267