

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 2018 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information For calendar plan year 2018 or fiscal plan year beginning <u>01/01/2018</u> and ending <u>12/31/2018</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 ☐ the DFVC program ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information				
1a Name of plan <u>U. S. SILICA RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>028</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/1974</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>028</u>	1c Effective date of plan <u>07/01/1974</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>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>23-0958670</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>301-682-0600</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>212320</u></td> </tr> </table>	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>	
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.	10/10/2019	DEAN CASTLEBERRY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2019	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 (2018)
v. 171027

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 1013
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 a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	<div style="background-color: #cccccc; height: 20px; width: 100%;"></div> 6a(1) 248 6a(2) 226 6b 480 6c 74 6d 780 6e 211 6f 991 6g 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
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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)** ☒ 1 **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 2018 Form M-1 annual report. If the plan was not required to file the 2018 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 2018 This Form is Open to Public Inspection
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018	
A Name of plan U. S. SILICA RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 028
C Plan sponsor's name as shown on line 2a of Form 5500 U.S. SILICA COMPANY	D Employer Identification Number (EIN) 23-0958670

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier MANULIFE
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(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	01/01/2018	12/31/2018

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
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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	

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

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(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. ▶

<div>SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Single-Employer Defined Benefit Plan Actuarial Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).</div> <div>File as an attachment to Form 5500 or 5500-SF.</div>	<div>OMB No. 1210-0110</div> <div>2018</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018	
Round off amounts to nearest dollar.	
Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.	
A Name of plan U. S. SILICA RETIREMENT PLAN	B Three-digit plan number (PN) 028
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF U.S. SILICA COMPANY	D Employer Identification Number (EIN) 23-0958670
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information			
1	Enter the valuation date: Month 01 Day 01 Year 2018			
2	Assets:			
a	Market value	2a	93121081	
b	Actuarial value	2b	88050982	
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	689	68636511	68636511
b	For terminated vested participants	82	3587869	3587869
c	For active participants	248	26109692	27419807
d	Total	1019	98334072	99644187
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	5.64 %	
6	Target normal cost	6	695654	

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.	Signature of actuary	09/24/2019
AON CONSULTING, INC.	Type or print name of actuary	Date
3350 LENOX ROAD, SUITE 1700 ATLANTA, GA 30326	Firm name	17-05794
	Address of the firm	Most recent enrollment number
		404-261-3400
		Telephone number (including area code)

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	10057
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	10057
10 Interest on line 9 using prior year's actual return of <u>15.69</u> %	0	1578
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		989
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>5.83</u> %		58
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		
c Total available at beginning of current plan year to add to prefunding balance		1047
d Portion of (c) to be added to prefunding balance		
12 Other reductions in balances due to elections or deemed elections		
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	11635

Part III Funding Percentages

14 Funding target attainment percentage	14	88.35%
15 Adjusted funding target attainment percentage	15	88.35%
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	92.66%
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
04/12/2018	480000				
07/12/2018	480000				
10/12/2018	480000				
01/14/2019	480000				
09/12/2019	1024000				
Totals ▶			18(b)	2944000	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	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	2785555

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: 3.92%	2nd segment: 5.52%	3rd segment: 6.29%	☐ 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)	Prior regulation:	☐ Prescribed - combined	☐ Prescribed - separate	☐ Substitute
	Current regulation:	☐ 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	
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	695654	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment	11604840		2089105
b Waiver amortization installment			
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	2784759	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement			0
36 Additional cash requirement (line 34 minus line 35)	36	2784759	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	2785555	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	796	
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

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2018
		This Form is Open to Public Inspection.

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018		
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)
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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
--

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

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

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	126161	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	60780	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:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan 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
		2018
		This Form is Open to Public Inspection.

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan <u>U. S. SILICA RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶	<u>028</u>
C Plan or DFE 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	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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>COLLECTIVE SHORT TERM INVESTMENT FD</u>		
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST COMPANY</u>		
c EIN-PN <u>45-6138589-069</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2056950</u>
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)

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> 2018 This Form is Open to Public Inspection
For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018		
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 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)	1085000	1505000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	292771	299498
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)	11830908	9753423
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	7547818	4286169
(B) All other.....	1c(3)(B)	23245613	26435499
(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)	1425149	2056950
(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)	47724246	39529503
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	17815	17715

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	93169320	83883757

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	26828	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	93142492	83883757
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	2945000	
(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)		2945000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	112311	
(C) Corporate debt instruments	2b(1)(C)	1169948	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1282259
(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)	1034183	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1034183
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	18009102	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	18611675	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-602573
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-1594758	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-1594758

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		32943
(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)		-5078925
c Other income.....	2c		-100
d Total income. Add all income amounts in column (b) and enter total	2d		-1981971

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	7116672	
(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)		7116672
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)	60760	
(3) Investment advisory and management fees.....	2i(3)	99332	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		160092
j Total expenses. Add all expense amounts in column (b) and enter total	2j		7276764

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-9258735
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.)		X	
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.).....		X	
4d		X	
e Was this plan covered by a fidelity bond?	X		5000000
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?		X	
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?.....		X	
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?.....		X	
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.)	X		
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.)	X		
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?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?.....		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
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.)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under 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). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2018 This Form is Open to Public Inspection.
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

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

Part I	Distributions
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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	<u>0</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
----------------	---

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☒ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☒ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☒ Increase	☐ Decrease	☐ Both	☐ No
--	--	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2018
v. 171027

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

b The plan year immediately preceding the current plan year

c The second preceding plan year

14a**14b****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

b The corresponding number for the second preceding plan year

15a**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

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

16a**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: 48 % Investment-Grade Debt: 49 % High-Yield Debt: _____ % Real Estate: _____ % Other: 3 %

- 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): _____



INDEPENDENT AUDITOR'S REPORT

Plan Administrator
U.S. Silica Retirement Plan
Katy, Texas

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, 2018 and 2017, and the related statements of changes in net assets available for benefits for the years ended December 31, 2018 and 2017, 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, 2018 and 2017 and for the years ended December 31, 2018 and 2017, 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, 2018 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance with DOL Rules and Regulations

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

Smith Elliott Kearns & Company, LLC

Hagerstown, Maryland
October 8, 2019

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment 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).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**OMB Nos. 1210-0110
1210-0089**2018****This Form is Open to Public Inspection****Part I Annual Report Identification Information**

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

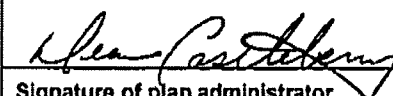
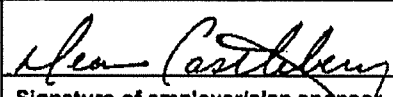
- A** This return/report is for: ☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
☒ a single-employer plan ☐ a DFE (specify) _____
- B** This return/report is: ☐ the first return/report ☐ 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 ☐ the DFVC program
☐ special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan U. S. Silica Retirement Plan	1b Three-digit plan number (PN) ▶ 028
	1c Effective date of plan 07/01/1974
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) 23-0958670
	2c Plan Sponsor's telephone number (301) 682-0600
	2d Business code (see instructions) 212320

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

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

SIGN HERE		10/10/2019	Dean Castleberry
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE		10/10/2019	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 (2018)
v. 171027

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 1,013
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) 248
a(2) Total number of active participants at the end of the plan year	6a(2) 226
b Retired or separated participants receiving benefits.....	6b 480
c Other retired or separated participants entitled to future benefits	6c 74
d Subtotal. Add lines 6a(2), 6b, and 6c.....	6d 780
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 211
f Total. Add lines 6d and 6e.....	6f 991
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) ☒ 1 **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 2018 Form M-1 annual report. If the plan was not required to file the 2018 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 SB (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>	Single-Employer Defined Benefit Plan Actuarial Information <p style="font-size: small;">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).</p> <p style="text-align: center;">▶ File as an attachment to Form 5500 or 5500-SF.</p>	<small>OMB No. 1210-0110</small> 2018 This Form is Open to Public Inspection
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

▶ **Round off amounts to nearest dollar.**

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

A Name of plan U.S. SILICA RETIREMENT PLAN	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%;">B Three-digit plan number (PN) ▶</td> <td style="width: 40%; text-align: center;">028</td> </tr> <tr> <td colspan="2" style="height: 20px;"></td> </tr> </table>	B Three-digit plan number (PN) ▶	028		
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	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>D Employer Identification Number (EIN) 23-0958670</td> </tr> </table>	D Employer Identification Number (EIN) 23-0958670			
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>2018</u>
2	Assets:			
	a Market value.....	2a	93,121,081	
	b Actuarial value.....	2b	88,050,982	
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	689	68,636,511	68,636,511
	b For terminated vested participants	82	3,587,869	3,587,869
	c For active participants	248	26,109,692	27,419,807
	d Total	1,019	98,334,072	99,644,187
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	5.64%	
6	Target normal cost	6	695,654	

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	<div style="text-align: center;"> ROBERT S. PRICE, JR. Signature of actuary </div>	<div style="text-align: center;"> 09/24/2019 Date 1705794 Most recent enrollment number 404-261-3400 Telephone number (including area code) </div>
	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	

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 V Assumptions Used to Determine Funding Target and Target Normal Cost**21** Discount rate:**a** Segment rates:1st segment:
3.92 %2nd segment:
5.52 %3rd segment:
6.29 %☐ 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) Prior regulation: ☐ Prescribed - combined ☐ Prescribed - separate ☐ Substitute
 Current regulation: ☐ 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** 695,654**b** Excess assets, if applicable, but not greater than line 31a **31b** 0

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment.....	11,604,840	2,089,105
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** 2,784,759

	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** 2,784,759**37** Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)..... **37** 2,785,555**38** Present value of excess contributions for current year (see instructions)**a** Total (excess, if any, of line 37 over line 36) **38a** 796**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

Schedule SB Attachment (Form 5500)—2018 Plan Year
U.S. Silica Retirement Plan
EIN: 23-0958670 PN: 028

Schedule SB, line 19—Discounted Employer Contributions
Year applied for contributions: 2018

Date	Amount	Days to Discount to 1/1/2018 at 5.64%	Interest Adjusted Contribution
April 12, 2018	\$ 480,000	101	\$ 472,768
July 12, 2018	480,000	192	466,344
October 12, 2018	480,000	284	459,940
January 14, 2019	480,000	378	453,486
September 12, 2019	<u>1,024,000</u>	619	<u>933,017</u>
Total Contribution	\$ 2,944,000		\$ 2,785,555

Schedule SB Attachment (Form 5500)—2018 Plan Year
U.S. Silica 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, 2018 data is 63.72.

Schedule SB Attachment (Form 5500)—2018 Plan Year
U.S. Silica 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 2017), each adjusted as needed to fall within the 25-year average interest rate stabilization corridor
1st Segment Rate	3.92%
2nd Segment Rate	5.52%
3rd Segment Rate	6.29%
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of September 2017), without regard to interest rate stabilization
1st Segment Rate	1.75%
2nd Segment Rate	3.76%
3rd Segment Rate	4.66%
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

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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.								
	<table> <tr> <td>Ottawa</td><td>10%—life annuity 90%—55% joint and survivor annuity</td></tr> <tr> <td>Mauricetown</td><td>40%—10-year certain and life annuity 60%—50% joint and survivor annuity</td></tr> <tr> <td>Mill Creek</td><td>20%—life annuity 80%—100% joint and survivor annuity</td></tr> <tr> <td>All Others</td><td>50%—life annuity 50%—50% joint and survivor annuity</td></tr> </table>	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
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	2018 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e) [based on 2006 base rates from the RP-2014 mortality study].								
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.								
Valuation Compensation	2017 Pensionable earnings rolled forward one year with the salary increase assumption								

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Benefit and Compensation Limits

Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$220,000 and the IRC section 401(a)(17) compensation limit of \$275,000.

Expected Return on Assets

2016 Plan Year

7.00%, limited to 6.65%

2017 Plan Year

6.75%, limited to 6.48%

2018 Plan Year

6.25%

Trust Expenses Included in Target Normal Cost

None

Actuarial Method

Standard unit credit cost method

Valuation Date

January 1, 2018

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Table 1

Retirement Rates—Former Retirement Plan I Participants

<u>Age</u>	<u>Rate</u>
55	5.00%
56	5.00%
57	5.00%
58	5.00%
59	5.00%
60	15.00%
61	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%

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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%

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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%

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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%			

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Schedule SB, Part V—Summary of Plan Provisions

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

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

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Deferred Retirement Benefit	The greater of (i) or (ii): (i) Total accrued benefit using final average earnings and benefit service as of deferred retirement date. (ii) Normal retirement benefit increased on actuarially equivalent basis.
Termination Benefit Eligibility	100% vested after five years of vesting service.
Termination Benefit	Accrued normal retirement benefit payable at normal retirement age.
Death Benefit Eligibility	Five years of vesting service.
Death Benefit	Actuarially reduced 50% joint and survivor benefit. Company pays for coverage.
Disability Benefit Eligibility	Disabled while an eligible active employee.
Disability Benefit	Accrued normal retirement benefit payable at normal retirement age.
Optional Forms of Payment	Single life annuity; 50%, 60%, 75%, or 100% joint and survivor annuity; lump sum payment if present value is less than \$350,000.
Actuarial Equivalence	Based on an interest rate of 9% and the 1984 Unisex Pensioners Mortality Table.

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

Hourly Plan/Location	Eligibility Begins	Benefit Service Calculation	Accrued Benefit Amount of Benefit Paid as a Life Annuity
Non-Union Hourly (including Columbia, Montpelier, Dubberly, Hurtsboro, and Berkeley Special/Florissil)	Immediately for employees hired before 1/1/2008. Employees hired on or after 1/1/2008 are not eligible.	From date of hire. Credited service is later of date of hire and 11/10/1993 for Montpelier. Later of date of hire and 8/1/1987 for Hurtsboro.	<p>\$23.00 per month for each year of benefit service for Dubberly effective 1/1/2007; \$24.00 effective 1/1/2008; \$25.00 effective 1/1/2011; \$26.00 effective 1/1/2012; \$29.00 effective 1/1/2014; \$32.00 effective 12/31/2014; \$33.00 effective 1/1/2017.</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; \$33.00 effective 1/1/2017.</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; \$33.00 effective 1/1/2017.</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; \$33.00 effective 1/1/2017.</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; \$39.00 effective 1/1/2018; \$40.00 effective 1/1/2019; \$41.00 effective 1/1/2020.</p>

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Hourly Plan/Location	Eligibility Begins	Benefit Service Calculation	Accrued Benefit Amount of Benefit Paid as a Life Annuity
Berkeley Springs	Immediately for employees hired before 10/11/2008. 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; \$44.00 effective 1/1/2018; \$45.00 effective 1/1/2019; \$46.00 effective 1/1/2020.
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.
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; \$39.00 effective 1/1/2018; \$40.00 effective 1/1/2019.

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Hourly Plan/Location	Eligibility Begins	Benefit Service Calculation	Accrued Benefit Amount of Benefit Paid as a Life Annuity
Mauricetown	After completion of one year of service if hired before 5/1/2008. Employees hired on or after 5/1/2008 are not eligible.	From the later of date of hire or 4/1/1971.	\$23.50 per month for each year of benefit service effective 1/1/2006; \$25.50 effective 1/1/2008; \$26.50 effective 1/1/2009; \$27.50 effective 1/1/2010; \$28.50 effective 1/1/2011; \$29.50 effective 1/1/2012; \$30.50 effective 1/1/2013; \$31.50 effective 1/1/2014; \$32.50 effective 1/1/2015; \$33.50 effective 1/1/2016; \$34.50 effective 1/1/2017; \$35.50 effective 1/1/2018; \$36.50 effective 1/1/2019; \$37.50 effective 1/1/2020.

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

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Normal Retirement Benefits		Early Retirement Benefits	
Kosse	Age 65	Accrued benefit	Age 55 and 15 years of vesting service. Accrued benefit reduced 5/9% p.m. first 60 months, 5/18% p.m. next 60 months before 65.
Mauricetown	Age 65	Accrued benefit	Age 55 and 20 years of vesting service. Actuarially equivalent to normal retirement benefit.

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

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

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

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Hourly Plan/Location	Optional Forms of Retirement Benefit	Actuarial Equivalence
Non-Union Hourly	Joint and 50% annuitant option; joint and 75% annuitant option; single life annuity; lump sum if present value is below \$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

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Plan Changes

The January 1, 2018 funding valuation reflected the following plan changes:

- An update to the mortality rates for determining minimum lump sum payments under IRC section 417(e)(3) to the applicable rates for the current plan year.
- An increase in the annual pay limit under IRC §401(a)(17) from \$270,000 in 2017 to \$275,000 in 2018.
- An increase in the annual maximum benefit under IRC §415 from \$215,000 in 2017 to \$220,000 in 2018.
- Berkeley Springs
 - The new monthly benefit level for all participants is \$44.00 effective January 1, 2018; \$45.00 effective January 1, 2019; \$46.00 effective January 1, 2020.
- Columbia
 - The new monthly benefit level for all participants is \$33.00 effective January 1, 2017.
- Dubberly
 - The new monthly benefit level for all participants is \$33.00 effective January 1, 2017.
- Hurtsboro
 - The new monthly benefit level for all participants is \$33.00 effective January 1, 2017.
- Kosse
 - The new monthly benefit level for all participants is \$39.00 effective January 1, 2018 and \$40.00 effective January 1, 2019.
- Mapleton Depot
 - The new monthly benefit level for all participants is \$39.00 effective January 1, 2018; \$40.00 effective January 1, 2019, and \$41.00 effective January 1, 2020.
- Montpelier
 - The new monthly benefit level for all participants is \$33.00 effective January 1, 2017.

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

- An update to the mortality rates for determining minimum lump sum payments under IRC section 417(e)(3) to the applicable rates for the current plan year.
- 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.

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- 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:

- An update to the mortality rates for determining minimum lump sum payments under IRC section 417(e)(3) to the applicable rates for the current plan year.
- 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.
- 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.

Schedule SB Attachment (Form 5500)—2018 Plan Year
U.S. Silica Retirement Plan
EIN: 23-0958670 PN: 028

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.

Schedule SB Attachment (Form 5500)—2018 Plan Year
U.S. Silica 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)—2018 Plan Year
U.S. Silica 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 long-term rate of return on plan assets from 6.75% to 6.25%.

This change was made to better reflect anticipated plan experience. This change 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)—2018 Plan Year
U.S. Silica Retirement Plan
EIN: 23-0958670 PN: 028

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2018

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			1	7						
35-39			1	6	2					
40-44			2	12	5	1				
45-49			2	18	14	7				
50-54				5	14	3	5	4	4	
55-59				10	7	11	2	10	23	3
60-64				4	3	4	3	4	21	16
65-69					2	1		3	3	5
70+										

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Schedule SB Attachment (Form 5500)—2018 Plan Year
U.S. Silica 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	\$ 2,008,788	January 1, 2016	5	\$ 433,232
Shortfall	\$ 4,079,317	January 1, 2017	6	\$ 755,267
Shortfall	\$ 5,516,735	January 1, 2018	7	\$ 900,606

U.S. SILICA RETIREMENT PLAN
FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES
DECEMBER 31, 2018 AND 2017
AND THE YEARS ENDED DECEMBER 31, 2018 AND 2017

U.S. Silica Retirement Plan
Financial Statements and Supplemental Schedules
December 31, 2018 and 2017 and the Years Ended December 31, 2018 and 2017

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INDEPENDENT AUDITOR'S REPORT

Plan Administrator
U.S. Silica Retirement Plan
Katy, Texas

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, 2018 and 2017, and the related statements of changes in net assets available for benefits for the years ended December 31, 2018 and 2017, 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, 2018 and 2017 and for the years ended December 31, 2018 and 2017, 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, 2018 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance with DOL Rules and Regulations

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

Smith Elliott Kearns & Company, LLC

Hagerstown, Maryland
October 8, 2019

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

	December 31,	
	2018	2017
	<i>(Whole Dollars)</i>	
Assets		
Investments, at fair value:		
Common/collective trusts	\$ 2,056,950	\$ 1,425,149
Mutual funds	39,529,503	47,724,246
U.S. government securities	9,753,423	11,830,908
Corporate bonds and notes	30,721,668	30,793,431
Life insurance contracts	17,715	17,815
	<u>82,079,259</u>	<u>91,791,549</u>
Receivables:		
Employer contributions	1,505,000	1,085,000
Accrued interest	299,498	292,771
	<u>1,804,498</u>	<u>1,377,771</u>
Total assets	<u>83,883,757</u>	<u>93,169,320</u>
Liabilities		
Investment management fees payable	—	26,828
Total liabilities	<u>—</u>	<u>26,828</u>
Net assets available for benefits	<u>\$ 83,883,757</u>	<u>\$ 93,142,492</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,	
	2018	2017
	<i>(Whole Dollars)</i>	
Additions		
Investment (loss) income:		
Interest and dividend income	\$ 2,316,313	\$ 2,071,846
Net (depreciation) appreciation in fair value of investments	(7,243,184)	10,888,392
Net (depreciation) of life insurance contracts	(100)	(16,667)
	<u>(4,926,971)</u>	<u>12,943,571</u>
Less: investment expenses	99,332	110,951
Total investment (loss) income	<u>(5,026,303)</u>	<u>12,832,620</u>
Employer contributions	<u>2,945,000</u>	<u>2,030,000</u>
Total additions	<u>(2,081,303)</u>	<u>14,862,620</u>
Deductions		
Benefits paid to participants	7,116,672	6,684,973
Administrative expenses	60,760	73,174
Total deductions	<u>7,177,432</u>	<u>6,758,147</u>
Net (decrease) increase	<u>(9,258,735)</u>	<u>8,104,473</u>
Net assets available for benefits, beginning of year	<u>93,142,492</u>	<u>85,038,019</u>
Net assets available for benefits, end of year	<u><u>\$ 83,883,757</u></u>	<u><u>\$ 93,142,492</u></u>

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

U.S. Silica Retirement Plan
Notes to Financial Statements

NOTE 1. PLAN DESCRIPTION

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

General

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

The U.S. Silica 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, 2018 and 2017, 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 guaranty, while other benefits may not be provided for 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 (depreciation) appreciation includes the Plan's gains and losses on investments bought or sold, as well as held during the year.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits 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. See Note 3 for further discussion of the Accumulated Benefit Plan Obligation.

New Accounting Pronouncements Not Yet Adopted

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, 2018 and 2017 are as follows:

	December 31,	
	2018	2017
Vested Benefits:		
Retired participants and beneficiaries	\$ 78,299,197	\$ 79,748,225
Other participants	32,212,779	40,562,422
	<u>110,511,976</u>	<u>120,310,647</u>
Non-vested benefits	<u>1,302,299</u>	<u>1,984,623</u>
Total actuarial present value of accumulated benefits	<u>\$ 111,814,275</u>	<u>\$ 122,295,270</u>

The changes in accumulated plan benefits for the years ended December 31, 2018 and 2017 are as follows:

	December 31,	
	2018	2017
Actuarial present value of accumulated plan benefits, beginning of year	\$ 122,295,270	\$ 115,845,926
(Decrease) increase during the year attributed to:		
Benefits accumulated	1,700,575	1,624,812
Increase for interest due to decrease in discount period	4,370,702	4,737,845
Benefits paid	(7,116,672)	(6,684,973)
Change in actuarial assumption	(9,435,600)	6,104,329
Changes in plan provisions	—	667,331
Net (decrease) increase	<u>(10,480,995)</u>	<u>6,449,344</u>
Actuarial present value of accumulated plan benefits, end of year	<u>\$ 111,814,275</u>	<u>\$ 122,295,270</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 4.36% (2018) and 3.68% (2017).
- b) Rate of return on invested assets of 6.25% (2018) and 6.25% (2017).
- 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-2018 (2018) and the RP-2014 mortality table, adjusted back to 2006 base rates, with generational mortality improvements using Scale MP-2017 (2017).
- 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-2018 (2018) and the RP-2014 disabled retiree mortality table, adjusted back to 2006 base rates, with generational mortality improvements using Scale MP-2017 (2017).
- 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, 2019 and 2018. 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, 2018 and 2017 are as follows:

	December 31,	
	2018	2017
Common/Collective Trusts	\$ 2,056,950	\$ 1,425,149
Mutual Funds	39,529,503	47,724,246
U.S. Government Securities	9,753,423	11,830,908
Corporate Bonds and Notes	30,721,668	30,793,431
Accrued Interest Receivable	299,498	292,771
Assets certified by Trustee	82,361,042	92,066,505
Life Insurance contracts, at cash surrender value	17,715	17,815
Assets available for benefits	\$ 82,378,757	\$ 92,084,320

U.S. Silica Retirement Plan
Notes to Financial Statements

The following table is a summary of the investment (loss) income information included in the statements of changes in net assets available for benefits for the years ended December 31, 2018 and 2017 that was derived from information certified as complete and accurate by the trustee and not subject to audit.

	December 31,	
	2018	2017
Investment (loss) Income:		
Interest and dividend income	\$ 2,316,313	\$ 2,071,846
Net (depreciation) appreciation in fair value of investments	(7,243,184)	10,888,392
Total investment (loss) income	<u>\$ (4,926,871)</u>	<u>\$ 12,960,238</u>

The major investment categories and their relative percentage of the fair value of total certified plan assets as invested at December 31, 2018 and 2017 were as follows:

	December 31,	
	2018	2017
Equity securities	48.0%	51.8%
Debt securities	49.5%	46.6%
Cash and cash equivalents	2.5%	1.6%

The following table represents the Plan's investments that are considered to be significant concentrations as of December 31, 2018.

Fidelity 500 Index Fund	16%
Fidelity International Index Fund	12%

NOTE 5. FAIR VALUE MEASUREMENTS

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., an exit price). The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

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

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

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

U.S. Silica Retirement Plan
Notes to Financial Statements

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, 2018 and 2017.

Common/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, 2018				
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 39,529,503	\$ —	\$ —	\$ 39,529,503
U.S. government securities	—	9,753,423	—	9,753,423
Corporate bonds and notes	—	30,721,668	—	30,721,668
Life Insurance Contracts	—	—	17,715	17,715
Total assets in the fair value hierarchy	39,529,503	40,475,091	17,715	80,022,309
Assets measured at net asset value ^(a)				
Common/Collective Trusts ^(b)	—	—	—	2,056,950
Total assets measured at net asset value	—	—	—	2,056,950
Total Investments	\$ 39,529,503	\$ 40,475,091	\$ 17,715	\$ 82,079,259

U.S. Silica Retirement Plan
Notes to Financial Statements

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	47,724,246	42,624,339	17,815	90,366,400
Assets measured at net asset value ^(a)				
Common/Collective Trusts ^(b)	—	—	—	1,425,149
Total assets measured at net asset value	—	—	—	1,425,149
Total Investments	\$ 47,724,246	\$ 42,624,339	\$ 17,815	\$ 91,791,549

- (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, 2018 and 2017:

	December 31,	
	2018	2017
Balance, beginning of year	\$ 17,815	\$ 34,482
Realized settlement loss included in changes in net assets available for benefits	—	(16,342)
Unrealized loss included in changes in net assets available for benefits	(100)	(325)
Balance, end of year	\$ 17,715	\$ 17,815

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

\$ (100)	\$ (325)
----------	----------

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, 2018 and 2017, there were no 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 \$60,760 and \$73,174 for 2018 and 2017, respectively. Also, a total of \$99,332 and \$110,951 was paid in 2018 and 2017, 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 (loss) 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 loss, per financial statements	
Interest and dividend income	\$ 2,316,313
Net (depreciation) in fair value of investments	(7,243,184)
Net (depreciation) of life insurance contracts	(100)
Total investment loss, per financial statements	\$ (4,926,971)
 Investment loss, per Schedule H (Form 5500)	
Interest	\$ 1,282,259
Dividends	1,034,183
Net loss on sale of assets	(602,573)
Unrealized depreciation of assets	(1,594,758)
Net investment gain from common/collective trusts	32,943
Net investment loss from registered investment companies	(5,078,925)
Other loss	(100)
Total investment loss, per Schedule H (Form 5500)	\$ (4,926,971)

NOTE 11. PLAN AMENDMENTS

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 was 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 was effective January 1, 2018.

NOTE 12. SUBSEQUENT EVENTS

Management has evaluated subsequent events for the Plan through October 8, 2019, the date the financial statements were available to be issued.

U.S. Silica Retirement Plan
Plan No. 028 EIN 23-0958670
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
Year Ended December 31, 2018

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
		<i>U.S. Government Securities</i>		
	Ginnie Mae	GNMA VAR RT 3% DUE 02-16-2050	\$ 154,900	\$ 144,575
	Ginnie Mae	GNMA VAR RT 3% DUE 03-16-2052	133,875	127,877
	Ginnie Mae	GNMA VAR RT 3% DUE 11-16-2055	141,656	137,282
	Ginnie Mae	GNMA 2.6% DUE 12-16-2056	129,309	121,361
	Ginnie Mae	GNMA 2014-103 REMIC PASSTHRU CTF CL MX-NB VAR RT 10-16-2048	163,400	145,587
	Ginnie Mae	GNMA REMIC SER 2018-026 CL AD 2.5% 03-16-2052	160,353	161,766
	Ginnie Mae	GNMA REMIC SER-18-47 CL-CA 2.5% 01-16-2049	189,042	190,814
	Ginnie Mae	GNMA SER 18-157 CL AM FIXED 2.5% 11-16-2060	230,569	237,783
	United States Treasury	UNITED STATES TREAS BDS 3.0% 08-15-2048	193,376	204,031
	United States Treasury	UNITED STATES TREAS BDS 3.0% 05-15-2047 REG	398,025	378,367
	United States Treasury	UNITED STATES TREAS NTS DTD 1/31/18 2.5% DUE 1/31/2025 REG	108,939	109,570
	United States Treasury	UNITED STATES TREAS NTS 1.875% 08/31/2024	103,618	101,329
	United States Treasury	UNITED STATES TREAS NTS 2.875% 05/15/2028	397,387	406,141
	United States Treasury	UNITED STATES TREAS NTS 2.875% 08/15/2028	39,269	40,619
	United States Treasury	UNITED STATES TREAS NTS 2.875% 10-31-2023 BEO	158,912	162,663
	United States Treasury	UNITED STATES TREAS SEC 0 DUE 11-15-2041	224,998	235,634
	United States Treasury	UNITED STATES TREAS SEC STRIPPED INT PMT NT 00116 11-15-2039	104,228	109,238
	United States Treasury	UNITED STATES TREAS SEC STRIPPED INT PMT NT 200 0 11-15-2040 REG	208,973	219,022
	United States Treasury	UNITED STATES TREAS SEC STRIPPED INT PMT 00124 05-15-2046	162,075	160,723
	United States Treasury	UNITED STATES TREAS SEC STRIPPED 08-15-2038	617,731	689,772
	United States Treasury	UNITED STATES TREAS SEC STRIPPED INT PMT 11-15-2045	142,236	148,461
	United States Treasury	UNITED STATES TREAS SEC STRIPPED INT PMT 11-15-2046 (UNDDATE) REG	165,291	173,196
	United States Treasury	UNITED STATES TREAS SEC STRIPPED INT PMT 08-15-2045 (UNDDATE) REG	206,072	226,585
	United States Treasury	UNITED STATES TREAS SEC STRIPPED INT PMTINT 08-15-2041 (UNDDATE) REG	340,687	375,259
	United States Treasury	UNITED STATES TREAS SEC STRIPPED INT PMTINT 194 08-15-2040 (UNDDATE) REG	488,513	545,482
	United States Treasury	UNITED STATES TREAS SEC STRIPPED INT PMT00764 08-15-2037 UNDDATE REG	674,583	749,568
	United States Treasury	UNITED STATES TREAS SEC STRIPPED INT PMT00873 08-15-2036	616,860	685,437
	United States Treasury	UTD STATES TREAS ZERO CPN 0% DUE 08-15-2039	545,801	606,831
	United States Treasury	UTD STATES TREAS ZERO CPN 0% DUE 08-15-2042	394,110	435,353
	United States Treasury	UTD STATES TREAS ZERO CPN 0% DUE 08-15-2043	340,816	374,056
	United States Treasury	UTD STATES TREAS ZERO CPN 0% DUE 08-15-2044	222,383	240,360
	United States Treasury	UTD STATES TREAS ZERO CPN 0% DUE 08-15-2047	500,151	527,253
	United States Treasury	UTD STATES TREAS ZERO CPN 0% DUE 11-15-2044	213,102	222,901
	United States Treasury	UTD STATES TREAS 2% 10-31-2022	363,232	358,527
		<i>Total U.S. Government Securities</i>	9,234,472	9,753,423
		<i>Corporate Debt Instruments - Preferred</i>		
	Anthem Inc.	ANTHEM INC 3.65% 12-01-2027	223,025	210,194
	Burlington Northern Sant Fe LLC	BURLINGTON NORTHERN SANTA FE LLC 5.15% 09-01-2043	172,453	156,757
	Chevron	CHEVRON CORP NEW 3.191 DUE 06-24-2023	149,817	144,773
	Conoco Inc.	CONOCO INC 6.95% DUE 04-15-2029	250,051	234,936
	Consumers Energy	CONSUMERS ENERGY 3.25% DUE 08-15-2046	153,794	131,192
	Credit Suisse	CR SUISSE AG FIXED 3.625% DUE 09-09-2024	217,111	206,050
	Duke Energy Indiana	DUKE ENERGY IND 3.75% DUE 05-15-2046	208,126	188,955
	Florida Power & Light Company	FL PWR & LT CO 3.25% DUE 06-01-2024	93,505	89,787
	Johnson and Johnson	JOHNSON & JOHNSON 3.55% DUE 03-01-2036	129,446	118,513
	Franklin Resources Inc	FRANKLIN RES INC 2.8% DUE 09-15-2022	294,027	293,857
	Loews Companies	LOEWS CORP 3.75% DUE 04-01-2026	148,767	143,703
	Medtronic Inc.	MEDTRONIC INC 4.375% DUE 03-15-2035	252,781	235,483
	Nike Inc.	NIKE INC 2.375% DUE 11-01-2026	194,982	187,784
	Oracle Corporation	ORACLE CORP 6.5% DUE 04-15-2038	289,331	286,361
	Pepsico Inc.	PEPSICO INC 4.45% DUE 04-14-2046	261,028	234,976
	Raytheon Company	RAYTHEON CO 4.875% DUE 10-15-2040	105,550	99,965
	Shell International	SHELL INTL FIN B V 2.5% DUE 09-12-2026	157,392	148,517
	Statoil ASA	STATOIL ASA 3.95 DUE 05-15-2043	197,181	190,864
	Charles Schwab	SCHWAB CHARLES 3.85% DUE 05-21-2025	200,806	204,004
	Stryker Corporation	STRYKER CORP 3.375% DUE 11-01-2025	144,596	140,182
	Toyota Motor Corporation	TOYOTA MTR CR CORP MEDIUM TERM NTS BOOK TRANCHE # TR 00858 3.3 DUE 01-12-2022	146,160	140,400
	United Health Group	UNITEDHEALTH GROUP 4.625% DUE 07-15-2035	132,250	137,799
	Visa Inc.	VISA INC 3.15% DUE 12-14-2025	210,649	206,365
	Westar Energy	WESTAR ENERGY INC 3.1% DUE 04-01-2027	163,803	154,752
		<i>Total Corporate Debt Instruments - Preferred</i>	4,496,631	4,286,169
		<i>Corporate Debt Instruments - Other</i>		
	Abbvie Inc.	ABBVIE INC 3.2% 11-06-2022	152,521	147,760
	Alibaba Group Holding	ALIBABA GROUP HLDG 2.5% DUE 11-28-2019	196,636	193,936
	Alibaba Group Holding	ALIBABA GROUP HLDG 3.6% DUE 11-28-2024	217,165	205,421
	Allstate Corporation	ALLSTATE CORP 4.2% DUE 12-15-2046	241,083	223,352
	Amazon	AMAZON COM INC FIXED 3.875% DUE 08-22-2037	206,631	202,809
	Amerin Illinois Company	AMEREN ILL CO 3.7% 12-01-2047	209,049	191,499
	American Credit Acceptance	PVTP AMERICAN CR ACCEP RECEIVABLES TR SER 17-1 CL D 3.54%	249,683	249,685
	American Express Company	AMERICAN EXPRESS CREDIT 2.375% DUE 05-26-2020	422,348	420,543
	America Movil	AMERICA MOVIL SAB DE CV 3.125 DUE 07-16-2022 REG	421,866	406,678
	AmeriCredit	AMERICREDIT AUTOMOBILE SER 17-2 CL D 3.36% 04-18-2023	179,957	179,597
	Ameriprise	AMERIPRISE FINL 2.873% DUE 09-15-2026	156,034	144,329
	Amgen Inc.	AMGEN INC 3.625 BDS DUE 05-15-2022 USD1000	168,101	161,098
	Anheuser-Busch	ANHEUSER-BUSCH 3.65% DUE 02-01-2026	227,267	226,932
	Anheuser-Busch	ANHEUSER-BUSCH 4.7% DUE 02-01-2036	361,462	347,774
	Apple Inc.	APPLE INC 3.35% DUE 02-09-2027	416,211	399,500
	Apple Inc.	APPLE INC 4.375% DUE 05-13-2045	286,915	289,437
	AT&T	AT&T INC 3.4% DUE 05-15-2025	387,326	381,369
	Aviation Capital Group LLC	PVTP AVIATION CAP GROUP LLC SR NT 144A 3.875% DUE 05-01-2023/05-01-2018 BEO	214,488	210,641
	Bank of America Corporation	BANK AMER CORP FIXED 3.004% DUE 12-20-2023	405,846	408,243
	Bank of New York Mellon	BK NEW YORK MELLON 2.05% DUE 05-03-2021	115,736	112,243
	Barclays Commercial Mortgage Securities	CMO PVPTL BBCMS SER 2018-TALLCL C FLTQ 144A 03-15-2037	278,315	273,116
	Berkshire Hathaway	BERKSHIRE HATHAWAY 2.75% DUE 03-15-2023	205,561	206,152
	BP Group	BP CAP MKTS AMER INC 3.119% DUE 05-04-2026	226,937	225,679
	BP Group	BP CAP MKTS P L C 3.224% DUE 04-14-2024	184,624	186,023
	Capital One, N.A.	CAP 1 NATL ASSN 1.85% DUE 09-13-2019	155,064	153,303
	Celgene Corporation	CELGENE CORP 2.75% DUE 02-15-2023	416,825	410,494
	Chubb INA Holdings Inc.	CHUBB INA HOLDINGS 4.35% DUE 11-03-2045	238,364	211,047
	CIM Commercial Trust Co.	PVPTL CIM TR SER 18-R3 CL A2 VAR 09-25-2057	208,057	208,055
	Cisco Systems Inc.	CISCO SYS INC 2.5% DUE 09-20-2026	247,597	233,046
	Citigroup Inc.	CITIGROUP INC 3.142% DUE 01-24-2023	407,017	407,634
	CNOOC Finance Ltd.	CNOOC FIN 2013 LTD 3% DUE 05-09-2023	292,160	279,899
	Comcast Corporation	COMCAST CORP NEW 2.35% DUE 01-15-2027	422,291	402,251
	Comcast Corporation	COMCAST CORP NEW 4.25% DUE 01-15-2033	297,230	288,021
	Commercial Mortgage Trust	CMO COMM 2016-CCRE28 MTG TR DUE 02-10-2049 BEO	121,022	118,271
	Commonwealth Edison Company	COMWLTH EDISON CO 3.7% DUE 03-01-2045	271,422	276,126
	Consolidated Edison	CONS EDISON CO N Y INC 4.45% DUE 03-15-2044 REG	155,239	154,715

(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
	CSAIL Commercial Mortgage Trust	CSAIL 2015-C3 COML FLTG RT 4.105471% DUE 08-15-2048	246,675	238,990
	CSMC	CSMC TR 2014-USA 4.3738% DUE 09-01-2037	96,855	94,667
	CVS Health Corporation	CVS HEALTH CORP 4.3% DUE 03-25-2028	198,050	195,522
	Deere John	DEERE JOHN CAP 2.65% DUE 06-10-2026	214,032	203,170
	DowDuPont Inc	DOWDUPONT INC 4.493% DUE 11-15-2025	182,279	185,324
	Drive Auto	DR AUTO 3.72% DUE 10-17-2022	191,124	190,360
	Drive Auto Receivables Trust	PVTP DRIVE AUTO RECEIVABLES TRUST SER 17-AA CL D 4.16% 05-15-2024	203,211	202,253
	Electricite de France (EDF)	EDF S A 4.95% DUE 10-13-2045	91,136	76,893
	Entergy Louisiana	ENTERGY LA LLC 4.0% 03-15-2033	203,840	202,311
	EQT Corporation	EQT CORP FIXED 3% DUE 10-01-2022	209,520	203,869
	ERP Operating	ERP OPER LTD 3.25% DUE 08-01-2027	210,116	201,129
	Florida Power & Light Company	FL PWR & LT CO 5.25% DUE 02-01-2041	235,893	219,995
	Freddie Mac	PVTP CMO FREMF 2016-K53 MTG TR VAR RT DUE 01-25-2026 BEO	192,789	192,265
	Freddie Mac	PVTP CMO FREMF 2016-K55 MTG TR SER 2016-K55 CL C FLTG RT VAR RT 04-25-2049	174,712	171,107
	Freddie Mac	PVTP CMO FREMF 2016-K57 MTG TR CL C 144A VAR RT DUE 08-25-2049 BEO	143,190	142,422
	Freddie Mac	PVTP FREMF SR 2015-K50 CL B FLTG DUE 10-25-2048	255,155	257,891
	Ford Motor Credit Company	FORD MTR CR CO LLC FIXED 2.343% DUE 11-02-2020	272,983	269,383
	GA Power Company	GA PWR CO SR NT SER 2012A 4.3 DUE 03-15-2042	200,570	175,023
	General Electric	GENERAL ELEC CO 4.5% DUE 03-11-2044	417,284	317,260
	GE Capital International Funding Capital	GE CAP INTL FDG CO 4.418% DUE 11-15-2035	223,222	165,000
	Gilead Sciences	GILEAD SCIENCES 4% DUE 09-01-2036	206,626	186,882
	Goldman Sachs	GOLDMAN SACHS 5.75% DUE 01-24-2022	285,125	261,759
	Hertz Vehicle Financing LLC	HERTZ VEH FING II 2.65% DUE 07-25-2022	165,378	166,441
	HSBC Bank	HSBC BK USA 5.875% 11-01-2034	229,749	218,478
	Hyundai Motor Company	PVTP HYUNDAI CAP AMER MEDIUM TERM NTS BOOK EN 3% DUE 10-30-2020 BEO	155,158	153,254
	Intel Corporation	INTEL CORP 3.734% 12-08-2047 BEO	267,948	262,035
	Intel Corporation	INTEL CORP 3.7% DUE 07-29-2025	303,270	302,620
	Johnson & Johnson	JOHNSON & JOHNSON 3.5% 01-15-2048	274,213	251,575
	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	227,986
	JP Morgan Chase	CMO JPMCC COML MTG SECS TR 2017-JP7 CL C 3.8068%	174,930	165,515
	JP Morgan Chase & Co	JPMORGAN CHASE 3.9% 07-15-2025	316,059	297,278
	JP Morgan Chase & Co	JPMORGAN CHASE & 3.25% DUE 09-23-2022	289,226	287,697
	JP Morgan Chase & Co	JPMORGAN CHASE & 3.882% DUE 07-24-2038	298,282	295,161
	KeyCorp	KEYCORP MEDIUM TERM SR NTS BOOK ENTRY MTN 5.1% DUE 03-24-2021	289,350	269,659
	Kinder Morgan	PVTP KINDER MORGAN INC DEL SR NT 5 DUE 02-15-2021	368,648	358,580
	Loews Companies	LOEWS COS INC 3.1% DUE 05-03-2027	208,861	191,886
	Loews Companies	LOEWS COS INC 3.7% DUE 04-15-2046	209,023	175,341
	LyondellBasell Industries	LYONDELLBASELL 5% DUE 04-15-2019	216,626	200,218
	Manufacturers & Traders Trust Company	MFRS & TRADERS TR CO BK 3.4% 08-17-2027	222,129	214,489
	Marathon Petroleum	PVTP MARATHON PETE CORP 4.75% 12-15-2023	246,929	241,132
	Mastercard Inc.	MASTERCARD INC 3.375% DUE 04-01-2024	290,116	286,779
	Metropolitan Life Global Funding	PVTP METROPOLITAN LIFE GLOBAL FDG I 3 1-10-23	373,278	369,178
	Microsoft Corporation	MICROSOFT CORP FIXED 4.25% DUE 02-06-2047	401,609	388,413
	Microsoft Corporation	MICROSOFT CORP 3.125% DUE 11-03-2025	253,918	237,371
	Mid American Energy	MIDAMERICAN ENERGY 4.8% DUE 09-15-2043	216,270	218,940
	Mid American Energy	MIDAMERICAN ENERGY 3.5% DUE 10-15-2024	291,819	284,689
	Morgan Stanley	MORGAN STANLEY 5.5% DUE 07-24-2020	292,870	268,028
	National Rural Utils Cooperative Finance	NATIONAL RURAL UTILS COOP FIN CORP 3.9% DUE 11-01-2028 REG	404,733	415,110
	Omnicom Group Inc	OMNICOM GROUP INC 3.625% DUE 05-01-2022	309,626	300,779
	Pacific Gas & Electric Company	PAC GAS & ELEC CO 6.05% DUE 03-01-2034	62,868	46,328
	PNC Bank	PNC BK N A PITTSBURGH PA MEDIUM TERM SUB4.05% DUE 07-26-2028	210,773	210,953
	PPL Corporation	PPL CAP FDG INC 4.2% DUE 06-15-2022	168,414	156,894
	Qualcomm Inc.	QUALCOMM INC 3.25% DUE 05-20-2027	247,188	227,899
	Regency Energy	REGENCY ENERGY 4.5 DUE 11-01-2023	263,670	255,083
	Shire	SHIRE ACQUISITIONS 2.4% DUE 09-23-2021	214,355	207,902
	Shops at Crystals Trust	PVTP CMO SHOPS AT CRYSTALS TR SER 2016-CSTL CL D 144A VAR 07-05-2036	182,633	174,971
	Siemens Financier	PVTP SIEMENS FINANCERINGSMAT 3.4% DUE 03-16-2027	380,366	359,897
	Sierra Time Share 2016-3A Receivables Funding	PVTP SIERRA TIMESHARE 2016-3A RECEIVABLES FDG CL B 2.63% 10-20-2033	65,205	63,789
	Simon Property Group Inc.	SIMON PTY GROUP L 3.375% DUE 06-15-2027	212,136	200,710
	Southwestern Public Service	SOUTHWESTN PUB SVC FIXED 4.4% 11-15-2048	183,807	186,569
	Southwestern Public Service	SOUTHWESTN PUB SVC 4.5% DUE 08-15-2041	225,213	217,978
	Southern California Edison	SOUTHN CAL EDISON 4% DUE 04-01-2047	305,543	279,607
	Sprint Spectrum Company	SPRINT SPECTRUM CO 3.36% DUE 09-20-2021	395,093	386,977
	Texas Instruments	TEXAS INSTRS INC 4.15% DUE 05-15-2048	205,167	204,555
	Toronto Dominion Bank	TORONTO DOMINION BANK MTN 3.25% DUE 06-11-2021	209,906	210,860
	TransCanada	TRANSCANADA 3.125% DUE 01-15-2019	154,197	149,987
	The Travelers Companies Inc	TRAVELERS COS INC 4.05% DUE 03-07-2048	199,112	193,853
	United Parcel Service Inc.	UTD PARCEL SVC INC 3.05% DUE 11-15-2027	210,752	200,022
	Ventas Realty	VENTAS RLTY LTD PARTNERSHIP 3.75 DUE 05-01-2024	160,838	158,441
	Verizon Communications	VERIZON 4.15% DUE 03-15-2024	244,622	240,042
	Walmart Inc	WALMART INC 3.625% DUE 12-15-2047	168,982	161,106
	Wells Fargo & Company	WELLS FARGO & CO NEW MEDIUM TERM SR NTS TRANCHE # TR 00155 4.3% DUE 07-22-2027	418,318	388,548
	Wells Fargo & Company	WELLS FARGO & CO TRANCHE # SR 00129 3.45% DUE 02-13-2023	503,299	489,509
	Wells Fargo Commercial Mortgage Trust	WELLS FARGO COML FLTG RT 4.420092% DUE 12-15-2059	45,861	46,055
	Wells Fargo & Company	WELLS FARGO & CO 3.5% DUE 03-08-2022	258,800	249,168
	Wyeth LLC	WYETH 6.45% DUE 02-01-2024	247,142	229,011
	Total Corporate Debt Instruments - Other		27,477,637	26,435,499
	Value of Interest in Common/Collective Trusts			
	Northern Trust Company	COLTV SHORT TERM INVT FD	2,056,950	2,056,950
	Total Value of Interest in Common/Collective Trusts		2,056,950	2,056,950
	Value of Interest in Registered Investment Companies			
	Fidelity Investments	MFO FIDELITY INTL INDX-INST PRM	10,785,872	9,907,910
	Fidelity Investments	MFO FIDELITY CONCORD STR TR FIDELITY 500INDEX FD PREM CL	14,181,316	12,973,044
	Fidelity Investments	MFO FIDELITY CONCORD SPARTAN EXTENDED MKT INDEX FD FIDELITY	8,028,419	6,818,718
	Invesco Global Real Estate	MFO AIM INVT SECS FDS INVESCO INVT SECS FDS INVESCO GLOBAL REAL ESTATE FD CL R6	3,612,187	3,191,498
	The Vanguard Group	MFO VANGUARD EMERGING MARKETS STK INDEX INSTL	7,069,498	6,638,333
	Total Value of Interest in Registered Investment Companies		43,677,292	39,529,503
	Insurance Policies			
	Manulife	INSURANCE POLICIES	17,715	17,715
	Total Investments		\$ 86,960,697	\$ 82,079,259
	* Identities 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, 2018

(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
Andeavor Logistics	ANDEAVOR 4.75% DUE 12-15-2023 BEO	\$ (251,904)	\$ —
Anheuser-Busch	ANHEUSER-BUSCH 4.7% DUE 02-01-2036	(93,516)	—
Becton, Dickinson and Company	BECTON DICKINSON & FIXED 4.4% DUE 01-15-2021	—	197,463
BP Group	BP CAP MKTS P L C 3.224% DUE 04-14-2024	(64,096)	—
CVS Health Corporation	CVS HEALTH CORP 3.125% DUE 03-09-2020	(210,552)	209,937
Occidental Petroleum	OCCIDENTAL PETE 4.2% DUE 03-15-2048	(311,541)	321,718
Amazon.com Inc	PVTPL AMAZON COM INC 3.875% 08-22-2037	(206,075)	—
Sprint Spectrum Company	SPRINT SPECTRUM CO 3.36% DUE 09-20-2021	(259,254)	35,625
Texas Instruments	TEXAS INSTRS INC 4.15% DUE 05-15-2048	(259,960)	56,877
Walmart Inc	WALMART INC 3.625% DUE 12-15-2047	(207,606)	37,914

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, 2018

(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 or (loss)
Series of Transactions by Issue in Excess of 5%								
* Northern Trust Company	COLTV SHORT TERM INVT FD	\$ 13,976,528	\$ —	\$ —	\$ —	\$ 13,976,528	\$ 13,976,528	\$ —
* Northern Trust Company	COLTV SHORT TERM INVT FD	—	13,344,727	—	—	13,344,727	13,344,727	—

* Identifies a party-in-interest

U.S. Silica Retirement Plan
Plan No. 028 EIN 23-0958670
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
Year Ended December 31, 2018

(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
<i>U.S. Government Securities</i>			
Ginnie Mae	GNMA VAR RT 3% DUE 02-16-2050	\$ 154,900	\$ 144,575
Ginnie Mae	GNMA VAR RT 3% DUE 03-16-2052	133,875	127,877
Ginnie Mae	GNMA VAR RT 3% DUE 11-16-2055	141,656	137,282
Ginnie Mae	GNMA 2.6% DUE 12-16-2056	129,309	121,361
Ginnie Mae	GNMA 2014-103 REMIC PASSTHRU CTF CL MX-NB VAR RT 10-16-2048	163,400	145,587
Ginnie Mae	GNMA REMIC SER 2018-026 CL AD 2.5% 03-16-2052	160,353	161,766
Ginnie Mae	GNMA REMIC SER-18-47 CL-CA 2.5% 01-16-2049	189,042	190,814
Ginnie Mae	GNMA SER 18-157 CL AM FIXED 2.5% 11-16-2060	230,569	237,783
United States Treasury	UNITED STATES TREAS BDS 3.0% 08-15-2048	193,376	204,031
United States Treasury	UNITED STATES TREAS BDS 3.0% 05-15-2047 REG	398,025	378,367
United States Treasury	UNITED STATES TREAS NTS DTD 1/31/18 2.5% DUE 1/31/2025 REG	108,939	109,570
United States Treasury	UNITED STATES TREAS NTS 1.875% 08/31/2024	103,618	101,329
United States Treasury	UNITED STATES TREAS NTS 2.875% 05/15/2028	397,387	406,141
United States Treasury	UNITED STATES TREAS NTS 2.875% 08/15/2028	39,269	40,619
United States Treasury	UNITED STATES TREAS NTS 2.875% 10-31-2023 BEO	158,912	162,663
United States Treasury	UNITED STATES TREAS SEC 0 DUE 11-15-2041	224,598	235,634
United States Treasury	UNITED STATES TREAS SEC STRIPPED INT PMT NT 00116 11-15-2039	104,228	109,238
United States Treasury	UNITED STATES TREAS SEC STRIPPED INT PMT NT 200 0 11-15-2040 REG	208,973	219,022
United States Treasury	UNITED STATES TREAS SEC STRIPPED INT PMT 00124 05-15-2046	162,075	160,723
United States Treasury	UNITED STATES TREAS SEC STRIPPED 08-15-2038	617,731	689,772
United States Treasury	UNITED STATES TREAS SEC STRIPPED INT PMT 11-15-2045	142,236	148,461
United States Treasury	UNITED STATES TREAS SEC STRIPPED INT PMT 11-15-2046 (UNDDATE) REG	165,291	173,196
United States Treasury	UNITED STATES TREAS SEC STRIPPED INT PMT 08-15-2045 (UNDDATE) REG	206,072	226,585
United States Treasury	UNITED STATES TREAS SEC STRIPPED INT PMTINT 08-15-2041 (UNDDATE) REG	340,687	375,259
United States Treasury	UNITED STATES TREAS SEC STRIPPED INT PMTINT 194 08-15-2040 (UNDDATE) REG	488,513	545,482
United States Treasury	UNITED STATES TREAS SEC STRIPPED INT PMT00764 08-15-2037 UNDDATE REG	674,583	749,568
United States Treasury	UNITED STATES TREAS SEC STRIPPED INT PMT00873 08-15-2036	616,860	685,437
United States Treasury	UTD STATES TREAS ZERO CPN 0% DUE 08-15-2039	545,801	606,831
United States Treasury	UTD STATES TREAS ZERO CPN 0% DUE 08-15-2042	394,110	435,353
United States Treasury	UTD STATES TREAS ZERO CPN 0% DUE 08-15-2043	340,816	374,056
United States Treasury	UTD STATES TREAS ZERO CPN 0% DUE 08-15-2044	222,383	240,360
United States Treasury	UTD STATES TREAS ZERO CPN 0% DUE 08-15-2047	500,151	527,253
United States Treasury	UTD STATES TREAS ZERO CPN 0% DUE 11-15-2044	213,102	222,901
United States Treasury	UTD STATES TREAS 2% 10-31-2022	363,232	358,527
	<i>Total U.S. Government Securities</i>	9,234,472	9,753,423
<i>Corporate Debt Instruments - Preferred</i>			
Anthem Inc.	ANTHEM INC 3.65% 12-01-2027	223,025	210,194
Burlington Northern Sant Fe LLC	BURLINGTON NORTHERN SANTA FE LLC 5.15% 09-01-2043	172,453	156,757
Chevron	CHEVRON CORP NEW 3.191 DUE 06-24-2023	149,817	144,773
Conoco Inc.	CONOCO INC 6.95% DUE 04-15-2029	250,051	234,936
Consumers Energy	CONSUMERS ENERGY 3.25% DUE 08-15-2046	153,794	131,192
Credit Suisse	CR SUISSE AG FIXED 3.625% DUE 09-09-2024	217,111	206,050
Duke Energy Indiana	DUKE ENERGY IND 3.75% DUE 05-15-2046	208,126	188,955
Florida Power & Light Company	FL PWR & LT CO 3.25% DUE 06-01-2024	93,505	89,787
Johnson and Johnson	JOHNSON & JOHNSON 3.55% DUE 03-01-2036	129,446	118,513
Franklin Resources Inc	FRANKLIN RES INC 2.8% DUE 09-15-2022	294,027	293,857
Loews Companies	LOEWS CORP 3.75% DUE 04-01-2026	148,767	143,703
Medtronic Inc.	MEDTRONIC INC 4.375% DUE 03-15-2035	252,781	235,483
Nike Inc.	NIKE INC 2.375% DUE 11-01-2026	194,982	187,784
Oracle Corporation	ORACLE CORP 6.5% DUE 04-15-2038	289,331	286,361
Pepsico Inc.	PEPSICO INC 4.45% DUE 04-14-2046	261,028	234,976
Raytheon Company	RAYTHEON CO 4.875% DUE 10-15-2040	105,550	99,965
Shell International	SHELL INTL FIN B V 2.5% DUE 09-12-2026	157,392	148,517
Statoil ASA	STATOIL ASA 3.95 DUE 05-15-2043	197,181	190,864
Charles Schwab	SCHWAB CHARLES 3.85% DUE 05-21-2025	200,806	204,004
Stryker Corporation	STRYKER CORP 3.375% DUE 11-01-2025	144,596	140,182
Toyota Motor Corporation	TOYOTA MTR CR CORP MEDIUM TERM NTS BOOK TRANCHE # TR 00858 3.3 DUE 01-12-2022	146,160	140,400
United Health Group	UNITEDHEALTH GROUP 4.625% DUE 07-15-2035	132,250	137,799
Visa Inc.	VISA INC 3.15% DUE 12-14-2025	210,649	206,365
Westar Energy	WESTAR ENERGY INC 3.1% DUE 04-01-2027	163,803	154,752
	<i>Total Corporate Debt Instruments - Preferred</i>	4,496,631	4,286,169
<i>Corporate Debt Instruments - Other</i>			
Abbvie Inc.	ABBVIE INC 3.2% 11-06-2022	152,521	147,760
Alibaba Group Holding	ALIBABA GROUP HLDG 2.5% DUE 11-28-2019	196,636	193,936
Alibaba Group Holding	ALIBABA GROUP HLDG 3.6% DUE 11-28-2024	217,165	205,421
Allstate Corporation	ALLSTATE CORP 4.2% DUE 12-15-2046	241,083	223,352
Amazon	AMAZON COM INC FIXED 3.875% DUE 08-22-2037	206,631	202,809
Amerin Illinois Company	AMEREN ILL CO 3.7% 12-01-2047	209,049	191,499
American Credit Acceptance	PVTP AMERICAN CR ACCEP RECEIVABLES TR SER 17-1 CL D 3.54%	249,683	249,685
American Express Company	AMERICAN EXPRESS CREDIT 2.375% DUE 05-26-2020	422,348	420,543
Ameria Movil	AMERICA MOVIL SAB DE CV 3.125 DUE 07-16-2022 REG	421,866	406,678
AmeriCredit	AMERICREDIT AUTOMOBILE SER 17-2 CL D 3.36% 04-18-2023	179,957	179,597
Ameriprise	AMERIPRISE FINL 2.875% DUE 09-15-2026	156,034	144,329
Amgen Inc.	AMGEN INC 3.625 BDS DUE 05-15-2022 USD1000	168,101	161,098
Anheuser-Busch	ANHEUSER-BUSCH 3.65% DUE 02-01-2026	227,267	226,932
Anheuser-Busch	ANHEUSER-BUSCH 4.7% DUE 02-01-2036	361,462	347,774
Apple Inc.	APPLE INC 3.35% DUE 02-09-2027	416,211	399,500
Apple Inc.	APPLE INC 3.375% DUE 05-13-2045	286,915	289,437
AT&T	AT&T INC 3.4% DUE 05-15-2025	387,326	381,369
Aviation Capital Group LLC	PVTP AVIATION CAP GROUP LLC SR NT 144A 3.875% DUE 05-01-2023/05-01-2018 BEO	214,488	210,641
Bank of America Corporation	BANK AMER CORP FIXED 3.004% DUE 12-20-2023	405,846	408,243
Bank of New York Mellon	BK NEW YORK MELLON 2.05% DUE 05-03-2021	115,736	112,243
Barclays Commercial Mortgage Securities	CMO PVPTL BBCMS SER 2018-TALLCL C FLTGT 144A 03-15-2037	278,315	273,116
Berkshire Hathaway	BERKSHIRE HATHAWAY 2.75% DUE 03-15-2023	205,561	206,152
BP Group	BP CAP MKTS AMER INC 3.119% DUE 05-04-2026	226,937	225,679
BP Group	BP CAP MKTS P L C 3.224% DUE 04-14-2024	184,624	186,023
Capital One, N.A.	CAP 1 NATL ASSN 1.85% DUE 09-13-2019	155,064	153,303
Celgene Corporation	CELGENE CORP 2.75% DUE 02-15-2023	416,825	410,494
Chubb INA Holdings Inc.	CHUBB INA HOLDINGS 4.35% DUE 11-03-2045	238,364	211,047
CIM Commercial Trust Co.	PVTPL CIM TR SER 18-R3 CL A2 VAR 09-25-2057	208,057	208,055
Cisco Systems Inc.	CISCO SYS INC 2.5% DUE 09-20-2026	247,597	233,046
Citigroup Inc.	CITIGROUP INC 3.142% DUE 01-24-2023	407,017	407,634
CNOOC Finance Ltd.	CNOOC FIN 2013 LTD 3% DUE 05-09-2023	292,160	279,899
Comcast Corporation	COMCAST CORP NEW 2.35% DUE 01-15-2027	422,291	402,251
Comcast Corporation	COMCAST CORP NEW 4.25% DUE 01-15-2033	297,230	288,021
Commercial Mortgage Trust	CMO COMM 2016-CCRE28 MTG TR DUE 02-10-2049 BEO	121,022	118,271
Commonwealth Edison Company	COMWLTH EDISON CO 3.7% DUE 03-01-2045	271,422	276,126
Consolidated Edison	CONS EDISON CO N Y INC 4.45% DUE 03-15-2044 REG	155,239	154,715

(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
	CSAIL Commercial Mortgage Trust	CSAIL 2015-C3 COML FLTG RT 4.105471% DUE 08-15-2048	246,675	238,990
	CSMC	CSMC TR 2014-USA 4.3738% DUE 09-01-2037	96,855	94,667
	CVS Health Corporation	CVS HEALTH CORP 4.3% DUE 03-25-2028	198,050	195,522
	Deere John	DEERE JOHN CAP 2.65% DUE 06-10-2026	214,032	203,170
	DowDuPont Inc	DOWDUPONT INC 4.493% DUE 11-15-2025	182,279	185,324
	Drive Auto	DR AUTO 3.72% DUE 10-17-2022	191,124	190,360
	Drive Auto Receivables Trust	PVITPL DRIVE AUTO RECEIVABLES TRUST SER 17-AA CL D 4.16% 05-15-2024	203,211	202,253
	Electricite de France (EDF)	EDF S A 4.95% DUE 10-13-2045	91,136	76,893
	Entergy Louisiana	ENTERGY LA LLC 4.0% 03-15-2033	203,840	202,311
	EQT Corporation	EQT CORP FIXED 3% DUE 10-01-2022	209,520	203,869
	ERP Operating	ERP OPER LTD 3.25% DUE 08-01-2027	210,116	201,129
	Florida Power & Light Company	FL PWR & LT CO 5.25% DUE 02-01-2041	235,893	219,995
	Freddie Mac	PVITPL CMO FREMF 2016-K53 MTG TR VAR RT DUE 01-25-2026 BEO	192,789	192,265
	Freddie Mac	PVITPL CMO FREMF 2016-K55 MTG TR SER 2016-K55 CL C FLTG RT VAR RT 04-25-2049	174,712	171,107
	Freddie Mac	PVITPL CMO FREMF 2016-K57 MTG TR CL C 144A VAR RT DUE 08-25-2049 BEO	143,190	142,422
	Freddie Mac	PVITPL FREMF SR 2015-K50 CL B FLTG DUE 10-25-2048	255,155	257,891
	Ford Motor Credit Company	FORD MTR CR CO LLC FIXED 2.343% DUE 11-02-2020	272,983	269,383
	GA Power Company	GA PWR CO SR NT SER 2012A 4.3 DUE 03-15-2042	200,570	175,023
	General Electric	GENERAL ELEC CO 4.5% DUE 03-11-2044	417,284	317,260
	GE Capital International Funding Capital	GE CAP INTL FDG CO 4.418% DUE 11-15-2035	223,222	165,000
	Gilead Sciences	GILEAD SCIENCES 4% DUE 09-01-2036	206,626	186,882
	Goldman Sachs	GOLDMAN SACHS 5.75% DUE 01-24-2022	285,125	261,759
	Hertz Vehicle Financing LLC	HERTZ VEH FING II 2.65% DUE 07-25-2022	165,378	166,441
	HSBC Bank	HSBC BK USA 5.875% 11-01-2034	229,749	184,478
	Hyundai Motor Company	PVITPL HYUNDAI CAP AMER MEDIUM TERM NTS BOOK EN 3% DUE 10-30-2020 BEO	155,158	153,254
	Intel Corporation	INTEL CORP 3.734% 12-08-2047 BEO	267,948	262,035
	Intel Corporation	INTEL CORP 3.7% DUE 07-29-2025	303,270	302,620
	Johnson & Johnson	JOHNSON & JOHNSON 3.5% 01-15-2048	274,213	251,575
	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	227,986
	JP Morgan Chase	CMO JPMCC COML MTG SECS TR 2017-JP7 CL C 3.8068%	174,930	165,515
	JP Morgan Chase & Co	JPMORGAN CHASE 3.9% 07-15-2025	316,059	297,278
	JP Morgan Chase & Co	JPMORGAN CHASE & 3.25% DUE 09-23-2022	289,226	287,697
	JP Morgan Chase & Co	JPMORGAN CHASE & 3.882% DUE 07-24-2038	298,282	295,161
	KeyCorp	KEYCORP MEDIUM TERM SR NTS BOOK ENTRY MTN 5.1% DUE 03-24-2021	289,350	269,659
	Kinder Morgan	PVITPL KINDER MORGAN INC DEL SR NT 5 DUE 02-15-2021	368,648	358,580
	Loews Companies	LOEWS COS INC 3.1% DUE 05-03-2027	208,861	191,886
	Loews Companies	LOEWS COS INC 3.7% DUE 04-15-2046	209,023	175,341
	LyondeBasell Industries	LYONDELBASELL 5% DUE 04-15-2019	216,626	200,218
	Manufacturers & Trnders Trust Company	MFRS & TRADERS TR CO BK 3.4% 08-17-2027	222,129	214,489
	Marathon Petroleum	PVITPL MARATHON PETE CORP 4.75% 12-15-2023	246,929	241,132
	Mastercard Inc.	MASTERCARD INC 3.375% DUE 04-01-2024	290,116	286,779
	Metropolitan Life Global Funding	PVITPL METROPOLITAN LIFE GLOBAL FDG I 3 I 10-23	373,278	369,178
	Microsoft Corporation	MICROSOFT CORP FIXED 4.25% DUE 02-06-2047	401,609	388,413
	Microsoft Corporation	MICROSOFT CORP 3.125% DUE 11-03-2025	253,918	237,371
	Mid American Energy	MIDAMERICAN ENERGY 4.8% DUE 09-15-2043	216,270	218,940
	Mid American Energy	MIDAMERICAN ENERGY 3.5% DUE 10-15-2024	291,819	284,689
	Morgan Stanley	MORGAN STANLEY 5.5% DUE 07-24-2020	292,870	268,028
	National Rural Utils Cooperative Finance	NATIONAL RURAL UTILS COOP FIN CORP 3.9% DUE 11-01-2028 REG	404,733	415,110
	Omnicom Group Inc	OMNICOM GROUP INC 3.625% DUE 05-01-2022	309,626	300,779
	Pacific Gas & Electric Company	PAC GAS & ELEC CO 6.05% DUE 03-01-2034	62,868	46,328
	PNC Bank	PNC BK N A PITTSBURGH PA MEDIUM TERM SUB4.05% DUE 07-26-2028	210,773	210,953
	PPL Corporation	PPL CAP FDG INC 4.2% DUE 06-15-2022	168,414	156,894
	Qualcomm Inc.	QUALCOMM INC 3.25% DUE 05-20-2027	247,188	227,899
	Regency Energy	REGENCY ENERGY 4.5 DUE 11-01-2023	263,670	255,083
	Shire	SHIRE ACQUISITIONS 2.4% DUE 09-23-2021	214,355	207,902
	Shops at Crystals Trust	PVITPL CMO SHOPS AT CRYSTALS TR SER 2016-CSTL CL D 144A VAR 07-05-2036	182,633	174,971
	Siemens Financier	PVITPL SIEMENS FINANCIERINGSMAT 3.4% DUE 03-16-2027	380,366	359,897
	Sierra Time Share 2016-3A Receivables Funding	PVITPL SIERRA TIMESHARE 2016-3A RECEIVABLES FDG CL B 2.63% 10-20-2033	65,205	63,789
	Simon Property Group Inc.	SIMON PTY GROUP L 3.375% DUE 06-15-2027	212,136	200,710
	Southwestern Public Service	SOUTHWESTN PUB SVC FIXED 4.4% 11-15-2048	183,807	186,569
	Southwestern Public Service	SOUTHWESTN PUB SVC 4.5% DUE 08-15-2041	225,213	217,978
	Southern California Edison	SOUTHN CAL EDISON 4% DUE 04-01-2047	305,543	279,607
	Sprint Spectrum Company	SPRINT SPECTRUM CO 3.36% DUE 09-20-2021	395,093	386,977
	Texas Instruments	TEXAS INSTRS INC 4.15% DUE 05-15-2048	205,167	204,555
	Toronto Dominion Bank	TORONTO DOMINION BANK MTN 3.25% DUE 06-11-2021	209,906	210,860
	TransCanada	TRANSCANADA 3.125% DUE 01-15-2019	154,197	149,987
	The Travelers Companies Inc	TRAVELERS COS INC 4.05% DUE 03-07-2048	199,112	193,853
	United Parcel Service Inc.	UTD PARCEL SVC INC 3.05% DUE 11-15-2027	210,752	200,022
	Ventas Realty	VENTAS RLTY LTD PARTNERSHIP 3.75 DUE 05-01-2024	160,838	158,441
	Verizon Communications	VERIZON 4.15% DUE 03-15-2024	244,622	240,042
	Walmart Inc	WALMART INC 3.625% DUE 12-15-2047	168,982	161,106
	Wells Fargo & Company	WELLS FARGO & CO NEW MEDIUM TERM SR NTS TRANCHE # TR 00155 4.3% DUE 07-22-2027	418,318	388,548
	Wells Fargo & Company	WELLS FARGO & CO TRANCHE # SR 00129 3.45% DUE 02-13-2023	503,299	489,509
	Wells Fargo Commercial Mortgage Trust	WELLS FARGO COML FLTG RT 4.420092% DUE 12-15-2059	45,861	46,055
	Wells Fargo & Company	WELLS FARGO & CO 3.5% DUE 03-08-2022	258,800	249,168
	Wyeth LLC	WYETH 6.45% DUE 02-01-2024	247,142	229,011
		Total Corporate Debt Instruments - Other	27,477,637	26,435,499
		<i>Value of Interest in Common/Collective Trusts</i>		
	Northern Trust Company	COLTV SHORT TERM INVT FD	2,056,950	2,056,950
		<i>Total Value of Interest in Common/Collective Trusts</i>	2,056,950	2,056,950
		<i>Value of Interest in Registered Investment Companies</i>		
	Fidelity Investments	MFO FIDELITY INTL INDX-INST PRM	10,785,872	9,907,910
	Fidelity Investments	MFO FIDELITY CONCORD STR TR FIDELITY 500INDEX FD PREM CL	14,181,316	12,973,044
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	The Vanguard Group	MFO VANGUARD EMERGING MARKETS STK INDEX INSTL	7,069,498	6,638,333
		<i>Total Value of Interest in Registered Investment Companies</i>	43,677,292	39,529,503
		<i>Insurance Policies</i>		
	Manulife	INSURANCE POLICIES	17,715	17,715
		Total Investments	\$ 86,960,697	\$ 82,079,259
	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, 2018

(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
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Anheuser-Busch	ANHEUSER-BUSCH 4.7% DUE 02-01-2036	(93,516)	—
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BP Group	BP CAP MKTS P L C 3.224% DUE 04-14-2024	(64,096)	—
CVS Health Corporation	CVS HEALTH CORP 3.125% DUE 03-09-2020	(210,552)	209,937
Occidental Petroleum	OCCIDENTAL PETE 4.2% DUE 03-15-2048	(311,541)	321,718
Amazon.com Inc	PVTPL AMAZON COM INC 3.875% 08-22-2037	(206,075)	—
Sprint Spectrum Company	SPRINT SPECTRUM CO 3.36% DUE 09-20-2021	(259,254)	35,625
Texas Instruments	TEXAS INSTRS INC 4.15% DUE 05-15-2048	(259,960)	56,877
Walmart Inc	WALMART INC 3.625% DUE 12-15-2047	(207,606)	37,914

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, 2018

(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 or (loss)
Series of Transactions by Issue in Excess of 5%								
* Northern Trust Company	COLTV SHORT TERM INVT FD	\$ 13,976,528	\$ —	\$ —	—	\$ 13,976,528	\$ 13,976,528	\$ —
* Northern Trust Company	COLTV SHORT TERM INVT FD	—	13,344,727	—	—	13,344,727	13,344,727	—

* Identifies a party-in-interest