

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2019</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information For calendar plan year 2019 or fiscal plan year beginning <u>01/01/2019</u> and ending <u>12/31/2019</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 COMPANY RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ▶	<u>028</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>24275 KATY FREEWAY</u> <u>SUITE 600</u> <u>KATY, TX 77494-7271</u>	1c Effective date of plan <u>07/01/1974</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.	10/15/2020	DEAN CASTLEBERY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.		
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Filed with authorized/valid electronic signature.		
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2019)
v. 190130

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 <u>U.S. SILICA RETIREMENT PLAN</u>	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 991
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) 226 6a(2) 290 6b 584 6c 144 6d 1018 6e 222 6f 1240 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: <u>1B</u> 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 2019 Form M-1 annual report. If the plan was not required to file the 2019 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 _____

<div><div>SCHEDULE A</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>	<div>Insurance Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> <div>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</div>	<div>OMB No. 1210-0110</div> <div>2019</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019		
A Name of plan U.S. SILICA COMPANY RETIREMENT PLAN	B Three-digit plan number (PN) ▶	028
C Plan sponsor's name as shown on line 2a of Form 5500 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	01/01/2019	12/31/2019

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end **4****5** Current value of plan's interest under this contract in separate accounts at year end **5****6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. **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)** **0****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)** **0****f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**) **7f**

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs.

Part IV Provision of Information

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

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

SCHEDULE SB (Form 5500) <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 This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	<small>OMB No. 1210-0110</small> 2019 This Form is Open to Public Inspection
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For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

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

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

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

Part I	Basic Information		
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2019</u>		
2	Assets:		
	a Market value	2a	<u>83825744</u>
	b Actuarial value	2b	<u>88478515</u>
3	Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target
	a For retired participants and beneficiaries receiving payment.....	<u>695</u>	<u>72087041</u>
	b For terminated vested participants.....	<u>76</u>	<u>2178171</u>
	c For active participants	<u>226</u>	<u>24890101</u>
	d Total.....	<u>997</u>	<u>99155313</u>
4	If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐		
	a Funding target disregarding prescribed at-risk assumptions	4a	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b	
5	Effective interest rate	5	<u>5.64</u> %
6	Target normal cost.....	6	<u>749755</u>

Statement by Enrolled Actuary

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

SIGN HERE	<div style="border-bottom: 1px solid black; margin-bottom: 10px;"></div> <div style="text-align: center;">Signature of actuary</div> <div style="border-bottom: 1px solid black; margin-bottom: 10px;"></div> <div style="text-align: center;">Type or print name of actuary</div> <div style="border-bottom: 1px solid black; margin-bottom: 10px;"></div> <div style="text-align: center;">Firm name</div> <div style="border-bottom: 1px solid black; margin-bottom: 10px;"></div> <div style="text-align: center;">Address of the firm</div>	<div style="text-align: right; margin-bottom: 10px;"><u>10/09/2020</u></div> <div style="text-align: center;">Date</div> <div style="text-align: right; margin-bottom: 10px;"><u>20-05794</u></div> <div style="text-align: center;">Most recent enrollment number</div> <div style="text-align: right; margin-bottom: 10px;"><u>404-261-3400</u></div> <div style="text-align: center;">Telephone number (including area code)</div>
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If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2019 v. 190130

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	11635
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)		11635
10 Interest on line 9 using prior year's actual return of <u>-5.70</u> %		-663
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		796
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>5.64</u> %		45
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		841
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	10972

Part III Funding Percentages		
14 Funding target attainment percentage	14	88.25 %
15 Adjusted funding target attainment percentage	15	88.25 %
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	88.35 %
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
04/15/2019	700000				
07/11/2019	700000				
10/15/2019	700000				
01/14/2020	700000				
09/15/2020	525000				
Totals ▶			18(b)	3325000	18(c)

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	3183630
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0	0	0
		(4) 4th
		0

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

21 Discount rate:				
a Segment rates:	1st segment: 3.74 %	2nd segment: 5.35 %	3rd segment: 6.11 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 64
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	
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	749755	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	15169159	2430776	
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	3180531	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement			
36 Additional cash requirement (line 34 minus line 35)	36	3180531	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	3183630	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	3099	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b		
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		

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 C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2019
		This Form is Open to Public Inspection.

For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019	
A Name of plan U.S. SILICA COMPANY RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 028
C Plan sponsor's name as shown on line 2a of Form 5500 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 MANAGER	108653	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

NORTHEN TRUST COMPANY

50 LASALLE STREET
CHICAGO, IL 60603

36-1561860

(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	105593	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

AON CONSULTING

3550 LENOX ROAD, SUITE 1700
ATLANTA, GA 30326

22-2232264

(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?
11		52398	Yes ☐ No ☐	Yes ☐ No ☐	0	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)

BUCK GLOBAL, LLC

13-3954297

(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?
38		34705	Yes ☐ No ☐	Yes ☐ No ☐	0	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:	SMITH ELLIOT KEARNS & CO, LLC	b EIN:	52-0783935
c Position:	AUDITORS		
d Address:	19405 EMERALD SQUARE, SUITE 1400 HAGERSTOWN, MD 21742	e Telephone:	301-733-5020

Explanation: THE COMPANY MOVED THEIR HEADQUARTERS TO KATY, TEXAS AND CHANGED TO A LOCAL FIRM.

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 of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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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.	OMB No. 1210-0110 2019 This Form is Open to Public Inspection
For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019		
A Name of plan U.S. SILICA COMPANY RETIREMENT PLAN	B Three-digit plan number (PN) ►	028
C Plan sponsor's name as shown on line 2a of Form 5500 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)	1505000	1575000
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)	299498	320188
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		285648
(2) U.S. Government securities	1c(2)	9753423	11544178
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	4286169	4506972
(B) All other.....	1c(3)(B)	26435499	26988117
(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)	2056950	1076799
(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)	39529503	65708646
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	17715	17103

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	83883757	112022651

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	83883757	112022651
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	3324000	
(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)		3324000

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	76	
(B) U.S. Government securities	2b(1)(B)	113371	
(C) Corporate debt instruments	2b(1)(C)	1105966	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	11734	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1231147

(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)	1456377	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1456377

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	20226121	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	19399537	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		826584

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	3363308	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		3363308

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		38933
(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)		8887997
c Other income	2c		-612
d Total income. Add all income amounts in column (b) and enter total	2d		19127734

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8226288	
(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)		8226288
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)	192697	
(3) Investment advisory and management fees	2i(3)	108653	
(4) Other	2i(4)	615411	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		916761
j Total expenses. Add all expense amounts in column (b) and enter total	2j		9143049

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		9984685
l Transfers of assets:			
(1) To this plan	2l(1)		18154209
(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) ☐ Unmodified (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: MELTON & MELTON, LLP

(2) EIN: 74-1550819

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

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

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)			
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....			
4d		X	
e Was this plan covered by a fidelity bond?	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?.....			
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....			
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	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.)

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2019</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019		
A Name of plan U.S. SILICA COMPANY RETIREMENT PLAN		B Three-digit plan number (PN) ▶ 028
C Plan sponsor's name as shown on line 2a of Form 5500 U.S. SILICA COMPANY		D Employer Identification Number (EIN) 23-0958670
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions		1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year		3 0
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) 2019 v. 190130		

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: 60.0 % Investment-Grade Debt: 39.0 % High-Yield Debt: 1.0 % Real Estate: _____ % Other: _____ %

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☒ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☒ Modified duration ☐ Other (specify): _____

- 20 PBGC missed contribution reporting requirements.** If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

- a** Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No

- b** If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation _____

U.S. SILICA COMPANY RETIREMENT PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULES
AS OF
DECEMBER 31, 2019 AND 2018
AND
INDEPENDENT AUDITOR'S REPORT



MELTON & MELTON, L.L.P.
CERTIFIED PUBLIC ACCOUNTANTS

U.S. SILICA COMPANY RETIREMENT PLAN

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All other schedules required by the Employee Retirement Income Security Act of 1974 are not applicable and have been omitted.



MELTON & MELTON, L.L.P.
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Retirement Plan Committee of
U.S. Silica Company Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of U.S. Silica Company Retirement Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2019, and the related statement of changes in net assets available for benefits for the year then ended, 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 audit 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 (DOL) 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 5, 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 2019 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 and for the year ended December 31, 2019, 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 on the 2019 financial statements. Accordingly, we do not express an opinion on the 2019 financial statements.

Other Matter – Supplemental Schedules

The supplemental schedule H, line 4i - schedule of assets (held at end of year), schedule H, line 4i - schedule of assets (acquired and disposed of within year), and schedule H, line 4j - schedule of reportable transactions as of or for the year ended December 31, 2019 are required by the DOL's 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.

Other Matter – 2018 Financial Statement

The financial statement of the Plan as of December 31, 2018 was audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed the predecessor auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated October 8, 2019, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Report on Form and Content in Compliance with DOL Rules and Regulations 2019

The form and content of the information included in the 2019 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 DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Melton + Melton, LLP

Houston, Texas
October 15, 2020

U.S. SILICA COMPANY RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2019 and 2018

	<u>2019</u>	<u>2018</u>
Investments, at fair value:		
Mutual funds	\$ 65,708,646	\$ 39,529,503
Corporate bonds and notes	31,495,089	30,721,668
Government securities	11,544,178	9,753,423
Collective trust fund	1,076,799	2,056,950
Money market fund	285,648	-
Life insurance contracts	<u>17,103</u>	<u>17,715</u>
Total investments, at fair value	<u>110,127,463</u>	<u>82,079,259</u>
 Receivables:		
Employer contributions	1,575,000	1,505,000
Accrued interest	<u>320,188</u>	<u>299,498</u>
Total receivables	<u>1,895,188</u>	<u>1,804,498</u>
 Net assets available for benefits	 <u>\$ 112,022,651</u>	 <u>\$ 83,883,757</u>

(See accompanying notes to financial statements)

U.S. SILICA COMPANY RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2019

Additions to Net Assets Attributable to:

Investment income:

Net appreciation in fair value of investments	\$ 13,077,277
Interest and dividends	<u>2,726,457</u>
	<u>15,803,734</u>

Employer contributions	<u>3,324,000</u>
------------------------	------------------

Deductions from Net Assets Attributable to:

Benefits paid to participants	8,226,288
Administrative expenses	<u>916,761</u>
	<u>9,143,049</u>

Change in net assets available for benefits	9,984,685
--	-----------

Transfer of net assets from merged plans	18,154,209
---	------------

Net Assets Available for Benefits at:

Beginning of year	<u>83,883,757</u>
End of year	<u>\$ 112,022,651</u>

(See accompanying notes to financial statements)

U.S. SILICA COMPANY RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2019 and 2018

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the U.S. Silica Company Retirement Plan (the “Plan”) provides only general information. 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. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (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 (Northern Trust) and Comerica Bank (Comerica) serve as the trustee and custodian, respectively, of the Plan’s assets. Actuarial services for the Plan are provided by AON.

Plan Mergers

In May 2019, USS purchased EP Minerals, LLC. As a result, effective December 1, 2019, the Minerals Salaried Pension Plan and Minerals Hourly Pension Plan (collectively, the “Minerals Plans”) were merged into the Plan. Each participant in the Minerals Plans will continue to be governed by the benefit formulas and other terms and conditions that were in effect as of November 30, 2019. The Minerals Plans’ merged assets were being held by Comerica as of December 31, 2019. The total of the assets merged on December 1, 2019 amounted to \$18,154,209. In January 2020, the assets were transferred out of Comerica and combined with the assets of the Plan being held at Northern Trust.

Pension 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 retirement elects otherwise, they receive an actuarially reduced pension benefit during their life with the provision that after death, their spouse will receive one-half of the reduced pension benefit.

U.S. SILICA COMPANY RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2019 and 2018

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

Salaried

Upon reaching normal retirement age (65), USS 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.

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 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.

U.S. SILICA COMPANY RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2019 and 2018

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

The Plan was amended effective November 1, 2019 to allow for limited opportunity early payout for participants who meet certain requirements as detailed in the Plan amendment. Eligible participants may elect to receive payment of their deferred vested retirement income under the Plan commencing November 1, 2019 if a valid election was made during the limited window benefit period that extended from August 12, 2019 to September 30, 2019. Any elected payments would begin no later than December 1, 2019.

Participants under the Minerals Plans will receive benefit payments under the terms that were in effect as of November 30, 2019.

Minerals Salaried

Certain participants employed prior to January 1, 2004, under the EaglePicher Salaried and Closed Hourly Plan (the "Salaried Prior Plan"), had their accrued benefit provision frozen as of December 31, 2003. The accrued benefit for participants previously was based on the greater of (1) a percent of final average pay times years of service; (2) a larger percentage of final average pay times years of service less a portion of the primary Social Security benefit; (3) the benefit accrued under the prior retirement plan; or (4) \$20 per year of service. In certain instances, lump-sum distributions are permitted. Under provision 2 above, a salaried participant may receive credit for a maximum of 30 years of employment with EP Minerals, LLC. Under provision 4 above, a salaried participant may receive credit for a maximum of 20 years of employment with EP Minerals, LLC. There is no maximum number of years of service in determining the benefit amount under provisions 1 and 3 above.

Effective January 1, 2004, under the Salaried Prior Plan and continuing under the Minerals Salaried Pension Plan, benefits are provided using a cash balance formula. Under the cash balance formula, participant benefits grow as an "account" each year based on contribution credits and interest credits. For most participants who were changed to the cash balance formula, annual contribution credits are equal to 4% of participant's compensation, plus 4% of compensation in excess of the taxable wage base for the calendar year, and interest credits are based on the average 10-year U.S. Treasury rate for the month of November of the previous year, determined using the value of each participant's cash balance at the beginning of the year. Participants will be entitled to their frozen accrued benefit and the cash balance benefit upon retirement.

Minerals Hourly

Certain participants employed prior to January 1, 2004, under the EaglePicher Hourly Plan (the "Hourly Prior Plan"), had their accrued benefit provision frozen as of December 31, 2003. The normal retirement benefit is the sum of the accrued pension plus the amount credited to the cash balance account, if any. The accrued pension is based upon applicable rates as set forth in the Plan document multiplied by the participant's years of benefit service. No benefit service after December 31, 2003 shall be used. Under the cash balance formula, participant benefits grow as an "account" each year based on

U.S. SILICA COMPANY RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2019 and 2018

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

contribution credits and interest credits. Annual contribution credits are based on years of service as set forth in the Plan document. Each participant who terminates employment after attainment of age 60 but prior to normal retirement age with at least 15 years of vesting service shall be eligible to receive an early retirement benefit. Each participant who terminates employment due to a disability after attainment of age 50 with at least 10 years of vesting service shall be eligible to receive a disability benefit.

Funding Policy

The Company's funding policy is to make contributions to the Plan that are actuarially determined, such that all employees' benefits will be fully provided for by the time they retire. The Plan has met ERISA minimum funding requirements.

Termination

Although it has not expressed the intent to do so, USS may terminate the Plan subject to the provisions set forth in ERISA. In such event, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

- a. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under the Plan provisions in effect at any time during the five years preceding the Plan termination.
- b. Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC) (a U.S. government agency) up to the applicable limitations (discussed below).
- c. All other vested benefits (that is, vested benefits not insured by the PBGC).
- d. All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal retirement age benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of the individual's monthly benefit.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the plan sponsor and the level of benefits guaranteed by the PBGC.

U.S. SILICA COMPANY RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2019 and 2018

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Investment Valuation and Income Recognition

Investments are reported at fair value, which is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Committee determines the Plan's valuation policies utilizing information provided by the trustee, custodian, and investment advisors. See Note 3 for discussion of fair value measurements. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation in fair value of investments includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Benefit Payments

Benefits are recorded when paid.

Administrative Expenses

The Plan's expenses are paid either by the Plan or the Company, as provided in the Plan document. Expenses that are paid directly by the Company are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying statement of changes in net assets available for benefits. In addition, certain investment-related expenses are included in net appreciation in fair value of investments presented in the accompanying statement of changes in net assets available for benefits.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make 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. Accordingly, actual results could differ from those estimates.

Recent Accounting Pronouncement

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*. ASU 2018-13 modifies the disclosure requirements on fair value measurements in Topic 820. The guidance is effective for annual reporting periods beginning after December 15, 2019. Early adoption is permitted. Plan management is currently evaluating the impact ASU 2018-13 will have on the Plan's financial statements.

U.S. SILICA COMPANY RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2019 and 2018

NOTE 3 - FAIR VALUE MEASUREMENTS

Various inputs are used in determining the fair value of the Plan's investments. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The three levels of the fair value hierarchy, including the types of Plan investments that fall under each category and the valuation methodologies used to measure fair value, are described below:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

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.

Level 2 - Inputs to the valuation methodology are other than quoted market prices in active markets that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities in active markets; quoted prices that are in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Government securities: Valued using pricing models maximizing the use of observable inputs for similar securities.

Corporate bonds and notes: 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.

Level 3 - Inputs to the valuation methodology are unobservable inputs (i.e., projections, estimates, interpretations, etc.) that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Life insurance contracts: Valued at the cash surrender value, which approximates fair value.

The collective trust fund is valued using NAV, based on the market value of the underlying investments, as a practical expedient to estimate fair value. The fund seeks stability of principal by investing mainly in high-grade, short-term, money market instruments. The collective trust fund held by the Plan provides for daily redemptions by the Plan with no advance notice requirement. The Plan has no unfunded commitments and no contractual obligations to further invest in the fund.

U.S. SILICA COMPANY RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2019 and 2018

NOTE 3 - FAIR VALUE MEASUREMENTS (CONTINUED)

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The inputs and methodologies used for valuing securities are not an indication of the risk associated with investing in those securities. There have been no changes in the methodologies used at December 31, 2019 or 2018.

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2019 and 2018:

<u>Description</u>	<u>December 31, 2019</u>			<u>Total</u>
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	
Mutual Funds	\$65,708,646			\$ 65,708,646
Government Securities		\$11,544,178		11,544,178
Corporate Bonds and Notes		31,495,089		31,495,089
Money market fund		285,648		285,648
Life Insurance Contracts			\$17,103	17,103
Total investments in the fair value hierarchy	<u>\$65,708,646</u>	<u>\$43,324,915</u>	<u>\$17,103</u>	109,050,664
Investments measured at net asset value*				<u>1,076,799</u>
Total investments at fair value				<u>\$110,127,463</u>

<u>Description</u>	<u>December 31, 2018</u>			<u>Total</u>
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	
Mutual Funds	\$39,529,503			\$39,529,503
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 investments in the fair value hierarchy	<u>\$39,529,503</u>	<u>\$40,475,091</u>	<u>\$17,715</u>	80,022,309
Investments measured at net asset value*				<u>2,056,950</u>
Total investments at fair value				<u>\$82,079,259</u>

*Certain investments that were measured at NAV per share (or its equivalent) practical expedient have not been categorized in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the statements of net assets available for benefits.

U.S. SILICA COMPANY RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2019 and 2018

NOTE 4 - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. 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, death, disability, and termination of employment – are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits, determined by an independent actuary from AON, is the amount that results from applying actuarial assumptions to (a) adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and (b) 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. Actuarial determinations are based upon the Projected Unit Credit Cost Method. The significant actuarial assumptions used in the valuations were (a) life expectancy of participants (Pri-2012 mortality table, projected generationally using Scale MP-2019, was used for 2019 and the RP-2014, adjusted back to 2006 base rates, with generational mortality improvements using Scale MP-2018, was used for 2018), (b) retirement age (the weighted average retirement age was 64 for 2019 and 65 for 2018), (c) discount rate of 3.22% for 2019 and 4.36% for 2018, (d) expected long-term rate of return on assets of 6.25% for 2019 and 2018.

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were 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, 2020 and 2019. Had the valuations been performed as of December 31, 2019 and 2018 there would be no material differences.

The actuarial present value of accumulated plan benefits as of December 31, 2019 and 2018 is:

	<u>2019</u>	<u>2018</u>
Vested benefits:		
Retired participants and beneficiaries	\$100,586,043	\$ 78,299,197
Other participants	<u>48,188,150</u>	<u>32,212,779</u>
Total vested benefits	148,774,193	110,511,976
Non-vested benefits	<u>1,015,191</u>	<u>1,302,299</u>
Total actuarial present value of accumulated plan benefits	<u>\$149,789,384</u>	<u>\$111,814,275</u>

U.S. SILICA COMPANY RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2019 and 2018

**NOTE 4 - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS
(CONTINUED)**

The changes in the actuarial present value of the Plan's accumulated plan benefits for the year ended December 31, 2019 are:

Actuarial present value of accumulated plan benefits at beginning of year	<u>\$111,814,275</u>
Increase (decrease) during the year attributable to:	
Interest accumulation	4,767,967
Benefits paid	(8,226,288)
Plan amendments/merger	25,360,811
Assumption changes	13,163,723
Other changes	<u>2,908,896</u>
Net increase	<u>37,975,109</u>
 Actuarial present value of accumulated plan benefits at end of year	 <u>\$149,789,384</u>

NOTE 5 - INFORMATION CERTIFIED BY THE TRUSTEE AND CUSTODIAN

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Northern Trust, the trustee of the Plan, has certified to the completeness and accuracy of certain investments reflected in the accompanying statements of net assets available for benefits as of December 31, 2019 and 2018, and the schedule H, line 4i - schedule of assets (held at end of year) as of December 31, 2019, as well as the related investment activity reflected in the statement of changes in net assets available for benefits, schedule H, line 4i - schedule of assets (acquired and disposed of) for the year ended December 31, 2019, and the schedule H, line 4j - schedule of reportable transactions for the year ended December 31, 2019. The following investment information as of and for the year ended December 31, 2019 was not certified by the trustee:

Statement of net assets available for benefits:	
Mutual funds	\$17,498,769
Money market fund	285,648
Accrued interest	20,904
 Statement of changes in net assets available for benefits:	
Net appreciation in fair value of investments	\$ 19,076
Interest and dividends	205,914

U.S. SILICA COMPANY RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2019 and 2018

NOTE 6 - PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under Department of Labor Regulations as any fiduciary of the Plan, parties rendering service to the Plan, the employer, and certain others. Certain Plan investments are in shares of a collective trust fund managed by Northern Trust, the trustee, as defined by the Plan. Certain investments are in shares of a mutual fund managed by Comerica, the custodian. Therefore, these transactions qualify as party-in-interest transactions. These transactions are considered to be exempt party-in-interest transactions and are not considered prohibited transactions under the Department of Labor's Rules and Regulations.

NOTE 7 - TAX STATUS

The Internal Revenue Service (IRS) has determined and informed USS 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 of America require plan management to evaluate tax positions taken by the Plan to determine if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2019 and 2018, there are no uncertain positions taken or expected to be taken. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 8 - RISKS AND UNCERTAINTIES

The Plan provides for various investments. In general, such investments are exposed to various risks, such as significant world events, interest rate, credit, and overall market volatility 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 such 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 based 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 estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

U.S. SILICA COMPANY RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2019 and 2018

NOTE 9 - SUBSEQUENT EVENTS

In March 2020, the coronavirus (COVID-19) outbreak was declared a pandemic by the World Health Organization. The COVID-19 pandemic has led to extreme volatility in financial markets and has affected, and may continue to affect, the market price of Plan assets. While the potential economic impact brought by, and the duration of, COVID-19 may be difficult to assess or predict, a worldwide spread pandemic could result in significant disruption of global financial markets. The extent to which COVID-19 impacts the financial markets will depend on future developments that are highly uncertain and cannot be predicted.

Management has evaluated subsequent events through October 15, 2020, the date the financial statements were available to be issued.

U.S. SILICA COMPANY RETIREMENT PLAN
EIN: 23-0958670 PLAN #028
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2019

(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
	Mutual funds:			
	Vanguard	Vanguard Emerging Markets Stk Index Fund	\$ 4,537,304	\$ 4,942,350
	Invesco	AIM Invt Secs Fds Invesco Invt Secs Fds Invesco Global Real Estate Fd Cl R6	3,744,924	3,652,333
	Fidelity	Fidelity Intl Index-Inst PRM	14,251,343	15,313,078
	Fidelity	Fidelity Concord Str TR Spartan Extended Mkts Index Fund	8,090,895	8,415,969
	Fidelity	Fidelity 500 Index-1st Prem	13,531,458	15,886,147
	Vanguard	Vanguard Long Term Bond Index Fund	3,042,066	3,472,376
	Vanguard	Vanguard Intermediate Term Bond Index Fund	4,594,214	4,648,383
	Fidelity	Fidelity Extended Market Index Fund	1,870,987	1,919,139
	Fidelity	Fidelity 500 Index Fund	2,735,024	2,932,474
	Fidelity	Fidelity Real Estate Index Fund	648,007	656,640
	Fidelity	Fidelity Salem Street Trust	3,699,456	3,869,757
			<u>60,745,678</u>	<u>65,708,646</u>
	Government securities:			
	United States Treasury	United States T-Bond 2.875% due 5/15/2049	931,033	889,682
	United States Treasury	United States Treasury Bds Tbond Fixed 3% due 2/15/2049	294,089	305,395
	United States Treasury	United States Treas Bds 2.25% due 8/15/2049	94,677	92,417
	United States Treasury	United States Treas NTS DTD 1/15/19 2.5% due 1/15/2022	189,993	193,436
	United States Treasury	United States Treas NTS DTD 1/31/18 2.5% due 1/31/2025	108,939	114,314
	United States Treasury	United States Treas NTS DTD 8/15/15 2% due 8/15/2025	122,607	126,714
	United States Treasury	United States Treas NTS DTD 11/15/19 1.75% due 11/15/2029	202,021	202,069
	United States Treasury	United States Treas NTS DTD 2.875% due 10/31/2020	125,928	126,245
	United States Treasury	United States Treas NTS T Note 2.125% due 5/31/2026	70,566	71,414
	United States Treasury	United States Treas NTS T-Note 2.25% due 3/31/2026	123,798	128,447
	United States Treasury	United States Treas NTS T Note 1.25% due 8/31/2024	395,594	392,359
	United States Treasury	United States Treas NTS 2.625% due 2/15/2029	1,296,925	1,368,105
	United States Treasury	United States Treas Sec Stripped due 5/15/2046	162,075	194,847
	United States Treasury	United States Treas Sec Stripped due 8/15/2038	617,731	795,790
	United States Treasury	United States Treas Sec Stripped due 11/15/2045	142,236	178,683
	United States Treasury	United States Treas Sec Stripped due 8/15/2045	206,072	272,610
	United States Treasury	United States Treas Sec Stripped due 11/15/2046	165,292	210,460
	United States Treasury	United States Treas Sec Stripped due 8/15/2041	340,688	441,317
	United States Treasury	United States Treas Sec Stripped due 8/15/2040	488,513	636,067
	United States Treasury	US Treas Sec Stripped due 11/15/2040	208,973	255,470
	United States Treasury	US Treas Sec Stripped due 11/15/2039	104,228	126,720
	United States Treasury	US Treas Sec due 11/15/2041	224,998	277,518
	United States Treasury	UTD States Treas Zero Cpn due 8/15/2039	545,801	704,252
	United States Treasury	UTD States Treas Zero Cpn due 8/15/2042	394,110	514,074
	United States Treasury	UTD States Treas Zero Cpn due 8/15/2043	340,816	445,561
	United States Treasury	UTD States Treas Zero Cpn due 8/15/2044	222,383	287,192
	United States Treasury	UTD States Treas Zero Cpn due 8/15/2047	500,151	640,780
	United States Treasury	UTD States Treas Zero Cpn due 11/15/2044	213,102	266,661
	United States Treasury	UTD States Treas 1.5% due 9/30/2024	283,840	282,630
	Ginnie Mae	GNMA Remic Ser 17-106 2.6% due 12/16/2056	129,309	134,499
	Ginnie Mae	GNMA Remic Ser 2018-026 2.5% due 3/16/2052	148,776	155,060
	Ginnie Mae	GNMA Remic Ser 18-47 2.5% due 1/16/2049	185,323	193,947
	Ginnie Mae	GNMA Ser 18-157 2.5% due 11/16/2060	183,132	198,018
	California State	California St 7.3% due 10/01/2039	199,337	221,418
	District Columbia Water And Sewer Authority	District Columbia Wtr & Swr Auth Pub 3.207% due 10/1/2048	97,963	100,007
			<u>10,061,019</u>	<u>11,544,178</u>

U.S. SILICA COMPANY RETIREMENT PLAN**EIN: 23-0958670 PLAN #028****SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)****December 31, 2019**

(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
	Corporate bonds and notes:			
	Anheuser-Busch	Anheuser Busch Inbev Worldwide 4.15% due 1/23/2025	\$ 204,177	\$ 212,524
	Alibaba Group Holding	Alibaba Group Hldg 3.6% due 11/28/2024	217,165	221,207
	CNOOC Finance Ltd.	CNOOC Fin 2013 LTD 3% due 5/9/2023	292,161	294,759
	Electricite de France	EDF S A 4.95% due 10/13/2045	91,136	100,385
	Siemens Financier	PVTPL Siemens Financieringsmat 3.4% due 3/16/2027	380,367	391,542
	Mizuho Financial Group	Mizuho Finl Group Fltg RT 2.721% due 7/16/2023	220,807	222,643
	Sumitomo Mitsui Banking Corporation	Sumitomo Mitsui 2.442% due 10/19/2021	407,883	418,280
	America Movil	America Movil SAB DE CV 3.1255 due 7/16/2022	421,866	424,553
	NXP Funding LLC	PVTPL NXP B V/NXP Fdg LLC 4.125% due 6/1/2021	65,664	66,644
	Shell International	Shell Intl Fin B V 2.5% due 9/12/2026	157,392	162,677
	Statoil ASA	Statoil ASA 3.95% due 5/15/2043	197,180	223,311
	Santander Group	Banco Santander SA 3.848% due 4/12/2023	207,035	213,861
	Abbvie Inc.	ABBVIE Inc 3.2% due 11/6/2022	193,318	194,963
	Allstate Corporation	Allstate Corp 4.2% due 12/15/2046	241,083	265,073
	Ameren Illinois Company	Ameren ILL Co 3.7% due 12/01/2047	209,049	225,500
	American Tower Corporation	American Tower Corp 2.75% due 1/15/2027	219,963	219,760
	Ameriprise	Ameriprise Finl 2.875% due 9/15/2026	156,034	158,446
	American Express Company	Amern Express Co 3.4% due 2/22/2024	360,071	376,599
	Amgen Inc.	Amgen Inc 3.625% due 5/15/2022	168,101	165,349
	Anthem Inc.	Anthem inc 3.65% due 12/01/2027	223,025	232,978
	Apple Inc.	Apple Inc 3.35% due 2/9/2027	416,211	436,726
	Apple Inc.	Apple Inc 4.375% due 5/13/2045	286,915	346,081
	AT&T	AT&T Inc 3.4% due 5/15/2025	387,326	424,145
	Bank of America Corporation	Bank Amer Corp 3.366% due 1/23/2026	10,427	10,460
	Bank of America Corporation	Bank of America Corp 3.004% due 12/20/2023	405,846	429,805
	Truist Financial Corporation	BB&T BRH BKG & TR Fixed 2.636% due 9/17/2029	219,586	220,015
	Berkshire Hathaway	Berkshire Hathaway 3.5% due 2/1/2025	287,132	286,665
	Berkshire Hathaway	Berkshire Hathaway 4.3% due 5/15/2043	118,718	127,187
	Boston Gas Company	Bost Gas Co 3.001% due 8/1/2029	168,830	168,941
	BP Group	BP Cap Mkts Amer 3.224% due 4/14/2024	184,624	198,377
	BP Group	BP Cap Mkts Amer 3.119% due 5/4/2026	226,937	250,797
	BNSF Railway Company	Burlingt Northn Santa Fe 5.15% due 5/4/2026	201,699	210,642
	Capital One Financial Corporation	Cap 1 Finl Corp 3.9% due 1/29/2024	200,100	212,137
	Chubb INA Holdings Inc.	Chubb INA Holdings 4.35% due 11/3/2045	133,716	139,373
	Citigroup Inc	Citigroup Inc 3.142% due 1/24/2023	407,017	423,132
	Comcast Corporation	Comcast Corp New 2.35% due 1/15/2027	422,291	449,628
	Comcast Corporation	Comcast Corp New 4.25% due 1/15/2033	297,230	336,134
	Comcast Corporation	Comcast Corp New 4.6% due 10/15/2038	202,008	232,492
	Commonwealth Edison Company	COMWLTH Edis 3.7% due 3/1/2045	271,422	319,381
	Conoco Inc.	Coco Inc 6.95% due 4/15/2029	184,248	190,390
	Consolidated Edison	Cs Edis Co N Y Inc 4.45% due 3/15/2044	279,005	302,120
	Consumers Energy	Csmers Energy 3.25% due 8/15/2046	210,654	211,163
	CVS Health Corporation	CVS Health Corp 2.8% due 7/20/2020	209,145	210,598
	CVS Health Corporation	CVS Health Corp 3% due 8/15/2026	215,718	219,354
	Deere John	Deere John Cap 2.65% due 6/10/2026	89,595	92,028
	Deere John	Deere John Cap 2.8% due 7/18/2029	134,807	133,460
	Dowdupont Inc	Dowdupnt Inc 4.493% due 11/15/2029	182,279	198,250
	Duke Energy Indiana	Duke Energy IND 3.75% due 5/15/2046	208,126	220,292
	EQT Corporation	EQT Corp Fixed 3% 10/1/2022	209,520	211,304
	Exxon Mobil Corporation	Exx Mobil Corp 2.44% due 8/16/2029	176,230	176,704
	Florida Power & Light Company	FL Pwr & Lt 3.25% due 6/1/2024	93,505	94,278

U.S. SILICA COMPANY RETIREMENT PLAN**EIN: 23-0958670 PLAN #028****SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)****December 31, 2019**

(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
	Florida Power & Light Company	FL Pwr & Lt 5.25% due 2/1/2041	\$ 235,893	\$ 245,741
	Ford Motor Credit Company	Ford Mtr Cr Co LLC Fixed 2.343% due 11/2/2020	272,983	279,486
	Franklin Resources Inc.	Franklin Res Inc 2.8% due 9/15/2022	294,027	306,580
	GA Power Company	GA Pwr Co Sr Nt Ser 4.3% due 3/15/2042	200,570	208,491
	General Motors Financial Company, Inc.	General Mtrs Finl Co Inc 3.55% due 7/8/2022	84,946	87,501
	Gilead Sciences	Gilead Sciences 4% due 9/1/2036	206,626	226,975
	Goldman Sachs	Goldman Sachs 5.75% due 1/24/2022	285,125	268,379
	The Home Depot, Inc.	Home Depot Inc 4.5% due 12/6/2048	198,375	234,713
	Intel Corporation	Intel Corp 3.7% due 7/29/2025	303,270	324,515
	Intel Corporation	Intel Corp 3.734% due 12/8/2047	267,948	311,576
	Johnson & Johnson	Johns & Johns 3.5% due 1/15/2048	274,214	301,384
	Johnson & Johnson	Johns & Johns 3.55% due 3/1/2036	129,446	136,801
	Johnson & Johnson	Johns & Johns 4.375% due 12/5/2033	311,727	337,658
	JP Morgan Chase & Co.	JPMorgan Chase 3.9% due 7/15/2025	316,059	324,023
	JP Morgan Chase & Co.	JPMorgan Chase 3.25% due 9/23/2022	289,226	300,047
	JP Morgan Chase & Co.	JPMorgan Chase 3.882% due 7/24/2038	298,282	359,754
	KeyCorp	Keycorp Medium Term Sr NTS Book Entry 5.1% due 3/24/2021	250,399	233,508
	Kimco Realty Corporation	Kimco Rlty corp 2.8% due 10/1/2026	168,057	170,898
	Loews Companies	Loews Corp 3.75% due 4/1/2026	248,239	257,825
	Lowe's Companies, Inc.	Lowes Cos Inc 3.1% due 5/3/2027	109,403	113,750
	Marathon Petroleum	Marath Pete Corp 4.75% due 12/15/2023	248,933	255,397
	Mastercard Inc.	Mastercard Inc 3.65% due 6/1/2049	296,027	311,046
	Medtronic Inc.	Medtric Inc 4.375% due 3/15/2035	181,343	195,373
	Manufacturers & Traders Trust Company	MFRS & Traders Tr Co 3.4% due 8/17/2027	222,130	232,910
	Microsoft Corporation	Microsoft Corp Fixed 4.25% due 2/6/2047	233,368	263,818
	Mid American Energy	Midamerican Energy 4.8% due 9/15/2043	216,270	247,399
	Morgan Stanley	Morgan Stanley 2.75% due 5/19/2022	402,542	412,479
	National Rural Utils Cooperative Finance	Natral Rural Utils Coop Fin Corp 3.9% due 11/1/2028	404,733	445,910
	Nevada Power Company	Nevada Pwr Co 3.7% due 5/1/2029	124,295	130,001
	Omnicom Group Inc.	Omnicom Group Inc 3.625% due 5/1/2022	309,626	315,955
	Oncor Electric Delivery	Oncor Elec Delivery 3.8% due 6/1/2049	230,780	222,935
	Oracle Corporation	Oracle Corp 6.5% due 4/15/2038	289,331	332,070
	Pepsico Inc	Pepsico Inc 4.45% due 4/14/2046	261,028	276,421
	Pfizer Inc	Pfizer Inc 4% due 3/15/2049	204,418	230,236
	PNC Bank	PNC Bk N A Pittsburgh PA Medium Term 4.05% due 7/26/2028	210,773	230,509
	PPL Corporation	PPL Cap FDG Inc 4.2% due 6/15/2022	168,414	161,766
	Public Service Electric and Gas Company	Pub SVC Elec Gas Co Fixed 3.2% due 5/15/2029	64,631	63,304
	Public Service Electric and Gas Company	Pub SVC Elec Gas Co Seed 3.95% due 5/1/2042	188,774	205,291
	Aviation Capital Group LLC	PVTPL Aviati Cap Group 3.875% due 5/1/2023	214,488	222,161
	Cameron LNG, LLC	PVTRL Camer Lng 2.902% due 7/15/2031	105,242	105,246
	Hyundai Motor Company	PVTPL Hyundai Cap Amer Medium Term 3% due 10/30/2020	155,158	155,964
	Kinder Morgan	PVTPL Kinder Morgan Inc Del 5% due 2/15/2021	368,648	359,929
	Metropolitan Life Global Funding	PVTPL Met Life 3.05% due 6/17/2029	210,307	219,139
	Metropolitan Life Global Funding	PVTPL Metropolitan Life Global 3% due 1/10/2023	373,279	385,857
	Qualcomm Inc	QualComm Inc 3.25% due 5/20/2027	247,188	257,875
	Raytheon Company	Raythe 4.875% due 10/15/2040	105,550	112,841
	Regency Energy	Regency Energy 4.5% due 11/1/2023	263,670	270,186
	Charles Schwab	Schwab Charles 3.85% due 5/21/2025	200,806	216,735
	Shire	Shire Scquisitis 2.4% due 9/23/2021	224,245	226,280
	Simon Property Group Inc.	Sim Ppty Group 3.375% due 6/15/2027	212,136	222,290
	Southern California Edison	Southn Cal Edis 4% due 4/1/2047	100,178	105,285

U.S. SILICA COMPANY RETIREMENT PLAN

EIN: 23-0958670 PLAN #028

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)

December 31, 2019

(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
	Corporate bonds and notes (continued):			
	Southwestern Public Service	Southwestn Pub Svc Fixed 4.4% due 11/15/2048	\$ 183,807	\$ 218,849
	Southwestern Public Service	Southwestn Pub Svc 4.5% due 8/15/2041	225,213	251,359
	Spectra Energy Corporation	Spectra Energy 4.75% due 3/15/2024	211,172	217,786
	Sprint Spectrum Company	Sprint Spectrum Co 3.36% due 9/20/2021	251,423	251,594
	Styker Corp	Styker Corp 3.375% due 11/1/2025	144,596	153,712
	The Travelers Company Inc.	Travelers Cos Inc. 4.05% due 3/7/2048	199,112	228,185
	United Health Group	United Health Group 4.625% due 7/15/2035	132,250	157,914
	United Parcel Service Inc.	UTD Parcel Svc Inc 3.75% due 11/15/2047	208,303	242,476
	Ventas Realty	Ventas Rlty Ltd Patnership 3.75% due 5/1/2024	160,838	168,074
	Verizon Communications	Veriz Fixed 4.016% due 12/3/2029	273,753	275,342
	Visa Inc	Visa Inc 3.15% due 12/14/2025	210,649	222,026
	Walmart Inc	Walmart Inc 3.625% due 12/15/2047	168,982	194,784
	Wells Fargo & Company	Wells Fargo & Co New Medium Term 4.3% due 7/22/2027	418,318	432,876
	Wells Fargo & Company	Wells Fargo & Co Tranche 3.45% due 2/13/2023	503,299	517,819
	Wells Fargo & Company	Wells Fargo & Co 3.5% due 3/8/2022	258,800	258,179
	Welltower Inc	Welltower Inc 3.625% due 3/15/2024	181,735	189,130
	Westar Energy	Westar Energy 3.1% due 4/1/2027	163,801	165,938
	Wyeth LLC	Wyeth 6.45% due 2/1/2024	247,140	234,448
	The 3M Company	3M Co 3.375% due 3/1/2029	199,677	208,388
	JP Morgan Chase	CMO GS MTG Secs Sr 2.741% due 9/1/2052	175,099	174,698
	JP Morgan Chase	CMO J P Morgan 2.8541% due 9/6/2038	244,922	243,646
	JP Morgan Chase	CMO JPMCC Coml Mtg Secs 3.8068% due 9/15/2050	106,902	110,549
	CSAIL Commercial Mortgage Trust	CSAIL 2015-C3 4.248669% due 8/15/2048	246,675	248,030
	CSMC	CSMC TR 2014-USA 4.3738% due 9/1/2037	96,855	98,247
	Freddie Mac	PVTPL CMO Fremf 2016-K53 4.01959% due 1/25/2026	125,313	133,917
	Shops at Crystals Trust	PVTRL CMO Shops at Crystals 3.7311% due 7/5/2036	182,633	189,496
	Freddie Mac	PVTRL Fremf Sr 2015-K50 3.77904% due 10/25/2048	335,430	351,879
	Wells Fargo Commercial Mortgage Trust	Wells Fargo Cml FLTG RT 4.565674% due 12/15/2059	45,861	48,537
	Finance of America Structured Securities Trust	Finance Amer Structured Secs 2% due 9/25/2069	190,638	189,472
	Hertz Vehicle Financing LLC	Hertz Veh Fing II 2.65% due 7/25/2022	165,378	170,900
	Sierra Rime Share 2016-3A Receivables Funding	PVTPL Sierra Timeshare 2.63% due 10/20/2033	43,498	43,340
	Cim Commercial Trust Co.	PVTPL Cim Tr Ser 4% due 9/25/2057	208,057	208,173
			<u>29,967,599</u>	<u>31,495,089</u>
	Money market fund:			
	Comerica	Comerica Short Term Fund	285,648	285,648
	Collective trust fund:			
*	Northern Trust Company	COLTV Short Term Investment Fund	1,076,799	1,076,799
	Life insurance policy:			
	Manulife	Life Insurance Policies	17,103	17,103
			<u>\$ 102,153,846</u>	<u>\$ 110,127,463</u>

* A party in interest as defined by ERISA.

U.S. SILICA COMPANY RETIREMENT PLAN

EIN: 23-0958670 PLAN #028

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN YEAR)

For the Year Ended December 31, 2019

(a) Identity of Issue, Borrower, <u>Lessor, or Similar Party</u>	(b) Description of Investment Including Maturity Date, Rate of Interest, Collateral, <u>Par, or Maturity Value</u>	(c) Cost of <u>Acquisitions</u>	(d) Proceeds of <u>Dispositions</u>
University Calif	University Calif Revs 5.946% due 5/15/2045 BEO TAXABLE	\$ 131,736	\$ 135,087

U.S. SILICA COMPANY RETIREMENT PLAN
EIN: 23-0958670 PLAN #028
SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
For the Year Ended December 31, 2019

(a) Identity of Party <u>Involved</u>	(b) Description of Asset (including interest rate and maturity <u>in case of loan</u>)	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Series of Transactions:						
Northern Trust Company	COLTV Short Term Investment Fund	\$ 17,450,527		\$ 17,450,527	\$ 17,450,527	
			\$ 18,430,678	18,430,678	18,430,678	\$ -

U.S. SILICA COMPANY RETIREMENT PLAN
EIN: 23-0958670 PLAN #028
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2019

(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
	Mutual funds:			
	Vanguard	Vanguard Emerging Markets Stk Index Fund	\$ 4,537,304	\$ 4,942,350
	Invesco	AIM Invt Secs Fds Invesco Invt Secs Fds Invesco Global Real Estate Fd Cl R6	3,744,924	3,652,333
	Fidelity	Fidelity Intl Index-Inst PRM	14,251,343	15,313,078
	Fidelity	Fidelity Concord Str TR Spartan Extended Mkts Index Fund	8,090,895	8,415,969
	Fidelity	Fidelity 500 Index-1st Prem	13,531,458	15,886,147
	Vanguard	Vanguard Long Term Bond Index Fund	3,042,066	3,472,376
	Vanguard	Vanguard Intermediate Term Bond Index Fund	4,594,214	4,648,383
	Fidelity	Fidelity Extended Market Index Fund	1,870,987	1,919,139
	Fidelity	Fidelity 500 Index Fund	2,735,024	2,932,474
	Fidelity	Fidelity Real Estate Index Fund	648,007	656,640
	Fidelity	Fidelity Salem Street Trust	3,699,456	3,869,757
			<u>60,745,678</u>	<u>65,708,646</u>
	Government securities:			
	United States Treasury	United States T-Bond 2.875% due 5/15/2049	931,033	889,682
	United States Treasury	United States Treasury Bds Tbond Fixed 3% due 2/15/2049	294,089	305,395
	United States Treasury	United States Treas Bds 2.25% due 8/15/2049	94,677	92,417
	United States Treasury	United States Treas NTS DTD 1/15/19 2.5% due 1/15/2022	189,993	193,436
	United States Treasury	United States Treas NTS DTD 1/31/18 2.5% due 1/31/2025	108,939	114,314
	United States Treasury	United States Treas NTS DTD 8/15/15 2% due 8/15/2025	122,607	126,714
	United States Treasury	United States Treas NTS DTD 11/15/19 1.75% due 11/15/2029	202,021	202,069
	United States Treasury	United States Treas NTS DTD 2.875% due 10/31/2020	125,928	126,245
	United States Treasury	United States Treas NTS T Note 2.125% due 5/31/2026	70,566	71,414
	United States Treasury	United States Treas NTS T-Note 2.25% due 3/31/2026	123,798	128,447
	United States Treasury	United States Treas NTS T Note 1.25% due 8/31/2024	395,594	392,359
	United States Treasury	United States Treas NTS 2.625% due 2/15/2029	1,296,925	1,368,105
	United States Treasury	United States Treas Sec Stripped due 5/15/2046	162,075	194,847
	United States Treasury	United States Treas Sec Stripped due 8/15/2038	617,731	795,790
	United States Treasury	United States Treas Sec Stripped due 11/15/2045	142,236	178,683
	United States Treasury	United States Treas Sec Stripped due 8/15/2045	206,072	272,610
	United States Treasury	United States Treas Sec Stripped due 11/15/2046	165,292	210,460
	United States Treasury	United States Treas Sec Stripped due 8/15/2041	340,688	441,317
	United States Treasury	United States Treas Sec Stripped due 8/15/2040	488,513	636,067
	United States Treasury	US Treas Sec Stripped due 11/15/2040	208,973	255,470
	United States Treasury	US Treas Sec Stripped due 11/15/2039	104,228	126,720
	United States Treasury	US Treas Sec due 11/15/2041	224,998	277,518
	United States Treasury	UTD States Treas Zero Cpn due 8/15/2039	545,801	704,252
	United States Treasury	UTD States Treas Zero Cpn due 8/15/2042	394,110	514,074
	United States Treasury	UTD States Treas Zero Cpn due 8/15/2043	340,816	445,561
	United States Treasury	UTD States Treas Zero Cpn due 8/15/2044	222,383	287,192
	United States Treasury	UTD States Treas Zero Cpn due 8/15/2047	500,151	640,780
	United States Treasury	UTD States Treas Zero Cpn due 11/15/2044	213,102	266,661
	United States Treasury	UTD States Treas 1.5% due 9/30/2024	283,840	282,630
	Ginnie Mae	GNMA Remic Ser 17-106 2.6% due 12/16/2056	129,309	134,499
	Ginnie Mae	GNMA Remic Ser 2018-026 2.5% due 3/16/2052	148,776	155,060
	Ginnie Mae	GNMA Remic Ser 18-47 2.5% due 1/16/2049	185,323	193,947
	Ginnie Mae	GNMA Ser 18-157 2.5% due 11/16/2060	183,132	198,018
	California State	California St 7.3% due 10/01/2039	199,337	221,418
	District Columbia Water And Sewer Authority	District Columbia Wtr & Swr Auth Pub 3.207% due 10/1/2048	97,963	100,007
			<u>10,061,019</u>	<u>11,544,178</u>

U.S. SILICA COMPANY RETIREMENT PLAN**EIN: 23-0958670 PLAN #028****SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)****December 31, 2019**

(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
	Corporate bonds and notes:			
	Anheuser-Busch	Anheuser Busch Inbev Worldwide 4.15% due 1/23/2025	\$ 204,177	\$ 212,524
	Alibaba Group Holding	Alibaba Group Hldg 3.6% due 11/28/2024	217,165	221,207
	CNOOC Finance Ltd.	CNOOC Fin 2013 LTD 3% due 5/9/2023	292,161	294,759
	Electricite de France	EDF S A 4.95% due 10/13/2045	91,136	100,385
	Siemens Financier	PVTPL Siemens Financieringsmat 3.4% due 3/16/2027	380,367	391,542
	Mizuho Financial Group	Mizuho Finl Group Fltg RT 2.721% due 7/16/2023	220,807	222,643
	Sumitomo Mitsui Banking Corporation	Sumitomo Mitsui 2.442% due 10/19/2021	407,883	418,280
	America Movil	America Movil SAB DE CV 3.1255 due 7/16/2022	421,866	424,553
	NXP Funding LLC	PVTPL NXP B V/NXP Fdg LLC 4.125% due 6/1/2021	65,664	66,644
	Shell International	Shell Intl Fin B V 2.5% due 9/12/2026	157,392	162,677
	Statoil ASA	Statoil ASA 3.95% due 5/15/2043	197,180	223,311
	Santander Group	Banco Santander SA 3.848% due 4/12/2023	207,035	213,861
	Abbvie Inc.	ABBVIE Inc 3.2% due 11/6/2022	193,318	194,963
	Allstate Corporation	Allstate Corp 4.2% due 12/15/2046	241,083	265,073
	Ameren Illinois Company	Ameren ILL Co 3.7% due 12/01/2047	209,049	225,500
	American Tower Corporation	American Tower Corp 2.75% due 1/15/2027	219,963	219,760
	Ameriprise	Ameriprise Finl 2.875% due 9/15/2026	156,034	158,446
	American Express Company	Amern Express Co 3.4% due 2/22/2024	360,071	376,599
	Amgen Inc.	Amgen Inc 3.625% due 5/15/2022	168,101	165,349
	Anthem Inc.	Anthem inc 3.65% due 12/01/2027	223,025	232,978
	Apple Inc.	Apple Inc 3.35% due 2/9/2027	416,211	436,726
	Apple Inc.	Apple Inc 4.375% due 5/13/2045	286,915	346,081
	AT&T	AT&T Inc 3.4% due 5/15/2025	387,326	424,145
	Bank of America Corporation	Bank Amer Corp 3.366% due 1/23/2026	10,427	10,460
	Bank of America Corporation	Bank of America Corp 3.004% due 12/20/2023	405,846	429,805
	Truist Financial Corporation	BB&T BRH BKG & TR Fixed 2.636% due 9/17/2029	219,586	220,015
	Berkshire Hathaway	Berkshire Hathaway 3.5% due 2/1/2025	287,132	286,665
	Berkshire Hathaway	Berkshire Hathaway 4.3% due 5/15/2043	118,718	127,187
	Boston Gas Company	Bost Gas Co 3.001% due 8/1/2029	168,830	168,941
	BP Group	BP Cap Mkts Amer 3.224% due 4/14/2024	184,624	198,377
	BP Group	BP Cap Mkts Amer 3.119% due 5/4/2026	226,937	250,797
	BNSF Railway Company	Burlingt Northn Santa Fe 5.15% due 5/4/2026	201,699	210,642
	Capital One Financial Corporation	Cap 1 Finl Corp 3.9% due 1/29/2024	200,100	212,137
	Chubb INA Holdings Inc.	Chubb INA Holdings 4.35% due 11/3/2045	133,716	139,373
	Citigroup Inc	Citigroup Inc 3.142% due 1/24/2023	407,017	423,132
	Comcast Corporation	Comcast Corp New 2.35% due 1/15/2027	422,291	449,628
	Comcast Corporation	Comcast Corp New 4.25% due 1/15/2033	297,230	336,134
	Comcast Corporation	Comcast Corp New 4.6% due 10/15/2038	202,008	232,492
	Commonwealth Edison Company	COMWLTH Edis 3.7% due 3/1/2045	271,422	319,381
	Conoco Inc.	Coco Inc 6.95% due 4/15/2029	184,248	190,390
	Consolidated Edison	Cs Edis Co N Y Inc 4.45% due 3/15/2044	279,005	302,120
	Consumers Energy	Csmers Energy 3.25% due 8/15/2046	210,654	211,163
	CVS Health Corporation	CVS Health Corp 2.8% due 7/20/2020	209,145	210,598
	CVS Health Corporation	CVS Health Corp 3% due 8/15/2026	215,718	219,354
	Deere John	Deere John Cap 2.65% due 6/10/2026	89,595	92,028
	Deere John	Deere John Cap 2.8% due 7/18/2029	134,807	133,460
	Dowdupont Inc	Dowdupnt Inc 4.493% due 11/15/2029	182,279	198,250
	Duke Energy Indiana	Duke Energy IND 3.75% due 5/15/2046	208,126	220,292
	EQT Corporation	EQT Corp Fixed 3% 10/1/2022	209,520	211,304
	Exxon Mobil Corporation	Exx Mobil Corp 2.44% due 8/16/2029	176,230	176,704
	Florida Power & Light Company	FL Pwr & Lt 3.25% due 6/1/2024	93,505	94,278

U.S. SILICA COMPANY RETIREMENT PLAN**EIN: 23-0958670 PLAN #028****SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)****December 31, 2019**

(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
	Florida Power & Light Company	FL Pwr & Lt 5.25% due 2/1/2041	\$ 235,893	\$ 245,741
	Ford Motor Credit Company	Ford Mtr Cr Co LLC Fixed 2.343% due 11/2/2020	272,983	279,486
	Franklin Resources Inc.	Franklin Res Inc 2.8% due 9/15/2022	294,027	306,580
	GA Power Company	GA Pwr Co Sr Nt Ser 4.3% due 3/15/2042	200,570	208,491
	General Motors Financial Company, Inc.	General Mtrs Finl Co Inc 3.55% due 7/8/2022	84,946	87,501
	Gilead Sciences	Gilead Sciences 4% due 9/1/2036	206,626	226,975
	Goldman Sachs	Goldman Sachs 5.75% due 1/24/2022	285,125	268,379
	The Home Depot, Inc.	Home Depot Inc 4.5% due 12/6/2048	198,375	234,713
	Intel Corporation	Intel Corp 3.7% due 7/29/2025	303,270	324,515
	Intel Corporation	Intel Corp 3.734% due 12/8/2047	267,948	311,576
	Johnson & Johnson	Johns & Johns 3.5% due 1/15/2048	274,214	301,384
	Johnson & Johnson	Johns & Johns 3.55% due 3/1/2036	129,446	136,801
	Johnson & Johnson	Johns & Johns 4.375% due 12/5/2033	311,727	337,658
	JP Morgan Chase & Co.	JPMorgan Chase 3.9% due 7/15/2025	316,059	324,023
	JP Morgan Chase & Co.	JPMorgan Chase 3.25% due 9/23/2022	289,226	300,047
	JP Morgan Chase & Co.	JPMorgan Chase 3.882% due 7/24/2038	298,282	359,754
	KeyCorp	Keycorp Medium Term Sr NTS Book Entry 5.1% due 3/24/2021	250,399	233,508
	Kimco Realty Corporation	Kimco Rlty corp 2.8% due 10/1/2026	168,057	170,898
	Loews Companies	Loews Corp 3.75% due 4/1/2026	248,239	257,825
	Lowe's Companies, Inc.	Lowes Cos Inc 3.1% due 5/3/2027	109,403	113,750
	Marathon Petroleum	Marath Pete Corp 4.75% due 12/15/2023	248,933	255,397
	Mastercard Inc.	Mastercard Inc 3.65% due 6/1/2049	296,027	311,046
	Medtronic Inc.	Medtronic Inc 4.375% due 3/15/2035	181,343	195,373
	Manufacturers & Traders Trust Company	MFRS & Traders Tr Co 3.4% due 8/17/2027	222,130	232,910
	Microsoft Corporation	Microsoft Corp Fixed 4.25% due 2/6/2047	233,368	263,818
	Mid American Energy	Midamerican Energy 4.8% due 9/15/2043	216,270	247,399
	Morgan Stanley	Morgan Stanley 2.75% due 5/19/2022	402,542	412,479
	National Rural Utils Cooperative Finance	Natral Rural Utils Coop Fin Corp 3.9% due 11/1/2028	404,733	445,910
	Nevada Power Company	Nevada Pwr Co 3.7% due 5/1/2029	124,295	130,001
	Omnicom Group Inc.	Omnicom Group Inc 3.625% due 5/1/2022	309,626	315,955
	Oncor Electric Delivery	Oncor Elec Delivery 3.8% due 6/1/2049	230,780	222,935
	Oracle Corporation	Oracle Corp 6.5% due 4/15/2038	289,331	332,070
	Pepsico Inc	Pepsico Inc 4.45% due 4/14/2046	261,028	276,421
	Pfizer Inc	Pfizer Inc 4% due 3/15/2049	204,418	230,236
	PNC Bank	PNC Bk N A Pittsburgh PA Medium Term 4.05% due 7/26/2028	210,773	230,509
	PPL Corporation	PPL Cap FDG Inc 4.2% due 6/15/2022	168,414	161,766
	Public Service Electric and Gas Company	Pub SVC Elec Gas Co Fixed 3.2% due 5/15/2029	64,631	63,304
	Public Service Electric and Gas Company	Pub SVC Elec Gas Co Seed 3.95% due 5/1/2042	188,774	205,291
	Aviation Capital Group LLC	PVTPL Aviati Cap Group 3.875% due 5/1/2023	214,488	222,161
	Cameron LNG, LLC	PVTRL Camer Lng 2.902% due 7/15/2031	105,242	105,246
	Hyundai Motor Company	PVTPL Hyundai Cap Amer Medium Term 3% due 10/30/2020	155,158	155,964
	Kinder Morgan	PVTPL Kinder Morgan Inc Del 5% due 2/15/2021	368,648	359,929
	Metropolitan Life Global Funding	PVTPL Met Life 3.05% due 6/17/2029	210,307	219,139
	Metropolitan Life Global Funding	PVTPL Metropolitan Life Global 3% due 1/10/2023	373,279	385,857
	Qualcomm Inc	QualComm Inc 3.25% due 5/20/2027	247,188	257,875
	Raytheon Company	Raythe 4.875% due 10/15/2040	105,550	112,841
	Regency Energy	Regency Energy 4.5% due 11/1/2023	263,670	270,186
	Charles Schwab	Schwab Charles 3.85% due 5/21/2025	200,806	216,735
	Shire	Shire Squisitis 2.4% due 9/23/2021	224,245	226,280
	Simon Property Group Inc.	Sim Ppty Group 3.375% due 6/15/2027	212,136	222,290
	Southern California Edison	Southn Cal Edis 4% due 4/1/2047	100,178	105,285

U.S. SILICA COMPANY RETIREMENT PLAN

EIN: 23-0958670 PLAN #028

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)

December 31, 2019

(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
	Corporate bonds and notes (continued):			
	Southwestern Public Service	Southwestn Pub Svc Fixed 4.4% due 11/15/2048	\$ 183,807	\$ 218,849
	Southwestern Public Service	Southwestn Pub Svc 4.5% due 8/15/2041	225,213	251,359
	Spectra Energy Corporation	Spectra Energy 4.75% due 3/15/2024	211,172	217,786
	Sprint Spectrum Company	Sprint Spectrum Co 3.36% due 9/20/2021	251,423	251,594
	Styker Corp	Styker Corp 3.375% due 11/1/2025	144,596	153,712
	The Travelers Company Inc.	Travelers Cos Inc. 4.05% due 3/7/2048	199,112	228,185
	United Health Group	United Health Group 4.625% due 7/15/2035	132,250	157,914
	United Parcel Service Inc.	UTD Parcel Svc Inc 3.75% due 11/15/2047	208,303	242,476
	Ventas Realty	Ventas Rlty Ltd Patnership 3.75% due 5/1/2024	160,838	168,074
	Verizon Communications	Veriz Fixed 4.016% due 12/3/2029	273,753	275,342
	Visa Inc	Visa Inc 3.15% due 12/14/2025	210,649	222,026
	Walmart Inc	Walmart Inc 3.625% due 12/15/2047	168,982	194,784
	Wells Fargo & Company	Wells Fargo & Co New Medium Term 4.3% due 7/22/2027	418,318	432,876
	Wells Fargo & Company	Wells Fargo & Co Tranche 3.45% due 2/13/2023	503,299	517,819
	Wells Fargo & Company	Wells Fargo & Co 3.5% due 3/8/2022	258,800	258,179
	Welltower Inc	Welltower Inc 3.625% due 3/15/2024	181,735	189,130
	Westar Energy	Westar Energy 3.1% due 4/1/2027	163,801	165,938
	Wyeth LLC	Wyeth 6.45% due 2/1/2024	247,140	234,448
	The 3M Company	3M Co 3.375% due 3/1/2029	199,677	208,388
	JP Morgan Chase	CMO GS MTG Secs Sr 2.741% due 9/1/2052	175,099	174,698
	JP Morgan Chase	CMO J P Morgan 2.8541% due 9/6/2038	244,922	243,646
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	CSMC	CSMC TR 2014-USA 4.3738% due 9/1/2037	96,855	98,247
	Freddie Mac	PVTPL CMO Fremf 2016-K53 4.01959% due 1/25/2026	125,313	133,917
	Shops at Crystals Trust	PVTRL CMO Shops at Crystals 3.7311% due 7/5/2036	182,633	189,496
	Freddie Mac	PVTRL Fremf Sr 2015-K50 3.77904% due 10/25/2048	335,430	351,879
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	Hertz Vehicle Financing LLC	Hertz Veh Fing II 2.65% due 7/25/2022	165,378	170,900
	Sierra Rime Share 2016-3A Receivables Funding	PVTPL Sierra Timeshare 2.63% due 10/20/2033	43,498	43,340
	Cim Commercial Trust Co.	PVTPL Cim Tr Ser 4% due 9/25/2057	208,057	208,173
			<u>29,967,599</u>	<u>31,495,089</u>
	Money market fund:			
	Comerica	Comerica Short Term Fund	285,648	285,648
	Collective trust fund:			
*	Northern Trust Company	COLTV Short Term Investment Fund	1,076,799	1,076,799
	Life insurance policy:			
	Manulife	Life Insurance Policies	17,103	17,103
			<u>\$ 102,153,846</u>	<u>\$ 110,127,463</u>

* A party in interest as defined by ERISA.

U.S. SILICA COMPANY RETIREMENT PLAN

EIN: 23-0958670 PLAN #028

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN YEAR)

For the Year Ended December 31, 2019

(a) Identity of Issue, Borrower, <u>Lessor, or Similar Party</u>	(b) Description of Investment Including Maturity Date, Rate of Interest, Collateral, <u>Par, or Maturity Value</u>	(c) Cost of <u>Acquisitions</u>	(d) Proceeds of <u>Dispositions</u>
University Calif	University Calif Revs 5.946% due 5/15/2045 BEO TAXABLE	\$ 131,736	\$ 135,087

Schedule SB Attachment (Form 5500)—2019 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, 2019

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				5						
35-39				6	2	1				
40-44			1	10	1	3				
45-49			1	17	10	9	1			
50-54				9	10	3	2	5		
55-59				8	12	8	5	6	22	5
60-64				7	2		4	4	17	21
65-69					2	1		2	1	1
70+										2

N-226

Schedule SB Attachment (Form 5500)—2019 Plan Year
U.S. Silica Retirement Plan
EIN: 23-0958670 PN: 028

Schedule SB, line 32—Schedule of Amortization Bases

Legacy U.S. Silica Retirement Plan

Type of Base	Present Value of Installment	Date Established	Years Remaining	Amortization Installment	Prorated 12-months
Shortfall	\$ 1,641,448	January 1, 2016	4	\$ 433,232	\$ 433,232
Shortfall	\$ 3,513,689	January 1, 2017	5	\$ 755,267	\$ 755,267
Shortfall	\$ 4,883,847	January 1, 2018	6	\$ 900,606	\$ 900,606
Shortfall	\$ 1,729,227	January 1, 2019	7	\$ 280,978	\$ 280,978
Total	\$ 11,768,211				\$ 2,370,083

Legacy Minerals Salaried Pension Plan

Type of Base	Present Value of Installment	Date Established	Years Remaining	Amortization Installment	Prorated 1-month
Shortfall	\$ 370,788	December 1, 2015	3	\$ 128,161	\$ 10,680
Shortfall	\$ 449,694	December 1, 2016	4	\$ 118,689	\$ 9,891
Shortfall	\$ 494,380	December 1, 2017	5	\$ 106,267	\$ 8,856
Shortfall	\$ 1,176,399	December 1, 2018	6	\$ 216,934	\$ 18,078
Shortfall	\$ 688,394	December 1, 2019	7	\$ 111,856	\$ 9,321
Total	\$ 3,179,655				\$ 56,826

Legacy Minerals Hourly Pension Plan

Type of Base	Present Value of Installment	Date Established	Years Remaining	Amortization Installment	Prorated 1-month
Shortfall	\$ 27,528	December 1, 2015	3	\$ 9,515	\$ 793
Shortfall	\$ 14,879	December 1, 2016	4	\$ 3,927	\$ 327
Shortfall	\$ 35,883	December 1, 2017	5	\$ 7,713	\$ 643
Shortfall	\$ 91,619	December 1, 2018	6	\$ 16,895	\$ 1,408
Shortfall	\$ 51,384	December 1, 2019	7	\$ 8,349	\$ 696
Total	\$ 221,293				\$ 3,867

Total \$ 15,169,159 \$ 2,430,776

Schedule SB Attachment (Form 5500)—2019 Plan Year

U.S. Silica Retirement Plan

EIN: 23-0958670 PN: 028

Schedule SB, line 25— Change in Method

The Minerals Salaried Pension Plan (EPM Salaried Plan) and the Minerals Hourly Pension Plan (EPM Hourly Plan) were merged into the U.S. Silica Retirement Plan (USS Plan) as of November 30, 2019. The EPM Salaried Plan and the EPM Hourly Plan had a December 1st plan year and the USS Plan has a January 1st plan year. Due to the merger, we are proposing the following changes to the funding method:

- The USS Plan, the EPM Salaried Plan and the EPM Hourly Plan use a two-year smoothing method as the asset valuation method. The two-year smoothing method is maintained for the USS Plan post-merger.
- Since the merger into the USS Plan is in the middle of the 2019 plan year, we are proposing that the 2019 minimum required contribution (MRC) be determined as follows:
 - Minimum required contribution for the 2019 plan year = pre-merger USS Plan MRC for twelve months + 1/12 of the MRC determined for the EPM Salaried Plan + 1/12 of the MRC determined for the EPM Hourly Plan. The MRC for the EPM Salaried Plan and EPM Hourly plan as merged into the USS Plan as of November 30, 2019 are based on a 12/1/2019 valuation using inputs (i.e., census, assets, etc.) as of 12/1/2019 and the interest and mortality rates applicable for the 2019 plan year. For minimum funding purposes where a 25-year average interest rate corridor is applied to the interest rates, the interest rates are set forth in Code §430(h)(2) and IRS Notice 2015-61. The first segment rate is 3.74%, the second segment rate is 5.35%, and the third segment rate is 6.11%. The mortality rates for healthy and disabled participants are based on the 2019 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e) and IRS Notice 2018-02.
 - Shortfall: the EPM Salaried Plan and the EPM Hourly Plan had a funding target shortfall for the 2019 plan year, so there are historical shortfall bases for each plan. For the 2019 plan year, the USS Plan (pre-merger) also has a funding shortfall. All the shortfall amortization bases are maintained and aggregated for the 2020 plan year and future plan years.
 - Funding balances: as of January 1, 2019, the USS Plan has a small prefunding balance while the EPM Salaried Plan and EPM Hourly Plan do not have a funding balance. For purposes of determining the funding balances available on a post-merger basis as of November 30, 2019, the USS Plan funding balance as of November 30, 2019 will be calculated by adjusting for employer elections and interest based on the actual rate of return earned by the assets invested on behalf of the USS Plan from January 1, 2019 to November 30, 2019.

U.S. Silica requested approval for a change in funding method as outlined above from the IRS and is awaiting a favorable response.

Schedule SB Attachment (Form 5500)—2019 Plan Year
U.S. Silica Retirement Plan
EIN: 23-0958670 PN: 028

Schedule SB, line 24—Change in Actuarial Assumptions

The January 1, 2019 funding valuation for the legacy U.S. Silica Retirement Plan reflects the following assumption changes:

- A change in payment form election percentages to better reflect anticipated future experience based on the results of the 2018 assumption study.
- A change in retirement rates to better reflect anticipated future experience based on the results of the 2018 assumption study.
- A change in Former Retirement Plan II withdrawal rates to better reflect anticipated future experience based on the results of the 2018 assumption study.

The December 1, 2019 funding valuation for the legacy Minerals Salaried Pension Plan reflects the following assumption changes:

- A change in the cash balance interest crediting rate from 3.25% to 3.00%.
- A change in the optional form conversion interest rate from July 2018 417(e) rates (3.15%, 4.20% and 4.47%) to July 2019 417(e) rates (2.34%, 3.38% and 4.01%).
- A change in the optional form conversion mortality rates from the 2018 plan year IRC section 417(e)(3) mortality table to the 2019 plan year IRC section 417(e)(3) mortality table.

The December 1, 2019 funding valuation for the legacy Minerals Hourly Pension Plan reflects the following assumption changes:

- A change in the cash balance interest crediting rate from 3.25% to 3.00%.
- A change in the optional form conversion interest rate from July 2018 417(e) rates (3.15%, 4.20% and 4.47%) to July 2019 417(e) rates (2.34%, 3.38% and 4.01%).
- A change in the optional form conversion mortality rates from the 2018 plan year IRC section 417(e)(3) mortality table to the 2019 plan year IRC section 417(e)(3) mortality table.

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

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. 1510-0010
1510-0089**2019****This Form is Open to Public Inspection****Part I Annual Report Identification Information**For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

- 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 instr.)
- B** This return/report is: ☒ a single-employer plan ☐ a DFE (specify) _____
☐ 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 COMPANY RETIREMENT PLAN	1b Three-digit plan number (PN) ▶ <u>028</u>
	1c Effective date of plan <u>07/01/1974</u>
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) U.S. SILICA COMPANY 24275 KATY FREEWAY SUITE 600 KATY TX 77494	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  Signature of plan administrator	<u>10/15/2020</u> Date	DEAN CASTLEBERRY Enter name of individual signing as plan administrator
SIGN HERE  Signature of employer/plan sponsor	<u>10/15/2020</u> Date	DEAN CASTLEBERRY 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 (2019)
v. 190130

U.S. SILICA COMPANY RETIREMENT PLAN
EIN: 23-0958670 PLAN #028
SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
For the Year Ended December 31, 2019

(a) Identity of Party <u>Involved</u>	(b) Description of Asset (including interest rate and maturity <u>in case of loan</u>)	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Series of Transactions:						
Northern Trust Company	COLTV Short Term Investment Fund	\$ 17,450,527		\$ 17,450,527	\$ 17,450,527	
			\$ 18,430,678	18,430,678	18,430,678	\$ -

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2019 This Form is Open to Public Inspection
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For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

▶ **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 2019	
2 Assets:	
a Market value.....	2a 83,825,744
b Actuarial value	2b 88,478,515
3 Funding target/participant count breakdown	
a For retired participants and beneficiaries receiving payment	(1) Number of participants 695 (2) Vested Funding Target 72,087,041 (3) Total Funding Target 72,087,041
b For terminated vested participants	76 2,178,171 2,178,171
c For active participants	226 24,890,101 25,970,542
d Total	997 99,155,313 100,235,754
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 5.46%
6 Target normal cost	6 749,755

Statement by Enrolled Actuary

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

SIGN HERE	ROBERT S. PRICE, JR. <i>RSP</i>	10/09/2020
	Signature of actuary	Date
ROBERT S. PRICE, JR.	Type or print name of actuary	2005794
AON CONSULTING, INC.	Firm name	Most recent enrollment number
		404-261-3400
3550 LENOX ROAD, SUITE 1700		Telephone number (including area code)
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 ☐

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

**Schedule SB (Form 5500) 2019
v. 190130**

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	11,635
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	11,635
10 Interest on line 9 using prior year's actual return of <u>-5.70%</u>	0	-663
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year).....		796
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>5.64%</u>		45
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return.....		0
c Total available at beginning of current plan year to add to prefunding balance.....		841
d Portion of (c) to be added to prefunding balance.....		0
12 Other reductions in balances due to elections or deemed elections.....	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	0	10,972

Part III Funding Percentages

14 Funding target attainment percentage	14	88.25%
15 Adjusted funding target attainment percentage.....	15	88.25%
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	88.35%
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
04/15/2019	700,000	0			
07/11/2019	700,000	0			
10/15/2019	700,000	0			
01/14/2020	700,000	0			
09/15/2020	525,000	0			
Totals ▶			18(b)	3,325,000	18(c) 0

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

a Contributions allocated toward unpaid minimum required contributions from prior years.....	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	3,183,630

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	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost**21** Discount rate:**a** Segment rates:1st segment:
3.74 %2nd segment:
5.35 %3rd segment:
6.11 %☐ N/A, full yield curve used**b** Applicable month (enter code) **21b** 4**22** Weighted average retirement age **22** 64**23** Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute**Part VI Miscellaneous Items****24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No**25** Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No**26** Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No**27** If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment **27****Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years****28** Unpaid minimum required contributions for all prior years **28** 0**29** Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a) **29** 0**30** Remaining amount of unpaid minimum required contributions (line 28 minus line 29) **30** 0**Part VIII Minimum Required Contribution For Current Year****31** Target normal cost and excess assets (see instructions):**a** Target normal cost (line 6) **31a** 749,755**b** Excess assets, if applicable, but not greater than line 31a **31b** 0

Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment.....		15,169,159	2,430,776
b Waiver amortization installment.....		0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount **33****34** Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)..... **34** 3,180,531

	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** 3,180,531**37** Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)..... **37** 3,183,630

Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	38a	3,099
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)—2019 Plan Year

U.S. Silica Retirement Plan

EIN: 23-0958670 PN: 028

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2019

Date	Amount	Days to Discount to 1/1/2019 at 5.46%	Interest Adjusted Contribution
April 15, 2019	\$ 700,000	104	\$ 689,477
July 11, 2019	700,000	191	680,795
October 15, 2019	700,000	287	671,342
January 14, 2020	700,000	378	662,507
September 15, 2020	<u>525,000</u>	623	<u>479,509</u>
Total Contribution	\$ 3,325,000		\$ 3,183,630

Schedule SB Attachment (Form 5500)—2019 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.

Retirement Rates—Former Retirement Plan I Participants

(a)	(b)	(c)	(d)
Age	Rate	Weight	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	33.00%	0.6577	13.24
62	33.00%	0.4407	9.02
63	33.00%	0.2952	6.14
64	33.00%	0.1978	4.18
65	50.00%	0.1325	4.31
66	50.00%	0.0663	2.19
67	50.00%	0.0331	1.11
68	50.00%	0.0166	0.56
69	50.00%	0.0083	0.29
70	100.00%	0.0041	0.29
Weighted Average			61.16

Retirement Rates—Former Retirement Plan II Participants

(a)	(b)	(c)	(d)
Age	Rate	Weight	Product (a) × (b) × (c)
55	1.00%	1.0000	0.55
56	1.00%	0.9900	0.55
57	1.00%	0.9801	0.56
58	1.00%	0.9703	0.56
59	2.50%	0.9606	1.42
60	2.50%	0.9366	1.40
61	10.00%	0.9132	5.57
62	20.00%	0.8218	10.19
63	20.00%	0.6575	8.28
64	20.00%	0.5260	6.73
65	40.00%	0.4208	10.94
66	50.00%	0.2525	8.33
67	25.00%	0.1262	2.11
68	25.00%	0.0947	1.61
69	25.00%	0.0710	1.22
70	100.00%	0.0533	3.73
Weighted Average			63.75

The weighted average of these two groups based on January 1, 2019 data is 63.72.

Schedule SB Attachment (Form 5500)—2019 Plan Year

U.S. Silica Retirement Plan

EIN: 23-0958670 PN: 028

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

Legacy U.S. Silica Retirement Plan

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of September 2018), each adjusted as needed to fall within the 25-year average interest rate stabilization corridor.
1st Segment Rate	3.74%
2nd Segment Rate	5.35%
3rd Segment Rate	6.11%
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of September 2018), without regard to interest rate stabilization.
1st Segment Rate	2.28%
2nd Segment Rate	3.81%
3rd Segment Rate	4.46%
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: 0% elect lump sum, 75% elect 50% joint & survivor annuity and 25% elect life annuity. Participants not eligible for a lump sum and participants not electing a lump sum are assumed to elect optional forms according to the rates below.
	30%—life annuity
	70%—100% joint and survivor annuity

Schedule SB Attachment (Form 5500)—2019 Plan Year

U.S. Silica Retirement Plan

EIN: 23-0958670 PN: 028

Former Retirement Plan II

Lump sum eligible: 20% elect lump sum, 30% elect 50% joint & survivor annuity and 50% 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.

Non-Union Hourly	65%—life annuity 35%—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 Other Union	40%—life annuity 60%—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

2019 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e) and IRS Notice 2018-02.

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

Schedule SB Attachment (Form 5500)—2019 Plan Year

U.S. Silica Retirement Plan

EIN: 23-0958670 PN: 028

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	2018 Pensionable earnings rolled forward one year with the salary increase assumption
Valuation of Plan Assets	Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.
Expected Return on Assets	
2017 Plan Year	6.75%, limited to 6.48%
2018 Plan Year	6.25%
2019 Plan Year	6.25%, limited to 6.11%
Trust Expenses Included in Target Normal Cost	None
Actuarial Method	Standard unit credit cost method
Valuation Date	January 1, 2019

Schedule SB Attachment (Form 5500)—2019 Plan Year
U.S. Silica Retirement Plan
EIN: 23-0958670 PN: 028

Table 1

Retirement Rates—Former Retirement Plan I Participants

<u>Age</u>	<u>Rate</u>
55	5.00%
56	5.00%
57	5.00%
58	5.00%
59	5.00%
60	15.00%
61	33.00%
62	33.00%
63	33.00%
64	33.00%
65	50.00%
66	50.00%
67	50.00%
68	50.00%
69	50.00%
70+	100.00%

Schedule SB Attachment (Form 5500)—2019 Plan Year
U.S. Silica Retirement Plan
EIN: 23-0958670 PN: 028

Table 2

Retirement Rates—Former Retirement Plan II Participants

<u>Age</u>	<u>Rate</u>
55	1.00%
56	1.00%
57	1.00%
58	1.00%
59	2.50%
60	2.50%
61	10.00%
62	20.00%
63	20.00%
64	20.00%
65	40.00%
66	50.00%
67	25.00%
68	25.00%
69	25.00%
70+	100.00%

Schedule SB Attachment (Form 5500)—2019 Plan Year
U.S. Silica Retirement Plan
EIN: 23-0958670 PN: 028

Table 3

Withdrawal Rates—Former Retirement Plan II Participants

<u>Age</u>	<u>Rate</u>
21–24	10.00%
25–29	10.00%
30–34	10.00%
35–39	4.00%
40–44	4.00%
45–49	2.00%
50–54	2.00%
55–59	2.00%
60–64	2.00%
65+	0.00%

Schedule SB Attachment (Form 5500)—2019 Plan Year

U.S. Silica Retirement Plan

EIN: 23-0958670 PN: 028

Table 4

Disability Rates

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

Schedule SB Attachment (Form 5500)—2019 Plan Year

U.S. Silica Retirement Plan

EIN: 23-0958670 PN: 028

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

Legacy Minerals Salaried Plan

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of August 2019), each adjusted as needed to fall within the 25-year average interest rate stabilization corridor.
1st Segment Rate	3.74%
2nd Segment Rate	5.35%
3rd Segment Rate	6.11%
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of August 2019), without regard to interest rate stabilization.
1st Segment Rate	2.78%
2nd Segment Rate	3.94%
3rd Segment Rate	4.41%
Salary Increases	
Minimum Funding Target Normal Cost	3.00%
Cash Balance Interest Crediting Rate	3.00%
Social Security Wage Base Increases	Future wage indices are based on a national wage increase of 3.50% per year.
Optional Payment Form Election Percentage	
Cash Balance	100% elect lump sum
Frozen Accrued Benefit	45% elect life annuity, 30% elect joint and 100% survivor annuity and 25% elect joint and 50% survivor annuity
Optional Form Conversion Interest Rate	July 2019 segment rates of 2.34%, 3.38%, and 4.01%
Optional Form Conversion Mortality Rates	Current IRC section 417(e) table for lump sums.
Retirement Age	
Active Participants	See Table 1
Current Terminated Vested Participants	See Table 2
Future Terminated Vested Participants	
Cash Balance	Immediate
Frozen Accrued Benefit	Age 63

Schedule SB Attachment (Form 5500)—2019 Plan Year

U.S. Silica Retirement Plan

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Mortality Rates

Healthy and Disabled

2019 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e) and IRS Notice 2018-02.

Withdrawal Rates

See Table 3

Disability Rates

None

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

2019 pensionable earnings

Benefit and Compensation Limits

Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$225,000 and the IRC section 401(a)(17) compensation limit of \$280,000.

Valuation of Plan Assets

Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.

Expected Return on Assets

2017 Plan Year

7.15%, limited to 6.48%

2018 Plan Year

6.25%

2019 Plan Year

6.25%, limited to 6.11%

Trust Expenses Included in Target Normal Cost

\$211,000; Prior year's actual admin expenses paid less PBGC premium, projected to the current year at a 2% increase rate plus current year PBGC premium, rounded to the nearest \$1,000.

Actuarial Method

Standard unit credit cost method

Valuation Date

December 1, 2019

Schedule SB Attachment (Form 5500)—2019 Plan Year
U.S. Silica Retirement Plan
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Table 1

Retirement Rates—Active Participants

<u>Age</u>	<u>Rate</u>
55	3.00%
56	3.00%
57	3.00%
58	3.00%
59	3.00%
60	5.00%
61	10.00%
62	15.00%
63	20.00%
64	25.00%
65+	100.00%

Schedule SB Attachment (Form 5500)—2019 Plan Year
U.S. Silica Retirement Plan
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Table 2

Retirement Rates—Current Terminated Vested Participants

<u>Age</u>	<u>Rate</u>
55	2.00%
56	2.00%
57	2.00%
58	2.00%
59	2.00%
60	5.00%
61	5.00%
62	10.00%
63	10.00%
64	10.00%
65	50.00%
66	50.00%
67+	100.00%

Schedule SB Attachment (Form 5500)—2019 Plan Year
U.S. Silica Retirement Plan
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Table 3

Withdrawal Rates

Age	Male	Female	Age	Male	Female
15	22.70%	29.60%	45	1.30%	2.80%
16	22.70%	29.60%	46	1.20%	2.50%
17	20.70%	27.60%	47	1.10%	2.30%
18	18.70%	25.60%	48	1.00%	2.10%
19	16.70%	23.60%	49	0.80%	1.80%
20	14.70%	21.60%	50	0.70%	1.40%
21	12.70%	19.60%	51	0.50%	1.00%
22	10.70%	17.60%	52	0.30%	0.70%
23	9.60%	15.60%	53	0.20%	0.40%
24	8.50%	13.60%	54	0.10%	0.10%
25	7.40%	11.60%	55+	0.00%	0.00%
26	6.30%	9.60%			
27	5.20%	7.60%			
28	4.90%	7.30%			
29	4.60%	7.00%			
30	4.30%	6.70%			
31	4.00%	6.40%			
32	3.70%	6.00%			
33	3.50%	5.70%			
34	3.30%	5.40%			
35	3.10%	5.10%			
36	2.90%	4.80%			
37	2.70%	4.50%			
38	2.40%	4.30%			
39	2.20%	4.10%			
40	2.00%	3.90%			
41	1.80%	3.70%			
42	1.70%	3.40%			
43	1.60%	3.20%			
44	1.50%	3.00%			

Schedule SB Attachment (Form 5500)—2019 Plan Year

U.S. Silica Retirement Plan

EIN: 23-0958670 PN: 028

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

Legacy Minerals Hourly Plan

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of August 2019), each adjusted as needed to fall within the 25-year average interest rate stabilization corridor.
1st Segment Rate	3.74%
2nd Segment Rate	5.35%
3rd Segment Rate	6.11%
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of August 2019), without regard to interest rate stabilization.
1st Segment Rate	2.78%
2nd Segment Rate	3.94%
3rd Segment Rate	4.41%
Cash Balance Interest Crediting Rate	3.00%
Optional Payment Form Election Percentage	
Cash Balance	100% elect lump sum
Frozen Accrued Benefit	50% elect life annuity and 50% elect joint and 100% survivor annuity
Optional Form Conversion Interest Rate	July 2019 segment rates of 2.34%, 3.38%, and 4.01%
Optional Form Conversion Mortality Rates	Current IRC section 417(e) table for lump sums.
Retirement Age	
Active Participants	See Table 1
Current Terminated Vested Participants	See Table 2
Future Terminated Vested Participants	
Cash Balance	Immediate
Frozen Accrued Benefit	Age 65
Mortality Rates	
Healthy and Disabled	2019 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e) and IRS Notice 2018-02.
Withdrawal Rates	See Table 3
Disability Rates	See Table 4

Schedule SB Attachment (Form 5500)—2019 Plan Year

U.S. Silica Retirement Plan

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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.
Benefit Limits	Projected benefits are limited by the current IRC section 415 maximum benefit of \$225,000.
Valuation of Plan Assets	Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.
Expected Return on Assets	
2017 Plan Year	7.15%, limited to 6.48%
2018 Plan Year	6.25%
2019 Plan Year	6.25%, limited to 6.11%
Trust Expenses Included in Target Normal Cost	\$94,000; Prior year's actual admin expenses paid less PBGC premium, projected to the current year at a 2% increase rate plus current year PBGC premium, rounded to the nearest \$1,000.
Actuarial Method	Standard unit credit cost method
Valuation Date	December 1, 2019

Schedule SB Attachment (Form 5500)—2019 Plan Year
U.S. Silica Retirement Plan
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Table 1

Retirement Rates—Active Participants

<u>Age</u>	<u>Rate</u>
60	5.00%
61	10.00%
62	15.00%
63	20.00%
64	25.00%
65+	100.00%

Schedule SB Attachment (Form 5500)—2019 Plan Year
U.S. Silica Retirement Plan
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Table 2

Retirement Rates—Current Terminated Vested Participants

<u>Age</u>	<u>Rate</u>
60	5.00%
61	5.00%
62	10.00%
63	10.00%
64	10.00%
65	50.00%
66	50.00%
67+	100.00%

Schedule SB Attachment (Form 5500)—2019 Plan Year
U.S. Silica Retirement Plan
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Table 3

Withdrawal Rates

Age	Male	Female	Age	Male	Female
15	22.70%	29.60%	45	1.30%	2.80%
16	22.70%	29.60%	46	1.20%	2.50%
17	20.70%	27.60%	47	1.10%	2.30%
18	18.70%	25.60%	48	1.00%	2.10%
19	16.70%	23.60%	49	0.80%	1.80%
20	14.70%	21.60%	50	0.70%	1.40%
21	12.70%	19.60%	51	0.50%	1.00%
22	10.70%	17.60%	52	0.30%	0.70%
23	9.60%	15.60%	53	0.20%	0.40%
24	8.50%	13.60%	54	0.10%	0.10%
25	7.40%	11.60%	55+	0.00%	0.00%
26	6.30%	9.60%			
27	5.20%	7.60%			
28	4.90%	7.30%			
29	4.60%	7.00%			
30	4.30%	6.70%			
31	4.00%	6.40%			
32	3.70%	6.00%			
33	3.50%	5.70%			
34	3.30%	5.40%			
35	3.10%	5.10%			
36	2.90%	4.80%			
37	2.70%	4.50%			
38	2.40%	4.30%			
39	2.20%	4.10%			
40	2.00%	3.90%			
41	1.80%	3.70%			
42	1.70%	3.40%			
43	1.60%	3.20%			
44	1.50%	3.00%			

Schedule SB Attachment (Form 5500)—2019 Plan Year
U.S. Silica Retirement Plan
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Table 4

Disability Rates

Age	Male	Female	Age	Male	Female
15	0.285%	0.428%	45	0.405%	0.608%
16	0.285%	0.428%	46	0.430%	0.645%
17	0.285%	0.428%	47	0.460%	0.690%
18	0.285%	0.428%	48	0.494%	0.741%
19	0.285%	0.428%	49	0.532%	0.798%
20	0.286%	0.429%	50	0.574%	0.861%
21	0.287%	0.431%	51	0.623%	0.935%
22	0.288%	0.432%	52	0.676%	1.014%
23	0.284%	0.426%	53	0.735%	1.103%
24	0.280%	0.420%	54	0.798%	1.197%
25	0.278%	0.417%	55	0.868%	1.302%
26	0.277%	0.416%	56	0.946%	1.419%
27	0.276%	0.414%	57	1.035%	1.553%
28	0.275%	0.413%	58	1.135%	1.703%
29	0.275%	0.413%	59	1.245%	1.868%
30	0.275%	0.413%	60	1.363%	2.045%
31	0.276%	0.414%	61	1.491%	2.237%
32	0.278%	0.417%	62	1.628%	2.442%
33	0.281%	0.422%	63	1.778%	2.667%
34	0.284%	0.426%	64	1.938%	2.907%
35	0.288%	0.432%	65+	0.000%	0.000%
36	0.294%	0.441%			
37	0.300%	0.450%			
38	0.307%	0.461%			
39	0.314%	0.471%			
40	0.323%	0.485%			
41	0.334%	0.501%			
42	0.348%	0.522%			
43	0.365%	0.548%			
44	0.383%	0.575%			

Schedule SB Attachment (Form 5500)—2019 Plan Year

U.S. Silica Retirement Plan

EIN: 23-0958670 PN: 028

Schedule SB, Part V—Summary of Plan Provisions

Legacy 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.

Schedule SB Attachment (Form 5500)—2019 Plan Year

U.S. Silica Retirement Plan

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Deferred Retirement Benefit	<p>The greater of (i) or (ii):</p> <ul style="list-style-type: none">(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 or partial lump sum payment and partial annuity, if present value is less than \$350,000.
Actuarial Equivalence	Based on an interest rate of 9% and the 1984 Unisex Pensioners Mortality Table.

Schedule SB Attachment (Form 5500)—2019 Plan Year

U.S. Silica Retirement Plan

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

Hourly Plan/Location	Eligibility Begins	Benefit Service Calculation	Accrued Benefit Amount of Benefit Paid as a Life Annuity
Non-Union Hourly (including Columbia, Montpelier, Dubberly, Hurtsboro, and Berkeley Special/Florisil)	Immediately for employees hired before 1/1/2008. Employees hired on or after 1/1/2008 are not eligible.	From date of hire. Credited service is later of date of hire and 11/10/1993 for Montpelier. Later of date of hire and 8/1/1987 for Hurtsboro.	\$23.00 per month for each year of benefit service for Dubberly effective 1/1/2007; \$24.00 effective 1/1/2008; \$25.00 effective 1/1/2011; \$26.00 effective 1/1/2012; \$29.00 effective 1/1/2014; \$32.00 effective 12/31/2014; \$33.00 effective 1/1/2017.
			\$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.
			\$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.
			\$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.
			\$33.00 per month for each year of benefit service for Berkeley Special/Florisil effective 1/1/2007; \$35.00 effective 1/1/2014.

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U.S. Silica Retirement Plan

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Hourly Plan/Location	Eligibility Begins	Benefit Service Calculation	Accrued Benefit Amount of Benefit Paid as a Life Annuity
Mapleton Depot	Immediately for employees hired before 5/3/2009. Employees hired on or after 5/3/2009 are not eligible.	From date of hire if hired before 9/1/1996. Generally from 5/1/2004 if hired after 8/31/1996.	\$29.00 per month for each year of benefit service effective 1/1/2007; \$31.00 effective 1/1/2008; \$33.00 effective 1/1/2013; \$35.00 effective 1/1/2014; \$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.
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.

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Hourly Plan/Location	Eligibility Begins	Benefit Service Calculation	Accrued Benefit Amount of Benefit Paid as a Life Annuity
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.
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% per month, first 60 months, 5/18% per month 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% per month, first 60 months, 5/18% per month 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% per month, first 60 months, 5/18% per month 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% per month, first 60 months, 5/18% per month 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% per month, first 60 months, 5/18% per month next 60 months prior to age 65.
Ottawa	Age 65	Accrued benefit	Age 55 and 15 years of vesting service.	Accrued benefit reduced 5/9% per month prior to age 65.
			Age 62 and 10 years of vesting service and hired before 6/15/1996.	Double the accrued benefit for the lesser of three years or until Social Security retirement age.
			30 years of vesting service and hired before 6/15/1996.	Accrued benefit unreduced.

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

Schedule SB Attachment (Form 5500)—2019 Plan Year
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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 or partial lump sum payment and partial annuity, 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, 2019 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 section 401(a)(17) from \$275,000 in 2018 to \$280,000 in 2019.
- An increase in the annual maximum benefit under IRC section 415 from \$220,000 in 2018 to \$225,000 in 2019.
- A new bifurcated payment option (partial lump sum / partial annuity) was added to plan effective January 1, 2018, with eligibility limited as follows:
 - Salaried and non-union hourly participants who retire or terminate on or after January 1, 2015 with annuity start dates on or after January 1, 2018
 - Lump sum amount is less than or equal to \$350,000.
 - Not retiring under Disability Retirement under the plan.

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 section 401(a)(17) from \$270,000 in 2017 to \$275,000 in 2018.
- An increase in the annual maximum benefit under IRC section 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.

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

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

- 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 section 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.
- Hartsboro
 - The new monthly benefit level for all participants is \$32.00 effective December 31, 2014.

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- 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.

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Schedule SB, Part V—Summary of Plan Provisions

Legacy Minerals Salaried Plan

Effective Date

December 1, 2006. The latest amendment dated November 29, 2019.

Eligibility for Participation

Salaried employees become participants on their date of hire.

The plan is frozen to new hires on or after January 1, 2007.

Accrued Benefit

Cash balance account, expressed in the form of a single life annuity, plus the accrued pension benefit under the prior plan formulae.

Accrued Pension

The larger of (1), (2) or (3):

(1) Larger of (a) 1.1% of average pay multiplied by pension service or (b) 2% of average pay multiplied by pension service up to 20 years plus 1% of average pay multiplied by pension service in excess of 20 years but not more than 30 years minus 2.5% Social Security multiplied by pension service up to 20 years.

(2) Larger of (a) 1% of average pay multiplied by pension service or (b) 2% of average pay multiplied by pension service up to 20 years plus 0.5% of average pay multiplied by pension service in excess of 20 years but not more than 30 years minus 2.5% Social Security multiplied by pension service up to 20 years. The resulting benefit shall be divided by 0.93.

(3) \$20 multiplied by pension service up to 20 years.

Benefit accruals were frozen on December 31, 2003.

Compensation

Total wages during a plan year including elective contributions not included in gross income but excluding moving or education reimbursement expense, amounts deferred under any nonqualified deferred compensation program, amount realized from the exercise of stock option, and other fringe benefits.

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U.S. Silica Retirement Plan

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Contribution Credits

As of each credit date, an amount equal to 4% of compensation plus 4% of compensation in excess of the taxable wage base for such calendar year.

Interest Credits

Interest credits are determined by multiplying the account balance at the beginning of the year by the 10-year Treasury bond rate for November of the prior year.

Transition Credits

Employees actively employed on January 1, 2004 shall receive as of each credit date, an amount equal to the following percentage determined based on combined age and benefit service as of January 1, 2004 ("points") multiplied by compensation plus compensation in excess of the taxable wage base for such calendar year:

Points	Credit
Less than 40	0.0%
40–44	0.5%
45–49	1.0%
50–54	1.5%
55–59	2.0%
60–64	2.5%
65–69	3.0%
70 and over	3.5%

Normal Retirement Eligibility

Age 65.

Benefit

A monthly amount equal to the sum of the cash balance benefit expressed in the form of a single life annuity plus the accrued pension under the prior plan.

Early Retirement Eligibility

Age 55 and ten years of vesting service.

Benefit

A monthly benefit equal to the accrued pension reduced by 0.4% for each month the early retirement precedes normal retirement plus the cash balance account payable immediately as a lump sum or converted to another actuarially equivalent form of payment.

Late Retirement Eligibility

Retirement after normal retirement age.

Benefit

The accrued pension plus the cash balance account as of late retirement age.

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Vested Termination

Eligibility

Three years of vesting service.

Benefit

The accrued pension at the date of termination.
Reduced payments of the accrued pension may begin any time after eligibility for early retirement reduced by 0.45% for each month the early retirement precedes normal retirement. The cash balance account is payable immediately as a lump sum or converted to another actuarially equivalent form of payment.

Surviving Spouse (Accrued Pension)

Eligibility

Married with three years of vesting service.

Benefit

A monthly benefit payable to the surviving spouse beginning at the employee's earliest retirement age equal to 50% of the amount payable if the participant had retired early with a 50% joint and survivor benefit.

Surviving Spouse or Designated Beneficiary
(Cash Balance)

Eligibility

Three years of vesting service.

Benefit

The cash balance account balance, payable immediately upon the death of the participant. Surviving spouse may elect actuarially equivalent single life annuity.

Normal Form of Annuity

Without Spouse

Single life annuity.

With Spouse

50% Joint and survivor annuity reduced to be equivalent to the retirement benefit payable for employee's lifetime. Participant receives reduced lifetime benefit and spouse receives 50% of reduced benefit upon participant's death.

Optional Forms of Annuity

Single life annuity
10-year certain and life annuity
Joint and survivor annuity (50%, 75% or 100%)
Joint and survivor annuity with ten years certain
Lump sum of the cash balance account

Actuarial Equivalence

Factors as specified in the plan document.

Definitions

Benefit Service

Benefit service is credited based on the period of employment rounded to the nearest 1/12th of a year.

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Vesting Service

Vesting service is credited based on the period of employment rounded to the nearest 1/12th of a year.

Plan Year

December 1 to November 30.

Plan Changes

The December 1, 2019 funding valuation reflected the following plan changes:

- The plan merged with the U.S. Silica Company Retirement plan effective November 30, 2019.
- During 2019, terminated vested participants were provided with a temporary window during which they could elect to receive their pension benefit as a single lump sum payment.
- 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 section 401(a)(17) from \$275,000 in 2018 to \$280,000 in 2019.
- An increase in the annual maximum benefit under the IRC section 415 from \$220,000 in 2018 to \$225,000 in 2019.

The December 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.

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U.S. Silica Retirement Plan

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Plan Provisions

Legacy Minerals Hourly Plan

Effective Date

December 1, 2006. The latest amendment dated November 29, 2019.

Eligibility for Participation

Common law employees employed at the Clark, Nevada facility plan of the Employer in Hourly Employee Group 5C289 represented by Lodge D-263 of the Cement, Lime, Gypsum and Allied Workers' Division of the International Brotherhood of Boilermakers, Iron Ship Builders, Blacksmiths, Forgers and Helpers become participants on the date they perform one hour of service.

The plan is closed to new hires on or after January 1, 2010.

Accrued Benefit

Cash balance account, expressed in the form of a single life annuity, plus the accrued pension benefit under the prior plan formula.

Accrued Pension

A monthly amount equal to \$20.00 multiplied by years of benefit service up to a maximum of 40 years.

Benefit accruals were frozen on December 31, 2003.

Contribution Credits

As of each credit date, an amount as per the table below, prorated if less than one year of benefit service:

Effective Date	Credit
1/1/2004 – 7/31/2006	\$500
8/1/2006 – 7/31/2007	\$550
8/1/2007 – 7/31/2008	\$600
On or after 8/1/2008	\$650

Interest Credits

Interest credits are determined by multiplying the account balance at the beginning of the year by the 10-year Treasury bond rate for November of the prior year.

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Normal Retirement

Eligibility

Age 65.

Benefit

A monthly amount equal to the sum of the cash balance benefit expressed in the form of a single life annuity plus the accrued pension under the prior plan.

Early Retirement

Eligibility

Age 60 and fifteen years of vesting service.

Benefit

A monthly benefit equal to the accrued pension reduced by 0.5% for each month the early retirement precedes normal retirement plus the cash balance account payable immediately as a lump sum or converted to another actuarially equivalent form of payment.

Late Retirement

Eligibility

Retirement after normal retirement age.

Benefit

The accrued pension plus the cash balance account as of late retirement age.

Vested Termination

Eligibility

Three years of vesting service.

Benefit

The accrued pension at the date of termination. Reduced payments may begin any time after eligibility for early retirement based on the same reductions as early retirement from active status. The cash balance account is payable immediately as a lump sum or converted to another actuarially equivalent form of payment.

Disability

Eligibility

Age 50 and ten years of vesting service.

Benefit

The accrued pension at the date of disability, payable immediately without reductions for early commencement. The cash balance account is payable immediately as a lump sum or converted to another actuarially equivalent form of payment.

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Surviving Spouse (Accrued Pension)
Eligibility

Married with three years of vesting service.

Benefit

A monthly benefit payable to the surviving spouse beginning at the employee's earliest retirement age equal to 50% of the amount payable if the participant had retired early with a 50% joint and survivor benefit.

Surviving Spouse or Designated Beneficiary
(Cash Balance)

Eligibility

Three years of vesting service.

Benefit

The cash balance account balance, payable immediately upon the death of the participant. Surviving spouse may elect actuarially equivalent single life annuity.

Normal Form of Annuity
Without Spouse

Single life annuity.

With Spouse

50% Joint and survivor annuity reduced to be equivalent to the retirement benefit payable for employee's lifetime. Participant receives reduced lifetime benefit and spouse receives 50% of reduced benefit upon participant's death.

Optional Forms of Annuity

Single life annuity
Joint and survivor annuity (50%, 75% or 100%)
Lump sum of the cash balance account

Actuarial Equivalence

Factors as specified in the plan document.

Definitions

Benefit Service

Benefit service is credited based on the period of employment rounded to the nearest 1/12th of a year.

Vesting Service

Vesting service is credited based on the period of employment rounded to the nearest 1/12th of a year.

Plan Year

December 1 to November 30.

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Plan Changes

The December 1, 2019 funding valuation reflected the following plan changes:

- The plan merged with the U.S. Silica Company Retirement Plan effective November 30, 2019.
- During 2019, terminated vested participants were provided with a temporary window during which they could elect to receive their pension benefit as a single lump sum payment.
- 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 maximum benefit under the IRC section 415 from \$220,000 in 2018 to \$225,000 in 2019.

The December 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 maximum benefit under IRC §415 from \$215,000 in 2017 to \$220,000 in 2018.

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

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

Plan Mergers

Background

Effective November 30, 2019, the Minerals Salaried Pension Plan and the Minerals Hourly Pension Plan were merged into the U.S. Silica Retirement Plan.

Basis for Schedule SB entries

The following Schedule SB entries reflect the plan mergers:

- Line 7 – Target normal cost
- Line 18 – Contributions made to the plan year by employers(s) and employees with respect to contributions made after the merger date
- Line 19c – Discounted employer contributions
- Part VIII – Minimum Required Contribution For Current Year.

Amounts shown represent 12-month amounts for the pre-merger legacy U.S. Silica Retirement Plan based on a January 1, 2019 valuation, plus an additional pro-rata one-month amount for the pre-merger Minerals Salaried Pension Plan and pre-merger Minerals Hourly Pension Plan based on a December 1, 2019 valuation for each plan.

All other amounts reported on the Scheduled SB reflect January 1, 2019 valuation results for the legacy U.S. Silica Retirement Plan prior to the mergers.

See attachment Schedule SB, Line 25—Change in Method for additional details.

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Schedule SB, line 24—Change in Actuarial Assumptions

The January 1, 2019 funding valuation for the legacy U.S. Silica Retirement Plan reflects the following assumption changes:

- A change in payment form election percentages to better reflect anticipated future experience based on the results of the 2018 assumption study.
- A change in retirement rates to better reflect anticipated future experience based on the results of the 2018 assumption study.
- A change in Former Retirement Plan II withdrawal rates to better reflect anticipated future experience based on the results of the 2018 assumption study.

The December 1, 2019 funding valuation for the legacy Minerals Salaried Pension Plan reflects the following assumption changes:

- A change in the cash balance interest crediting rate from 3.25% to 3.00%.
- A change in the optional form conversion interest rate from July 2018 417(e) rates (3.15%, 4.20% and 4.47%) to July 2019 417(e) rates (2.34%, 3.38% and 4.01%).
- A change in the optional form conversion mortality rates from the 2018 plan year IRC section 417(e)(3) mortality table to the 2019 plan year IRC section 417(e)(3) mortality table.

The December 1, 2019 funding valuation for the legacy Minerals Hourly Pension Plan reflects the following assumption changes:

- A change in the cash balance interest crediting rate from 3.25% to 3.00%.
- A change in the optional form conversion interest rate from July 2018 417(e) rates (3.15%, 4.20% and 4.47%) to July 2019 417(e) rates (2.34%, 3.38% and 4.01%).
- A change in the optional form conversion mortality rates from the 2018 plan year IRC section 417(e)(3) mortality table to the 2019 plan year IRC section 417(e)(3) mortality table.

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

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Schedule SB, line 25— Change in Method

The Minerals Salaried Pension Plan (EPM Salaried Plan) and the Minerals Hourly Pension Plan (EPM Hourly Plan) were merged into the U.S. Silica Retirement Plan (USS Plan) as of November 30, 2019. The EPM Salaried Plan and the EPM Hourly Plan had a December 1st plan year and the USS Plan has a January 1st plan year. Due to the merger, we are proposing the following changes to the funding method:

- The USS Plan, the EPM Salaried Plan and the EPM Hourly Plan use a two-year smoothing method as the asset valuation method. The two-year smoothing method is maintained for the USS Plan post-merger.
- Since the merger into the USS Plan is in the middle of the 2019 plan year, we are proposing that the 2019 minimum required contribution (MRC) be determined as follows:
 - Minimum required contribution for the 2019 plan year = pre-merger USS Plan MRC for twelve months + 1/12 of the MRC determined for the EPM Salaried Plan + 1/12 of the MRC determined for the EPM Hourly Plan. The MRC for the EPM Salaried Plan and EPM Hourly plan as merged into the USS Plan as of November 30, 2019 are based on a 12/1/2019 valuation using inputs (i.e., census, assets, etc.) as of 12/1/2019 and the interest and mortality rates applicable for the 2019 plan year. For minimum funding purposes where a 25-year average interest rate corridor is applied to the interest rates, the interest rates are set forth in Code §430(h)(2) and IRS Notice 2015-61. The first segment rate is 3.74%, the second segment rate is 5.35%, and the third segment rate is 6.11%. The mortality rates for healthy and disabled participants are based on the 2019 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e) and IRS Notice 2018-02.
 - Shortfall: the EPM Salaried Plan and the EPM Hourly Plan had a funding target shortfall for the 2019 plan year, so there are historical shortfall bases for each plan. For the 2019 plan year, the USS Plan (pre-merger) also has a funding shortfall. All the shortfall amortization bases are maintained and aggregated for the 2020 plan year and future plan years.
 - Funding balances: as of January 1, 2019, the USS Plan has a small prefunding balance while the EPM Salaried Plan and EPM Hourly Plan do not have a funding balance. For purposes of determining the funding balances available on a post-merger basis as of November 30, 2019, the USS Plan funding balance as of November 30, 2019 will be calculated by adjusting for employer elections and interest based on the actual rate of return earned by the assets invested on behalf of the USS Plan from January 1, 2019 to November 30, 2019.

U.S. Silica requested approval for a change in funding method as outlined above from the IRS and is awaiting a favorable response.

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Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2019

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				5						
35-39				6	2	1				
40-44			1	10	1	3				
45-49			1	17	10	9	1			
50-54				9	10	3	2	5		
55-59				8	12	8	5	6	22	5
60-64				7	2		4	4	17	21
65-69					2	1		2	1	1
70+										2

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Schedule SB, line 32—Schedule of Amortization Bases

Legacy U.S. Silica Retirement Plan

Type of Base	Present Value of Installment	Date Established	Years Remaining	Amortization Installment	Prorated 12-months
Shortfall	\$ 1,641,448	January 1, 2016	4	\$ 433,232	\$ 433,232
Shortfall	\$ 3,513,689	January 1, 2017	5	\$ 755,267	\$ 755,267
Shortfall	\$ 4,883,847	January 1, 2018	6	\$ 900,606	\$ 900,606
Shortfall	\$ 1,729,227	January 1, 2019	7	\$ 280,978	\$ 280,978
Total	\$ 11,768,211				\$ 2,370,083

Legacy Minerals Salaried Pension Plan

Type of Base	Present Value of Installment	Date Established	Years Remaining	Amortization Installment	Prorated 1-month
Shortfall	\$ 370,788	December 1, 2015	3	\$ 128,161	\$ 10,680
Shortfall	\$ 449,694	December 1, 2016	4	\$ 118,689	\$ 9,891
Shortfall	\$ 494,380	December 1, 2017	5	\$ 106,267	\$ 8,856
Shortfall	\$ 1,176,399	December 1, 2018	6	\$ 216,934	\$ 18,078
Shortfall	\$ 688,394	December 1, 2019	7	\$ 111,856	\$ 9,321
Total	\$ 3,179,655				\$ 56,826

Legacy Minerals Hourly Pension Plan

Type of Base	Present Value of Installment	Date Established	Years Remaining	Amortization Installment	Prorated 1-month
Shortfall	\$ 27,528	December 1, 2015	3	\$ 9,515	\$ 793
Shortfall	\$ 14,879	December 1, 2016	4	\$ 3,927	\$ 327
Shortfall	\$ 35,883	December 1, 2017	5	\$ 7,713	\$ 643
Shortfall	\$ 91,619	December 1, 2018	6	\$ 16,895	\$ 1,408
Shortfall	\$ 51,384	December 1, 2019	7	\$ 8,349	\$ 696
Total	\$ 221,293				\$ 3,867

Total \$ 15,169,159 \$ 2,430,776