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).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

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 instructions.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [X]

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

Part II Basic Plan Information—enter all requested information

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

1b Three-digit plan number (PN) ▶ 029

1c Effective date of plan 12/31/1956

2a Plan sponsor's name (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 CO.

24275 KATY FWY, STE 100
KATY, TX 77494

2b Employer Identification Number (EIN)
23-0958670

2c Plan Sponsor's telephone number
281-394-9632

2d Business code (see instructions)
212320

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2020	AMY MCGRATH
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: **a** Sponsor's name **c** Plan Name	**4b** EIN **4d** PN	
5 Total number of participants at the beginning of the plan year	**5**	2650
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	2088
a(2) Total number of active participants at the end of the plan year	**6a(2)**	1673
b Retired or separated participants receiving benefits	**6b**	16
c Other retired or separated participants entitled to future benefits	**6c**	847
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	2536
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	4
f Total. Add lines **6d** and **6e**.	**6f**	2540
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2378
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	550
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:

2E 2F 2G 2J 2K 2S 2T 3D

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)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(4)**	[ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] ___ **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **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_____

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

B Three-digit plan number (PN) ▶ 029

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

D Employer Identification Number (EIN)
23-0958670

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	125730	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DODGE & COX INTL STK - DST ASSET M 430 W 7TH STREET STE 219432 KANSAS CITY, MO 64105	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DODGE & COX STOCK - DST ASSET MANA 430 W 7TH STREET STE 219432 KANSAS CITY, MO 64105	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP BLUE CHIP GRTH - T. ROWE PRICE 52-2269240	0.15%

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 ELLIOTT KEARNS & COMPANY, LLC	**b** EIN:	52-0783935
c	Position: PLAN AUDITOR		
d	Address: 19405 EMERALD SQUARE, SUITE 1400 HAGERSTOWN, MD 21742	**e** Telephone:	301-733-5020

Explanation: COMPANY MOVED HEADQUARTERS TO KATY, TX 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:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

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 RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 029

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

D Employer Identification Number (EIN)
23-0958670

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: MIP CL 1

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

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)
04-3022712-024	C	306258

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

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 RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 029

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

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	304426	1037250
(2) Participant contributions	1b(2)	0	117158
(3) Other	1b(3)	0	50975170
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	6370500	6250921
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	2687013	3156174
(9) Value of interest in common/collective trusts	1c(9)	272505	306258
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	84055533	107892601
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(2) Employer real property	1d(2)	0	0
e	Buildings and other property used in plan operation	1e	0	0
f	Total assets (add all amounts in lines 1a through 1e)	1f	93689977	169735532
	Liabilities			
g	Benefit claims payable	1g	0	0
h	Operating payables	1h	0	0
i	Acquisition indebtedness	1i	0	0
j	Other liabilities	1j	16179	0
k	Total liabilities (add all amounts in lines 1g through1j)	1k	16179	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	93673798	169735532

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	6995836	
	(B) Participants	2a(1)(B)	9325447	
	(C) Others (including rollovers)	2a(1)(C)	3270176	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		19591459
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	116195	
	(B) U.S. Government securities	2b(1)(B)	0	
	(C) Corporate debt instruments	2b(1)(C)	0	
	(D) Loans (other than to participants)	2b(1)(D)	0	
	(E) Participant loans	2b(1)(E)	158044	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		274239
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	3098095	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		3098095
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
	(B) Other	2b(5)(B)	0	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		9165
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		17686941
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		40659899
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	15432516	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		15432516
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		15089
h Interest expense	2h		0
i Administrative expenses: **(1)** Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	125730	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		125730
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		15573335
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		25086564
l Transfers of assets:			
(1) To this plan	2l(1)		50975170
(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, L.L.P. **(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:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a	X		180054
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

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 RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 029

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

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): 04-6568107

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

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 RETIREMENT SAVINGS 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 RETIREMENT SAVINGS PLAN

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

INDEPENDENT AUDITOR'S REPORT

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

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of U.S. Silica Retirement Savings 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 4, which was certified by Fidelity Management 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) as of December 31, 2019 and schedule H, line 4a - schedule of delinquent participant contributions 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 14, 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 RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2019 and 2018

	2019	2018
Assets:		
Investments, at fair value	$ 114,449,780	$ 90,698,538
Receivables:		
Participant contributions	117,158	-
Employer contributions	1,037,250	304,426
Transfer of assets from merged plan	50,975,170	-
Notes receivable from participants	3,156,174	2,766,297
Total receivables	55,285,752	3,070,723
Total assets	169,735,532	93,769,261
Liabilities:		
Excess contributions payable	-	16,179
Total liabilities	-	16,179
Net assets available for benefits	**$ 169,735,532**	**$ 93,753,082**

(See accompanying notes to financial statements)

U.S. SILICA RETIREMENT SAVINGS 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:	
Interest and dividends	$ 3,214,290
Net appreciation in fair value of investments	17,696,106
	20,910,396
Interest income on notes receivable from participants	158,044
Contributions:	
Participant	9,325,447
Employer	6,995,836
Rollover	3,270,176
	19,591,459
Deductions from Net Assets Attributable to:	
Benefits paid to participants	15,526,889
Administrative expenses	125,730
	15,652,619
Change in Net Assets Available for Benefits	25,007,280
Assets Transferred in from Merged Plan	50,975,170
Net Assets Available for Benefits at:	
Beginning of year	93,753,082
End of year	**$ 169,735,532**

(See accompanying notes to financial statements)

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

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the U.S. Silica Retirement Savings Plan (the "Plan") provides only general information. U.S. Silica Company (the "Company") is the plan sponsor. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all eligible salaried and hourly employees of the Company and its subsidiaries excluding leased employees, nonresident aliens, and part-time or temporary employees who complete less than 1,000 hours of service. The Plan is administered by the U.S. Silica Retirement Plan Committee (the "Committee") and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Fidelity Management Trust Company ("Fidelity") serves as the trustee of the Plan's assets.

Participation in the Plan is voluntary. All employees of the Company, except truck drivers of SandBox Enterprises, LLC, become eligible to participate in the Plan immediately following the completion of one hour of service. Truck drivers of SandBox Enterprises, LLC are eligible to participate in the Plan after 6 months of service.

Plan Merger

The EP Retirement Savings Plan and EP 401(k) Plan (EP Plans) were merged with and into the Plan effective January 1, 2020. The merger is treated as occurring on December 31, 2019 for financial reporting purposes. The total assets transferred from the EP Plans in the amount of $50,975,170 were recognized in the accounts of the Plan in January 2020 and therefore, are included as a receivable in the 2019 statement of net assets available for benefits.

Contributions

Participants may elect to make salary deferral contributions to the Plan up to 100% of eligible compensation, subject to certain limitations provided under the Internal Revenue Code (IRC). Participants may designate all or a portion of their elective deferrals as Roth elective deferrals. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Eligible employees are automatically enrolled in the Plan at a salary deferral rate of 3% unless they opt out or elect a different percentage. Automatically enrolled participants will have their deferral rate increased by 1% annually on June 2, until a deferral rate of 8% is reached. The Plan also allows rollover contributions from qualified retirement plans.

The Company provides a safe harbor matching contribution to all non-union employees that equals 100% of the first 6% of the participant's eligible compensation contributed to the Plan each pay period. The Company may also make a discretionary additional matching employer contribution at year-end in an amount equal to a percentage of the eligible contributions made by each participant during the plan year up to 4% of the participant's eligible compensation for the plan year. In addition, the Company

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

may make a discretionary nonelective contribution to participants employed on the last day of the plan year, allocated based on the ratio that each eligible participant's compensation bears to the total eligible compensation paid to all eligible participants. A separate discretionary nonelective contribution (DC contribution) may be made to union employees based on their union agreements. For 2019, the Company elected to make a discretionary additional matching employer contribution equal to 25% of participant contributions up to 4% of eligible compensation for all non-union participants and union participants who are not currently accruing benefits as a participant in the Company's defined benefit pension plan. The total amount of the additional matching employer contribution of $956,543 was deposited in the Plan in March 2020. The Company did not make any discretionary nonelective contributions in 2019.

The Plan is participant directed and participants may change their contribution rates and investment options at any time.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of the Company's contributions, and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are at all times fully vested in their contributions, safe harbor matching contributions, and additional matching employer contributions, plus the appreciation or depreciation thereon. Discretionary nonelective contributions, additional matching employer contributions for hourly employees, and employees who receive a DC 4% contribution are 100% vested after one year of service. Participants who received any discretionary match prior to January 1, 2018 vest 20% per year after one year of service and are 100% vested after 5 years of service. A participant is immediately vested upon death, retirement, or termination of employment due to total and permanent disability.

Forfeitures

Forfeitures serve to reduce future employer contributions or to pay plan administrative expenses. For the year ended December 31, 2019, $44,000 of forfeitures were used to reduce employer contributions. At December 31, 2019 and 2018, forfeited nonvested accounts totaled $214,976 and $29,813, respectively.

Payment of Benefits

Benefits are payable upon retirement, disability, death, or termination of service with the Company. Normal retirement age under the Plan is 65. Hardship withdrawals and in-service withdrawals for participants who have attained age 59½ are permitted. Participants may receive their distributions in a lump-sum or partial payment under certain circumstances. Distributions of account balances less than $1,000 that meet the provisions for a mandatory distribution will automatically be paid to participants in a cash distribution if the participant does not elect the distribution method.

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

Notes Receivable from Participants

Plan participants may borrow Plan assets at a minimum of $1,000 and up to a maximum of the lesser of $50,000 or 50% of their vested account balance in the Plan. No more than one outstanding loan per participant is permitted. Loans are repaid in level installments through payroll deductions for periods ranging up to five years or up to 30 years for the purchase of a primary residence. The loans bear interest at reasonable rates as determined by the plan administrator and are secured by the participant's vested account to the extent of the principal amount of the loan plus accrued interest.

Plan Termination

Although it has not expressed any intent to do so, the Company reserves the right under the Plan to discontinue the Plan, subject to the provisions of ERISA. In the event of a plan termination, participants will become 100% vested in their accounts.

NOTE 2 - SUMMARY OF 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 Company determines the Plan's valuation policies utilizing information provided by the investment advisor and trustee. 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 gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document. At December 31, 2019 and 2018, no allowance was considered necessary by management.

Benefit Payments

Benefits are recorded when paid.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Administrative Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to recordkeeping, trustee services, notes receivable from participants, withdrawals, and certain transaction fees are charged directly or allocated to the participants' accounts and are included in administrative expenses. Other investment-related expenses are included in net appreciation in fair value of investments.

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 reported amounts of assets and liabilities and changes in those assets and liabilities, and disclosures of contingent assets and liabilities. Accordingly, actual results could differ from those estimates.

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 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.

Money Market Fund: Primarily invests in cash, U.S. Government securities, and/or repurchase agreements that are fully collateralized to maintain a stable $1 share price. The net asset value (NAV) is a quoted price in an active market.

Mutual Funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended 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.

NOTE 3 - FAIR VALUE MEASUREMENTS (CONTINUED)

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.

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 attempts to maintain a stable NAV of $1 per unit. The fund's principal objective is to preserve the principal investment while earning interest income and primarily invests in benefit-responsive investment contracts issued by insurance companies and other financial institutions, fixed income securities, and money market funds. The fund allows for daily liquidity with no additional days' notice required for redemption for participant-directed transactions. Were the Plan to initiate a full redemption of the fund, the trustee reserves the right to temporarily delay withdrawal from the fund for up to 12 months in order to ensure that the securities liquidations will be carried out in an orderly manner. The Plan has no unfunded commitments and no contractual obligation to further invest in the fund.

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 for valuing securities at December 31, 2019 or 2018.

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

	December 31, 2019			
Description	Level 1	Level 2	Level 3	Total
Money Market Fund	$ 6,250,921			$ 6,250,921
Mutual Funds	107,892,601			107,892,601
Total investments in the fair value hierarchy	$114,143,522			114,143,522
Investments measured at net asset value*				306,258
Total investments at fair value				$114,449,780

NOTE 3 - FAIR VALUE MEASUREMENTS (CONTINUED)

	December 31, 2018			
Description	Level 1	Level 2	Level 3	Total
Money Market Funds	$ 6,370,500			$ 6,370,500
Mutual Funds	84,055,533			84,055,533
Total investments in the fair value hierarchy	$ 90,426,033			90,426,033
Investments measured at net asset value*				272,505
Total investments at fair value				$ 90,698,538

*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.

NOTE 4 - INFORMATION CERTIFIED BY THE TRUSTEE

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, Fidelity, the trustee of the Plan, has certified to the completeness and accuracy of all investments and notes receivable from participants reflected in the accompanying statements of net assets available for benefits as of December 31, 2019 and 2018, the schedule H, line 4i - schedule of assets (held at end of year) as of December 31, 2019, and the related investment activity and interest income on notes receivable from participants reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2019.

NOTE 5 - TAX STATUS

The Plan has adopted the Fidelity Management & Research Co. volume submitter prototype plan, which obtained its latest opinion letter dated June 30, 2020 in which the Internal Revenue Service (IRS) stated that the prototype document satisfies the applicable provisions of the IRC. The plan administrator believes that the Plan is currently designed and is 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 6 - PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under Department of Labor Regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. Certain Plan investments are in shares of mutual funds, a money market fund, and a collective trust fund managed by entities related to Fidelity. Fidelity is the Plan's trustee, as defined by the Plan. Therefore, these investments qualify as party-in-interest transactions. Notes receivable from participants also qualify as party-in-interest transactions. These transactions are covered by an exemption from the prohibited transaction provisions.

NOTE 7 - 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 reasonably possible that changes in the value of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

NOTE 8 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2018. No reconciliation was necessary as of December 31, 2019.

Net assets available for benefits per the financial statements	$93,753,082
Less: Loans in default	(79,284)
Net assets available for benefits per the Form 5500	$93,673,798

The following is a reconciliation of the change in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2019:

Change in net assets available for benefits per the financial statements	$25,007,280
Add: Loans in default at December 31, 2018	79,284
Change in net assets available for benefits per the Form 5500	$25,086,564

NOTE 9 - SUBSEQUENT EVENTS

The Plan was amended effective January 1, 2020 to facilitate the merger of the EP Plans as discussed in Note 1, as well as add EP Management Corporation, EP Minerals, LLC, and EP Engineered Clays Corporation as participating employers. Certain plan provisions were added related to in-service withdrawals, payment of distributions, vesting, eligibility, automatic enrollment, and employer contributions specific to former participants of the EP Plans.

NOTE 9 - SUBSEQUENT EVENTS (CONTINUED)

On March 27, 2020, Congress passed the Coronavirus Aid, Relief, and Economic Security Act (CARES Act), which included several temporary relief provisions available to tax qualified retirement plans and their participants. The Plan has adopted certain measures included in the CARES Act in 2020. Participants may take a Coronavirus-related distribution from their vested account up to $100,000 upon meeting certain qualifications. Participants may also borrow up to $100,000 from their vested account balance and choose to defer loan payments due from March 27, 2020 through December 31, 2020 for up to one year. Additionally, required minimum distributions beginning in 2020 will be delayed by one year, but may still be received at the request of a participant.

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 RETIREMENT SAVINGS PLAN
EIN: 23-0958670 PLAN # 029
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
	Money Market Fund:			
*	Fidelity	Government Money Market Fund	**	$ 6,250,921
	Mutual Funds:			
*	Fidelity	Balanced Fund	**	12,553,532
*	Fidelity	U.S. Bond Index Fund	**	1,826,051
*	Fidelity	500 Index Fund	**	14,916,088
*	Fidelity	International Index Fund	**	579,907
*	Fidelity	Extended Market Index Fund	**	4,233,192
	Vanguard	Target Retirement Income Fund	**	2,417,995
	Vanguard	Target Retirement 2015 Fund	**	1,535,671
	Vanguard	Target Retirement 2020 Fund	**	4,138,573
	Vanguard	Target Retirement 2025 Fund	**	6,429,322
	Vanguard	Target Retirement 2030 Fund	**	8,722,565
	Vanguard	Target Retirement 2035 Fund	**	5,594,220
	Vanguard	Target Retirement 2040 Fund	**	4,464,702
	Vanguard	Target Retirement 2045 Fund	**	5,173,316
	Vanguard	Target Retirement 2050 Fund	**	4,147,398
	Vanguard	Target Retirement 2055 Fund	**	4,616,388
	Vanguard	Target Retirement 2060 Fund	**	2,019,833
	Invesco	Global Real Estate Fund	**	567,512
	T. Rowe Price	Blue Chip Growth Fund	**	13,510,715
	Dodge & Cox	Stock Fund	**	5,009,114
	Dodge & Cox	International Stock Fund	**	3,990,196
	Metropolitan West	Total Return Bond Fund	**	1,446,311
				107,892,601
	Collective Trust Fund:			
*	Fidelity	Managed Income Portfolio - Class I	**	306,258
				114,449,780
*	**Participant Loans**	4.25% - 6.50%	0	3,156,174
				$ 117,605,954

* A party in interest as defined by ERISA.

** Cost omitted for participant-directed investments.

U.S. SILICA RETIREMENT SAVINGS PLAN
EIN: 23-0958670 PLAN # 029
SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
For the Year Ended December 31, 2019

Participant Contributions Transferred Late to the Plan	Total That Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if late participant loan repayments are included: X	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
$ 180,054	$ 180,054			

U.S. SILICA RETIREMENT SAVINGS 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 RETIREMENT SAVINGS PLAN

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

INDEPENDENT AUDITOR'S REPORT

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

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of U.S. Silica Retirement Savings 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 4, which was certified by Fidelity Management 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) as of December 31, 2019 and schedule H, line 4a - schedule of delinquent participant contributions 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 14, 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 RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2019 and 2018

	2019	2018
Assets:		
Investments, at fair value	$ 114,449,780	$ 90,698,538
Receivables:		
Participant contributions	117,158	-
Employer contributions	1,037,250	304,426
Transfer of assets from merged plan	50,975,170	-
Notes receivable from participants	3,156,174	2,766,297
Total receivables	55,285,752	3,070,723
Total assets	169,735,532	93,769,261
Liabilities:		
Excess contributions payable	-	16,179
Total liabilities	-	16,179
Net assets available for benefits	**$ 169,735,532**	**$ 93,753,082**

(See accompanying notes to financial statements)

U.S. SILICA RETIREMENT SAVINGS 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:	
Interest and dividends	$ 3,214,290
Net appreciation in fair value of investments	17,696,106
	20,910,396
Interest income on notes receivable from participants	158,044
Contributions:	
Participant	9,325,447
Employer	6,995,836
Rollover	3,270,176
	19,591,459
Deductions from Net Assets Attributable to:	
Benefits paid to participants	15,526,889
Administrative expenses	125,730
	15,652,619
Change in Net Assets Available for Benefits	25,007,280
Assets Transferred in from Merged Plan	50,975,170
Net Assets Available for Benefits at:	
Beginning of year	93,753,082
End of year	**$ 169,735,532**

(See accompanying notes to financial statements)

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

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the U.S. Silica Retirement Savings Plan (the "Plan") provides only general information. U.S. Silica Company (the "Company") is the plan sponsor. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all eligible salaried and hourly employees of the Company and its subsidiaries excluding leased employees, nonresident aliens, and part-time or temporary employees who complete less than 1,000 hours of service. The Plan is administered by the U.S. Silica Retirement Plan Committee (the "Committee") and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Fidelity Management Trust Company ("Fidelity") serves as the trustee of the Plan's assets.

Participation in the Plan is voluntary. All employees of the Company, except truck drivers of SandBox Enterprises, LLC, become eligible to participate in the Plan immediately following the completion of one hour of service. Truck drivers of SandBox Enterprises, LLC are eligible to participate in the Plan after 6 months of service.

Plan Merger

The EP Retirement Savings Plan and EP 401(k) Plan (EP Plans) were merged with and into the Plan effective January 1, 2020. The merger is treated as occurring on December 31, 2019 for financial reporting purposes. The total assets transferred from the EP Plans in the amount of $50,975,170 were recognized in the accounts of the Plan in January 2020 and therefore, are included as a receivable in the 2019 statement of net assets available for benefits.

Contributions

Participants may elect to make salary deferral contributions to the Plan up to 100% of eligible compensation, subject to certain limitations provided under the Internal Revenue Code (IRC). Participants may designate all or a portion of their elective deferrals as Roth elective deferrals. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Eligible employees are automatically enrolled in the Plan at a salary deferral rate of 3% unless they opt out or elect a different percentage. Automatically enrolled participants will have their deferral rate increased by 1% annually on June 2, until a deferral rate of 8% is reached. The Plan also allows rollover contributions from qualified retirement plans.

The Company provides a safe harbor matching contribution to all non-union employees that equals 100% of the first 6% of the participant's eligible compensation contributed to the Plan each pay period. The Company may also make a discretionary additional matching employer contribution at year-end in an amount equal to a percentage of the eligible contributions made by each participant during the plan year up to 4% of the participant's eligible compensation for the plan year. In addition, the Company

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

may make a discretionary nonelective contribution to participants employed on the last day of the plan year, allocated based on the ratio that each eligible participant's compensation bears to the total eligible compensation paid to all eligible participants. A separate discretionary nonelective contribution (DC contribution) may be made to union employees based on their union agreements. For 2019, the Company elected to make a discretionary additional matching employer contribution equal to 25% of participant contributions up to 4% of eligible compensation for all non-union participants and union participants who are not currently accruing benefits as a participant in the Company's defined benefit pension plan. The total amount of the additional matching employer contribution of $956,543 was deposited in the Plan in March 2020. The Company did not make any discretionary nonelective contributions in 2019.

The Plan is participant directed and participants may change their contribution rates and investment options at any time.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of the Company's contributions, and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are at all times fully vested in their contributions, safe harbor matching contributions, and additional matching employer contributions, plus the appreciation or depreciation thereon. Discretionary nonelective contributions, additional matching employer contributions for hourly employees, and employees who receive a DC 4% contribution are 100% vested after one year of service. Participants who received any discretionary match prior to January 1, 2018 vest 20% per year after one year of service and are 100% vested after 5 years of service. A participant is immediately vested upon death, retirement, or termination of employment due to total and permanent disability.

Forfeitures

Forfeitures serve to reduce future employer contributions or to pay plan administrative expenses. For the year ended December 31, 2019, $44,000 of forfeitures were used to reduce employer contributions. At December 31, 2019 and 2018, forfeited nonvested accounts totaled $214,976 and $29,813, respectively.

Payment of Benefits

Benefits are payable upon retirement, disability, death, or termination of service with the Company. Normal retirement age under the Plan is 65. Hardship withdrawals and in-service withdrawals for participants who have attained age 59½ are permitted. Participants may receive their distributions in a lump-sum or partial payment under certain circumstances. Distributions of account balances less than $1,000 that meet the provisions for a mandatory distribution will automatically be paid to participants in a cash distribution if the participant does not elect the distribution method.

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

Notes Receivable from Participants

Plan participants may borrow Plan assets at a minimum of $1,000 and up to a maximum of the lesser of $50,000 or 50% of their vested account balance in the Plan. No more than one outstanding loan per participant is permitted. Loans are repaid in level installments through payroll deductions for periods ranging up to five years or up to 30 years for the purchase of a primary residence. The loans bear interest at reasonable rates as determined by the plan administrator and are secured by the participant's vested account to the extent of the principal amount of the loan plus accrued interest.

Plan Termination

Although it has not expressed any intent to do so, the Company reserves the right under the Plan to discontinue the Plan, subject to the provisions of ERISA. In the event of a plan termination, participants will become 100% vested in their accounts.

NOTE 2 - SUMMARY OF 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 Company determines the Plan's valuation policies utilizing information provided by the investment advisor and trustee. 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 gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document. At December 31, 2019 and 2018, no allowance was considered necessary by management.

Benefit Payments

Benefits are recorded when paid.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Administrative Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to recordkeeping, trustee services, notes receivable from participants, withdrawals, and certain transaction fees are charged directly or allocated to the participants' accounts and are included in administrative expenses. Other investment-related expenses are included in net appreciation in fair value of investments.

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 reported amounts of assets and liabilities and changes in those assets and liabilities, and disclosures of contingent assets and liabilities. Accordingly, actual results could differ from those estimates.

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 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.

Money Market Fund: Primarily invests in cash, U.S. Government securities, and/or repurchase agreements that are fully collateralized to maintain a stable $1 share price. The net asset value (NAV) is a quoted price in an active market.

Mutual Funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended 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.

NOTE 3 - FAIR VALUE MEASUREMENTS (CONTINUED)

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.

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 attempts to maintain a stable NAV of $1 per unit. The fund's principal objective is to preserve the principal investment while earning interest income and primarily invests in benefit-responsive investment contracts issued by insurance companies and other financial institutions, fixed income securities, and money market funds. The fund allows for daily liquidity with no additional days' notice required for redemption for participant-directed transactions. Were the Plan to initiate a full redemption of the fund, the trustee reserves the right to temporarily delay withdrawal from the fund for up to 12 months in order to ensure that the securities liquidations will be carried out in an orderly manner. The Plan has no unfunded commitments and no contractual obligation to further invest in the fund.

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 for valuing securities at December 31, 2019 or 2018.

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

	December 31, 2019			
Description	Level 1	Level 2	Level 3	Total
Money Market Fund	$ 6,250,921			$ 6,250,921
Mutual Funds	107,892,601			107,892,601
Total investments in the fair value hierarchy	$114,143,522			114,143,522
Investments measured at net asset value*				306,258
Total investments at fair value				$114,449,780

NOTE 3 - FAIR VALUE MEASUREMENTS (CONTINUED)

	December 31, 2018			
Description	Level 1	Level 2	Level 3	Total
Money Market Funds	$ 6,370,500			$ 6,370,500
Mutual Funds	84,055,533			84,055,533
Total investments in the fair value hierarchy	$ 90,426,033			90,426,033
Investments measured at net asset value*				272,505
Total investments at fair value				$ 90,698,538

*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.

NOTE 4 - INFORMATION CERTIFIED BY THE TRUSTEE

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, Fidelity, the trustee of the Plan, has certified to the completeness and accuracy of all investments and notes receivable from participants reflected in the accompanying statements of net assets available for benefits as of December 31, 2019 and 2018, the schedule H, line 4i - schedule of assets (held at end of year) as of December 31, 2019, and the related investment activity and interest income on notes receivable from participants reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2019.

NOTE 5 - TAX STATUS

The Plan has adopted the Fidelity Management & Research Co. volume submitter prototype plan, which obtained its latest opinion letter dated June 30, 2020 in which the Internal Revenue Service (IRS) stated that the prototype document satisfies the applicable provisions of the IRC. The plan administrator believes that the Plan is currently designed and is 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 6 - PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under Department of Labor Regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. Certain Plan investments are in shares of mutual funds, a money market fund, and a collective trust fund managed by entities related to Fidelity. Fidelity is the Plan's trustee, as defined by the Plan. Therefore, these investments qualify as party-in-interest transactions. Notes receivable from participants also qualify as party-in-interest transactions. These transactions are covered by an exemption from the prohibited transaction provisions.

NOTE 7 - 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 reasonably possible that changes in the value of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

NOTE 8 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2018. No reconciliation was necessary as of December 31, 2019.

Net assets available for benefits per the financial statements	$93,753,082
Less: Loans in default	(79,284)
Net assets available for benefits per the Form 5500	$93,673,798

The following is a reconciliation of the change in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2019:

Change in net assets available for benefits per the financial statements	$25,007,280
Add: Loans in default at December 31, 2018	79,284
Change in net assets available for benefits per the Form 5500	$25,086,564

NOTE 9 - SUBSEQUENT EVENTS

The Plan was amended effective January 1, 2020 to facilitate the merger of the EP Plans as discussed in Note 1, as well as add EP Management Corporation, EP Minerals, LLC, and EP Engineered Clays Corporation as participating employers. Certain plan provisions were added related to in-service withdrawals, payment of distributions, vesting, eligibility, automatic enrollment, and employer contributions specific to former participants of the EP Plans.

NOTE 9 - SUBSEQUENT EVENTS (CONTINUED)

On March 27, 2020, Congress passed the Coronavirus Aid, Relief, and Economic Security Act (CARES Act), which included several temporary relief provisions available to tax qualified retirement plans and their participants. The Plan has adopted certain measures included in the CARES Act in 2020. Participants may take a Coronavirus-related distribution from their vested account up to $100,000 upon meeting certain qualifications. Participants may also borrow up to $100,000 from their vested account balance and choose to defer loan payments due from March 27, 2020 through December 31, 2020 for up to one year. Additionally, required minimum distributions beginning in 2020 will be delayed by one year, but may still be received at the request of a participant.

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 RETIREMENT SAVINGS PLAN
EIN: 23-0958670 PLAN # 029
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
	Money Market Fund:			
*	Fidelity	Government Money Market Fund	**	$ 6,250,921
	Mutual Funds:			
*	Fidelity	Balanced Fund	**	12,553,532
*	Fidelity	U.S. Bond Index Fund	**	1,826,051
*	Fidelity	500 Index Fund	**	14,916,088
*	Fidelity	International Index Fund	**	579,907
*	Fidelity	Extended Market Index Fund	**	4,233,192
	Vanguard	Target Retirement Income Fund	**	2,417,995
	Vanguard	Target Retirement 2015 Fund	**	1,535,671
	Vanguard	Target Retirement 2020 Fund	**	4,138,573
	Vanguard	Target Retirement 2025 Fund	**	6,429,322
	Vanguard	Target Retirement 2030 Fund	**	8,722,565
	Vanguard	Target Retirement 2035 Fund	**	5,594,220
	Vanguard	Target Retirement 2040 Fund	**	4,464,702
	Vanguard	Target Retirement 2045 Fund	**	5,173,316
	Vanguard	Target Retirement 2050 Fund	**	4,147,398
	Vanguard	Target Retirement 2055 Fund	**	4,616,388
	Vanguard	Target Retirement 2060 Fund	**	2,019,833
	Invesco	Global Real Estate Fund	**	567,512
	T. Rowe Price	Blue Chip Growth Fund	**	13,510,715
	Dodge & Cox	Stock Fund	**	5,009,114
	Dodge & Cox	International Stock Fund	**	3,990,196
	Metropolitan West	Total Return Bond Fund	**	1,446,311
				107,892,601
	Collective Trust Fund:			
*	Fidelity	Managed Income Portfolio - Class I	**	306,258
				114,449,780
*	**Participant Loans**	4.25% - 6.50%	0	3,156,174
				$ 117,605,954

* A party in interest as defined by ERISA.

** Cost omitted for participant-directed investments.

U.S. SILICA RETIREMENT SAVINGS PLAN
EIN: 23-0958670 PLAN # 029
SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
For the Year Ended December 31, 2019

Participant Contributions Transferred Late to the Plan	Total That Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if late participant loan repayments are included: X	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
$ 180,054	$ 180,054			

U.S. SILICA RETIREMENT SAVINGS 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 RETIREMENT SAVINGS PLAN

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

INDEPENDENT AUDITOR'S REPORT

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

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of U.S. Silica Retirement Savings 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 4, which was certified by Fidelity Management 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) as of December 31, 2019 and schedule H, line 4a - schedule of delinquent participant contributions 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 14, 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 RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2019 and 2018

	2019	2018
Assets:		
Investments, at fair value	$ 114,449,780	$ 90,698,538
Receivables:		
Participant contributions	117,158	-
Employer contributions	1,037,250	304,426
Transfer of assets from merged plan	50,975,170	-
Notes receivable from participants	3,156,174	2,766,297
Total receivables	55,285,752	3,070,723
Total assets	169,735,532	93,769,261
Liabilities:		
Excess contributions payable	-	16,179
Total liabilities	-	16,179
Net assets available for benefits	**$ 169,735,532**	**$ 93,753,082**

(See accompanying notes to financial statements)

U.S. SILICA RETIREMENT SAVINGS 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:	
Interest and dividends	$ 3,214,290
Net appreciation in fair value of investments	17,696,106
	20,910,396
Interest income on notes receivable from participants	158,044
Contributions:	
Participant	9,325,447
Employer	6,995,836
Rollover	3,270,176
	19,591,459
Deductions from Net Assets Attributable to:	
Benefits paid to participants	15,526,889
Administrative expenses	125,730
	15,652,619
Change in Net Assets Available for Benefits	25,007,280
Assets Transferred in from Merged Plan	50,975,170
Net Assets Available for Benefits at:	
Beginning of year	93,753,082
End of year	**$ 169,735,532**

(See accompanying notes to financial statements)

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

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the U.S. Silica Retirement Savings Plan (the "Plan") provides only general information. U.S. Silica Company (the "Company") is the plan sponsor. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all eligible salaried and hourly employees of the Company and its subsidiaries excluding leased employees, nonresident aliens, and part-time or temporary employees who complete less than 1,000 hours of service. The Plan is administered by the U.S. Silica Retirement Plan Committee (the "Committee") and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Fidelity Management Trust Company ("Fidelity") serves as the trustee of the Plan's assets.

Participation in the Plan is voluntary. All employees of the Company, except truck drivers of SandBox Enterprises, LLC, become eligible to participate in the Plan immediately following the completion of one hour of service. Truck drivers of SandBox Enterprises, LLC are eligible to participate in the Plan after 6 months of service.

Plan Merger

The EP Retirement Savings Plan and EP 401(k) Plan (EP Plans) were merged with and into the Plan effective January 1, 2020. The merger is treated as occurring on December 31, 2019 for financial reporting purposes. The total assets transferred from the EP Plans in the amount of $50,975,170 were recognized in the accounts of the Plan in January 2020 and therefore, are included as a receivable in the 2019 statement of net assets available for benefits.

Contributions

Participants may elect to make salary deferral contributions to the Plan up to 100% of eligible compensation, subject to certain limitations provided under the Internal Revenue Code (IRC). Participants may designate all or a portion of their elective deferrals as Roth elective deferrals. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Eligible employees are automatically enrolled in the Plan at a salary deferral rate of 3% unless they opt out or elect a different percentage. Automatically enrolled participants will have their deferral rate increased by 1% annually on June 2, until a deferral rate of 8% is reached. The Plan also allows rollover contributions from qualified retirement plans.

The Company provides a safe harbor matching contribution to all non-union employees that equals 100% of the first 6% of the participant's eligible compensation contributed to the Plan each pay period. The Company may also make a discretionary additional matching employer contribution at year-end in an amount equal to a percentage of the eligible contributions made by each participant during the plan year up to 4% of the participant's eligible compensation for the plan year. In addition, the Company

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

may make a discretionary nonelective contribution to participants employed on the last day of the plan year, allocated based on the ratio that each eligible participant's compensation bears to the total eligible compensation paid to all eligible participants. A separate discretionary nonelective contribution (DC contribution) may be made to union employees based on their union agreements. For 2019, the Company elected to make a discretionary additional matching employer contribution equal to 25% of participant contributions up to 4% of eligible compensation for all non-union participants and union participants who are not currently accruing benefits as a participant in the Company's defined benefit pension plan. The total amount of the additional matching employer contribution of $956,543 was deposited in the Plan in March 2020. The Company did not make any discretionary nonelective contributions in 2019.

The Plan is participant directed and participants may change their contribution rates and investment options at any time.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of the Company's contributions, and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are at all times fully vested in their contributions, safe harbor matching contributions, and additional matching employer contributions, plus the appreciation or depreciation thereon. Discretionary nonelective contributions, additional matching employer contributions for hourly employees, and employees who receive a DC 4% contribution are 100% vested after one year of service. Participants who received any discretionary match prior to January 1, 2018 vest 20% per year after one year of service and are 100% vested after 5 years of service. A participant is immediately vested upon death, retirement, or termination of employment due to total and permanent disability.

Forfeitures

Forfeitures serve to reduce future employer contributions or to pay plan administrative expenses. For the year ended December 31, 2019, $44,000 of forfeitures were used to reduce employer contributions. At December 31, 2019 and 2018, forfeited nonvested accounts totaled $214,976 and $29,813, respectively.

Payment of Benefits

Benefits are payable upon retirement, disability, death, or termination of service with the Company. Normal retirement age under the Plan is 65. Hardship withdrawals and in-service withdrawals for participants who have attained age 59½ are permitted. Participants may receive their distributions in a lump-sum or partial payment under certain circumstances. Distributions of account balances less than $1,000 that meet the provisions for a mandatory distribution will automatically be paid to participants in a cash distribution if the participant does not elect the distribution method.

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

Notes Receivable from Participants

Plan participants may borrow Plan assets at a minimum of $1,000 and up to a maximum of the lesser of $50,000 or 50% of their vested account balance in the Plan. No more than one outstanding loan per participant is permitted. Loans are repaid in level installments through payroll deductions for periods ranging up to five years or up to 30 years for the purchase of a primary residence. The loans bear interest at reasonable rates as determined by the plan administrator and are secured by the participant's vested account to the extent of the principal amount of the loan plus accrued interest.

Plan Termination

Although it has not expressed any intent to do so, the Company reserves the right under the Plan to discontinue the Plan, subject to the provisions of ERISA. In the event of a plan termination, participants will become 100% vested in their accounts.

NOTE 2 - SUMMARY OF 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 Company determines the Plan's valuation policies utilizing information provided by the investment advisor and trustee. 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 gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document. At December 31, 2019 and 2018, no allowance was considered necessary by management.

Benefit Payments

Benefits are recorded when paid.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Administrative Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to recordkeeping, trustee services, notes receivable from participants, withdrawals, and certain transaction fees are charged directly or allocated to the participants' accounts and are included in administrative expenses. Other investment-related expenses are included in net appreciation in fair value of investments.

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 reported amounts of assets and liabilities and changes in those assets and liabilities, and disclosures of contingent assets and liabilities. Accordingly, actual results could differ from those estimates.

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 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.

Money Market Fund: Primarily invests in cash, U.S. Government securities, and/or repurchase agreements that are fully collateralized to maintain a stable $1 share price. The net asset value (NAV) is a quoted price in an active market.

Mutual Funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended 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.

NOTE 3 - FAIR VALUE MEASUREMENTS (CONTINUED)

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.

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 attempts to maintain a stable NAV of $1 per unit. The fund's principal objective is to preserve the principal investment while earning interest income and primarily invests in benefit-responsive investment contracts issued by insurance companies and other financial institutions, fixed income securities, and money market funds. The fund allows for daily liquidity with no additional days' notice required for redemption for participant-directed transactions. Were the Plan to initiate a full redemption of the fund, the trustee reserves the right to temporarily delay withdrawal from the fund for up to 12 months in order to ensure that the securities liquidations will be carried out in an orderly manner. The Plan has no unfunded commitments and no contractual obligation to further invest in the fund.

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 for valuing securities at December 31, 2019 or 2018.

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

	December 31, 2019			
Description	Level 1	Level 2	Level 3	Total
Money Market Fund	$ 6,250,921			$ 6,250,921
Mutual Funds	107,892,601			107,892,601
Total investments in the fair value hierarchy	$114,143,522			114,143,522
Investments measured at net asset value*				306,258
Total investments at fair value				$114,449,780

NOTE 3 - FAIR VALUE MEASUREMENTS (CONTINUED)

	December 31, 2018			
Description	Level 1	Level 2	Level 3	Total
Money Market Funds	$ 6,370,500			$ 6,370,500
Mutual Funds	84,055,533			84,055,533
Total investments in the fair value hierarchy	$ 90,426,033			90,426,033
Investments measured at net asset value*				272,505
Total investments at fair value				$ 90,698,538

*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.

NOTE 4 - INFORMATION CERTIFIED BY THE TRUSTEE

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, Fidelity, the trustee of the Plan, has certified to the completeness and accuracy of all investments and notes receivable from participants reflected in the accompanying statements of net assets available for benefits as of December 31, 2019 and 2018, the schedule H, line 4i - schedule of assets (held at end of year) as of December 31, 2019, and the related investment activity and interest income on notes receivable from participants reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2019.

NOTE 5 - TAX STATUS

The Plan has adopted the Fidelity Management & Research Co. volume submitter prototype plan, which obtained its latest opinion letter dated June 30, 2020 in which the Internal Revenue Service (IRS) stated that the prototype document satisfies the applicable provisions of the IRC. The plan administrator believes that the Plan is currently designed and is 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 6 - PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under Department of Labor Regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. Certain Plan investments are in shares of mutual funds, a money market fund, and a collective trust fund managed by entities related to Fidelity. Fidelity is the Plan's trustee, as defined by the Plan. Therefore, these investments qualify as party-in-interest transactions. Notes receivable from participants also qualify as party-in-interest transactions. These transactions are covered by an exemption from the prohibited transaction provisions.

NOTE 7 - 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 reasonably possible that changes in the value of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

NOTE 8 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2018. No reconciliation was necessary as of December 31, 2019.

Net assets available for benefits per the financial statements	$93,753,082
Less: Loans in default	(79,284)
Net assets available for benefits per the Form 5500	$93,673,798

The following is a reconciliation of the change in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2019:

Change in net assets available for benefits per the financial statements	$25,007,280
Add: Loans in default at December 31, 2018	79,284
Change in net assets available for benefits per the Form 5500	$25,086,564

NOTE 9 - SUBSEQUENT EVENTS

The Plan was amended effective January 1, 2020 to facilitate the merger of the EP Plans as discussed in Note 1, as well as add EP Management Corporation, EP Minerals, LLC, and EP Engineered Clays Corporation as participating employers. Certain plan provisions were added related to in-service withdrawals, payment of distributions, vesting, eligibility, automatic enrollment, and employer contributions specific to former participants of the EP Plans.

NOTE 9 - SUBSEQUENT EVENTS (CONTINUED)

On March 27, 2020, Congress passed the Coronavirus Aid, Relief, and Economic Security Act (CARES Act), which included several temporary relief provisions available to tax qualified retirement plans and their participants. The Plan has adopted certain measures included in the CARES Act in 2020. Participants may take a Coronavirus-related distribution from their vested account up to $100,000 upon meeting certain qualifications. Participants may also borrow up to $100,000 from their vested account balance and choose to defer loan payments due from March 27, 2020 through December 31, 2020 for up to one year. Additionally, required minimum distributions beginning in 2020 will be delayed by one year, but may still be received at the request of a participant.

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 RETIREMENT SAVINGS PLAN
EIN: 23-0958670 PLAN # 029
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
	Money Market Fund:			
*	Fidelity	Government Money Market Fund	**	$ 6,250,921
	Mutual Funds:			
*	Fidelity	Balanced Fund	**	12,553,532
*	Fidelity	U.S. Bond Index Fund	**	1,826,051
*	Fidelity	500 Index Fund	**	14,916,088
*	Fidelity	International Index Fund	**	579,907
*	Fidelity	Extended Market Index Fund	**	4,233,192
	Vanguard	Target Retirement Income Fund	**	2,417,995
	Vanguard	Target Retirement 2015 Fund	**	1,535,671
	Vanguard	Target Retirement 2020 Fund	**	4,138,573
	Vanguard	Target Retirement 2025 Fund	**	6,429,322
	Vanguard	Target Retirement 2030 Fund	**	8,722,565
	Vanguard	Target Retirement 2035 Fund	**	5,594,220
	Vanguard	Target Retirement 2040 Fund	**	4,464,702
	Vanguard	Target Retirement 2045 Fund	**	5,173,316
	Vanguard	Target Retirement 2050 Fund	**	4,147,398
	Vanguard	Target Retirement 2055 Fund	**	4,616,388
	Vanguard	Target Retirement 2060 Fund	**	2,019,833
	Invesco	Global Real Estate Fund	**	567,512
	T. Rowe Price	Blue Chip Growth Fund	**	13,510,715
	Dodge & Cox	Stock Fund	**	5,009,114
	Dodge & Cox	International Stock Fund	**	3,990,196
	Metropolitan West	Total Return Bond Fund	**	1,446,311
				107,892,601
	Collective Trust Fund:			
*	Fidelity	Managed Income Portfolio - Class I	**	306,258
				114,449,780
*	**Participant Loans**	4.25% - 6.50%	0	3,156,174
				$ 117,605,954

* A party in interest as defined by ERISA.

** Cost omitted for participant-directed investments.

U.S. SILICA RETIREMENT SAVINGS PLAN
EIN: 23-0958670 PLAN # 029
SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
For the Year Ended December 31, 2019

Participant Contributions Transferred Late to the Plan	Total That Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if late participant loan repayments are included: X	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
$ 180,054	$ 180,054			