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REGISTRATION STATEMENT NO.: 333-186406

U.S. Silica

Common Equity Offering
March 2013

Disclaimers

This presentation contains forward-looking statements that reflect, when made, our current views with respect to current events and financial performance. Such forward-looking statements are subject to many risks, uncertainties and factors relating to our operations and business environment, which may cause our actual results to be materially different from any future results, express or implied, by such forward-looking statements. All statements that address future operating, financial or business performance or our strategies or expectations are forward-looking statements. In some cases, you can identify these statements by forward-looking words such as “may,” “might,” “will,” “should,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “projects,” “potential,” “outlook” or “continue,” and other comparable terminology. Factors that could cause actual results to differ materially from these forward-looking statements include, but are not limited to, those discussed in our filings with the Securities and Exchange Commission, incorporated by reference into the prospectus, including our most recent Annual Report on Form 10-K and our Quarterly Reports on Form 10-Q. New risks and uncertainties arise from time to time, and it is impossible for us to predict these events or how they may affect us. We disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events and/or otherwise, except to the extent required by law.

This presentation includes certain non-GAAP financial measures, including Adjusted EBITDA and Segment Contribution Margin. These measures should be considered supplemental to and not a substitute for financial information prepared in accordance with GAAP and may differ from similarly titled measures used by others. For a reconciliation of such measures to the most directly comparable GAAP term, please see Appendix A to this presentation.

U.S. Silica Holdings, Inc. has filed a registration statement (including a prospectus) and preliminary prospectus supplement with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the preliminary prospectus supplement and the other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and preliminary prospectus supplement if you request them by calling Morgan Stanley & Co. LLC at 1-866-718-1649 or Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-866-500-5408.

Offering Summary

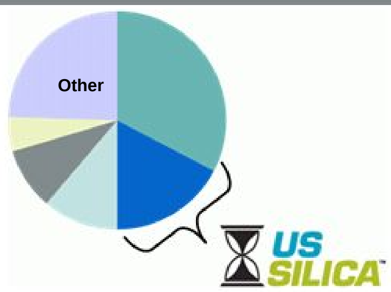
Issuer:	U.S. Silica Holdings, Inc.
Exchange / Ticker:	NYSE / SLCA
Number of Shares Offered:	8,500,000 shares (100% secondary)
Pro Forma Shares Outstanding:	52,946,821 shares
Pro Forma Ownership:	GGC USS Holdings, LLC: 59% (with greenshoe)
Over-Allotment Option:	15% (100% secondary)
Lock-up:	90 Days for Company, Directors, Officers & Selling Stockholders
Expected Pricing:	March 13, 2012 (Wednesday)
Joint Bookrunners:	Morgan Stanley, Bank of America Merrill Lynch, Simmons & Co., Jefferies, Wells Fargo

U.S. Silica is Attractively Positioned

Company Profile

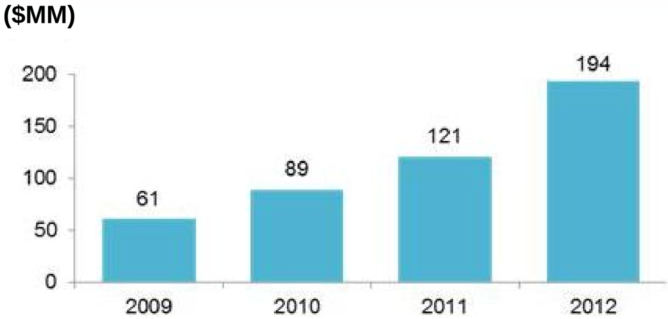
- Leading industrial minerals supplier
- Over 250 products and 1,800 customers
  - Oil & Gas Proppants: Frac sand
  - Industrial & Specialty: Glass, coatings, foundry
- 15 facilities and over 100 years of history
  - Flagship Ottawa site home of 'Ottawa White'
- 307 million tons of high quality reserves
- 7.2 million tons sold in FY 2012
- FY 2012 revenues of $441.9 million
- FY 2012 Adjusted EBITDA of $150.6 million (1)

Commercial Silica Market Share



Source: Company Estimates

Contribution Margin (1)



(1) See Appendix A for reconciliations to GAAP

SLCA: A Diversified Option to Play NA Shale Growth

Rapid Demand Growth	Early Innings of Shale Revolution	Proppant demand growth > rig count growth
Low Cost Supply is Constrained	Difficult to Find, Permit and Build New Mines	Long lead times, frequent capacity shortages
Risk Diversification	Stable Industrial Business and Versatile Oil & Gas Products	Multitude of end users, independent of specific basins or commodities
Sustainable Competitive Advantages	Low Cost, Multi-Plant Network with Integrated Supply Chain	Direct access to Class I rail, barge and transloads from 15 facilities
Line of Site Organic Growth	New Capacity / New Products / New Thinking	Significant new Oil & Gas capacity + ISP growth initiatives

Frac Sand Demand Outstrips Drilling Activity

Horizontal Rig Count ✖ Wells per Rig ✖ Lateral Length ✖ Stages per Lateral ✖ Proppant per Stage = Proppant Demand

Growth Drivers

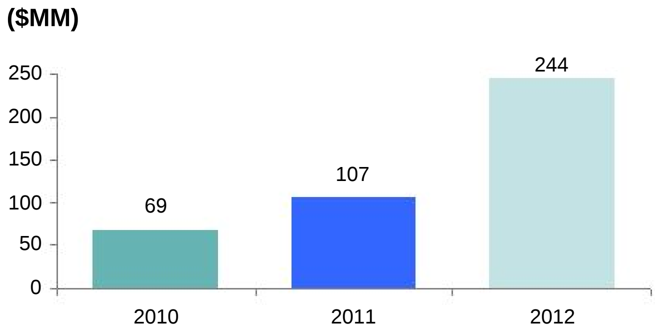
- Proppant growth has recently outpaced rig count growth due to higher service intensity
- Pressure pumpers are increasing fracing efficiencies and completing jobs faster
- Wells per rig increased as operators found new drilling efficiencies
- Laterals grew longer and stages increased as fracturing technology advanced
- Proppant per stage grew denser as operators experimented with new well designs

Oil & Gas: 2012 Performance

FINANCIAL PERFORMANCE

	2012	2011	Growth
Sales	$243.8	$107.1	**128%**
Contribution Margin	$140.1	$67.6	**107%**
% Margin	57%	63%	

Oil and Gas Sales



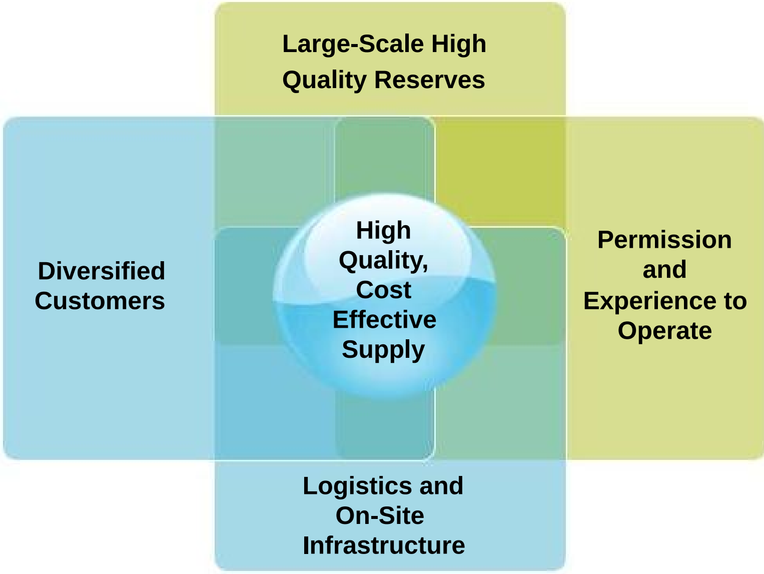
KEY ACCOMPLISHMENTS

- Developed Greenfield mine and processing plant in Sparta, WI
- Expanded strategic customer partnerships
- Developed new resin coated sand facility in Rochelle, IL
- Partnered with BNSF railroad to construct new transload facility in San Antonio, TX
- Increased transload network from 5 to16 locations and expanded sales volumes

New Projects Face High Hurdles

Barriers to *Entry*

- Sphericity, solubility, size, crush strength (14 API specifications)



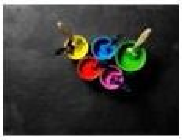
- Ability to “spec-in” to industrial customer production processes

- Long approval process (1 – 3 years)
- Federal / state / local mining, air, water, reclamation permits
- Premium on know-how and expertise

- Rail access to major basins

Barriers to *Success*

Unique Industrial & Specialty Position

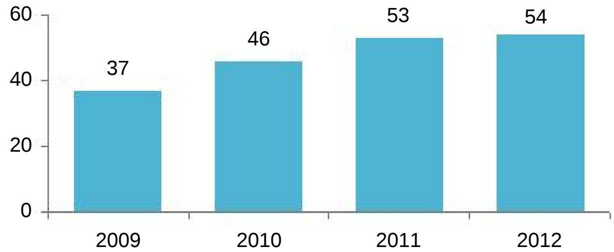
Segment		Applications
Glass		Smartphones, tablets, containers, automotive glass and fiberglass
Building Products		Mortars and grouts, specialty cements, roofing shingles and insulation
Foundry		Molds for high temperature castings and metal casting products
Chemicals		Silicon-based chemicals used in food processing, detergents and polymer additives
Fillers and Extenders		Performance coatings, architectural, industrial and traffic paints, EMC and silicone rubber

Drivers of Stability

- U.S. Silica's multiple plants provide supply redundancy and low transportation costs
- Often a single source supplier
- Spec'd in to customer formulas due to unique silica characteristics
- Low customer turnover

Stable and Growing Profitability

(Segment Contribution Margin, in $MM)



Transforming the ISP Segment

Invest in Talent

- New VP/GM
- Market Development team
- Technical Sales capability

Enhance R&D

- New Technical Director
- Product Development capability
- State-of-the-art lab
- Customer technical support

Implement New Technology

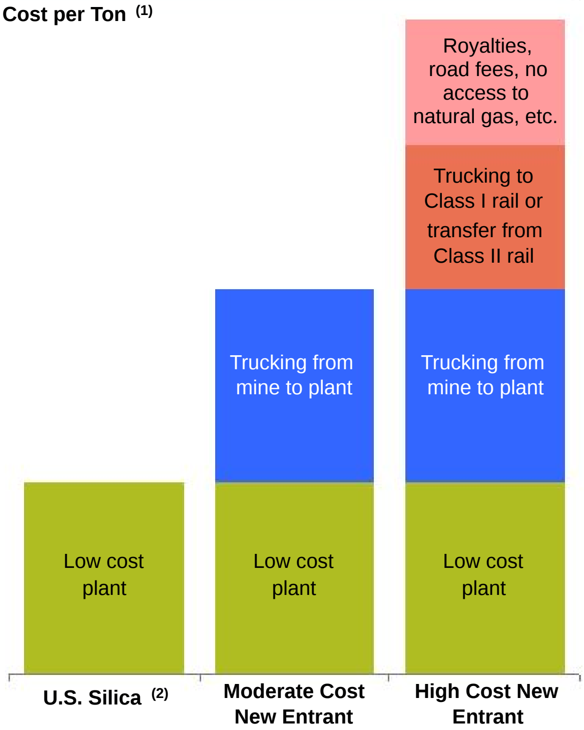
- Specialty deposits
- Enhanced processing
- Investing in new production capability for specialized applications

$s per ton — **Growing our Specialty and Performance Products** — **$s per kilo**

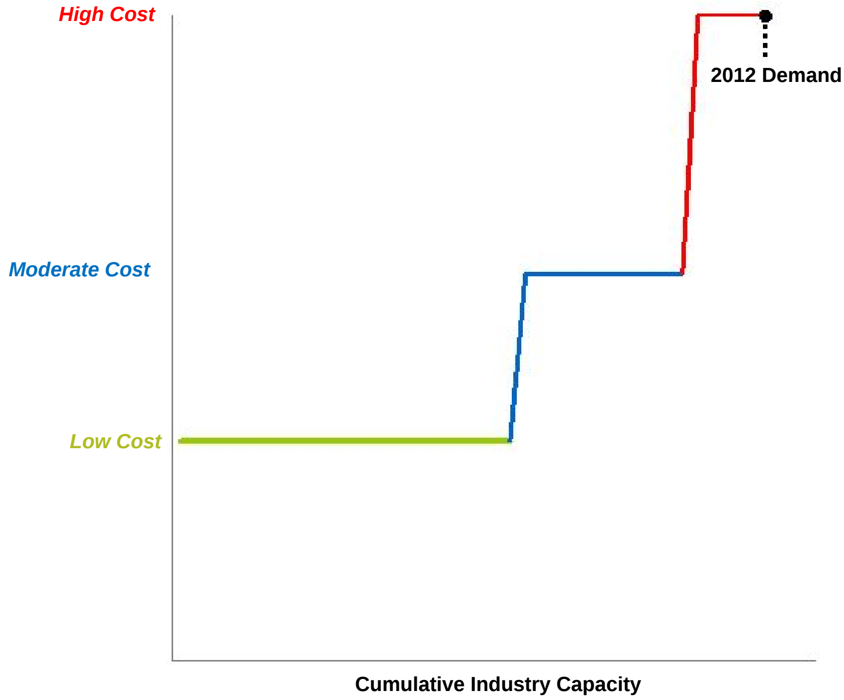
Whole Grain Bulk	**Characteristics**	Ground High Purity
Automotive Glass Roofing Shingles	**Uses**	High-end Electronics Specialty Coatings
~300 Miles	**Shipping Radius**	Global

Structural Cost Advantage Within Industry

U.S. Silica Frac Plants vs. New Project Examples

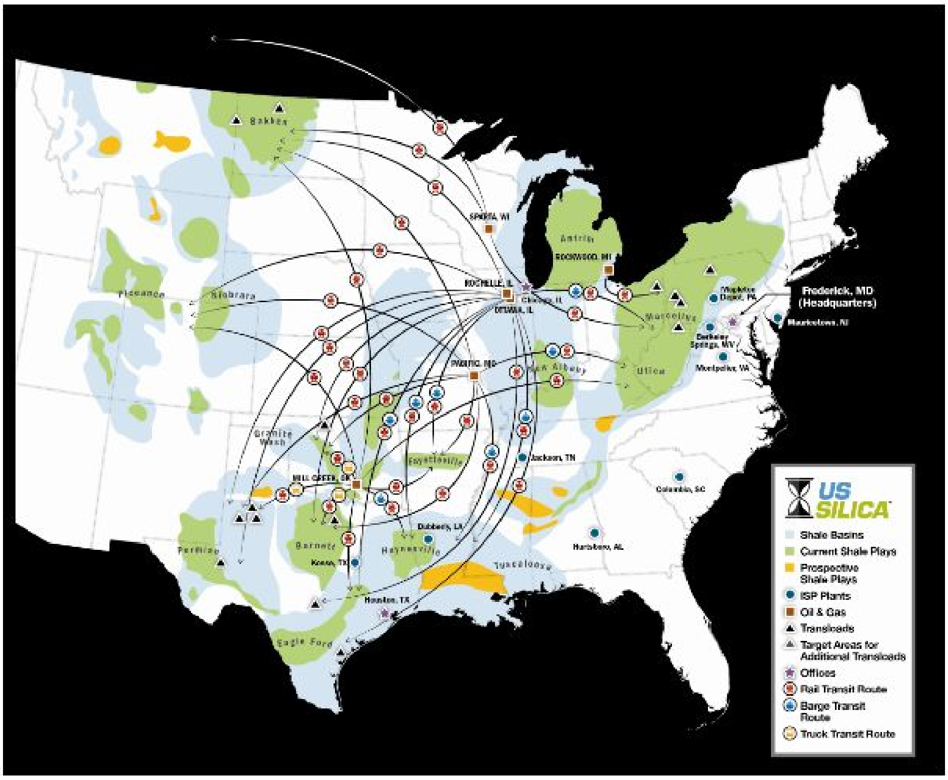


2012 Industry Cost Curve



(1) Cost per ton to Class I rail
(2) Represents U.S. Silica's four plants used for frac sand

Differentiated Footprint and Transportation Network



Right Product, Right Place, Right Time

Transportation Assets

- Railroad access on BNSF, Union Pacific, CN, CP and CSX
- Barge access
- 15 in-basin transloads, many of which can be turned 'on' or 'off' to meet demand
- Anticipate 25 to 30 transloads by the end of 2013

U.S. Silica Advantages

- Scale
- Reliability
- Flexibility
- Cost effectiveness

A Multi-Plant Network is Required for National Coverage

US SILICA

Class I Rail Serving U.S. Silica Plants

Basins Served Directly

	BNSF Railway	CN	Canadian Pacific	CSX / NS Norfolk Southern	Union Pacific
East Bakken	✓		✓		
West Bakken	✓				
Eagle Ford	✓				✓
Marcellus/Utica		✓		✓	
North Permian	✓				✓
Central Permian					✓
South Permian	✓				✓
Rockies	✓				✓
Mid-Continent (OK, KS, TX)	✓				✓
Canada		✓	✓		

Most WI startups are on the CN network or Class II rail

U.S. Silica's Highly Efficient Logistic Solutions

Plant → Unit Train → Transload → Well Head

What is a Unit Train?

- Consists of 70-100 cars (8k -11k tons) that are shipped direct from origin to destination
- Streamlines shipping process by sending railcars in an express loop and reducing railcar cycle time by 75%
- Reduces cost and ensures higher quality control

Challenges of Running Unit Trains

- Only works for high volume plants that can fill all cars in a short time and without incurring demurrage
- Must have a destination capable of quickly unloading and storing large volumes, such as our San Antonio transload

What is a Transload?

- Rail terminal located in the basin
- Proppant is unloaded from railcars and stored for trucking to the wellhead
- Includes storage silos, equipment for loading/unloading and local staff

Our Design Offers Key Advantages

- Dedicated storage allows us to control quality further into the supply chain
- Vertical silos, gravity fed loadout and automated billing drive a 6-8 minute turnaround time for trucks
- Track length allows unit train deliveries
- Large storage capacity enables high margin 'spot sales'

Long-Standing Customer Relationships

U.S. Silica Benefits	How We Work With Customers	Customer Benefits
• Competitive advantage over new entrants • Higher contribution margin for in-basin delivery • Consistent demand • Improved shipment and inventory planning • Lower supply chain and logistics costs	• Provide large scale, multi-plant access on nearly every major Class I rail line • Build in-basin storage and transloads together • Sync with customers demand • Jointly plan shipments and inventory levels • Jointly plan shipping assets (rail cars) and unit trains	• Flexibility to cost efficiently move crews between basins • Readily available inventory in all major basins • Assured supply • Improved shipment and inventory planning • Lower supply chain and logistics costs
Growth and Flexibility	**Deeply Embedded Solutions**	**Helping Customers Win**

Mutually Profitable, Long-Term Customer Relationships.

Line-of-Sight Oil & Gas Organic Growth Elements

Initiatives	Description
1Q13: Rochelle Resin-Coated Proppant (RCS)	• **Phase I Capacity: 200k tons** • Phase I Capital: $36MM • Best-in-class team • Close access to high quality coarse substrate from our Ottawa facility • Access to 2 Class I railroads and barging • Completing product testing and building inventory • Option to double production capacity
2Q13: Sparta Greenfield Mine	• **Phase I Capacity: 750-850k tons** • Phase I Capital: $50-$60MM • 36 million tons of coarse, Northern White reserves • On-site access to Class I railroad • Actively marketing new supply • Option to double production capacity

Robust U.S. Silica Growth Platform

Line-of-Sight Oil & Gas Projects
- Resin-Coated Proppant Plant: Q1 2013
- Sparta Raw Sand Greenfield Mine: Q2 2013

Capacity Expansion Opportunities
- Sparta Phase II: 750 – 850k additional tons of capacity
- RCS Phase II: ability to add 200k additional tons of capacity

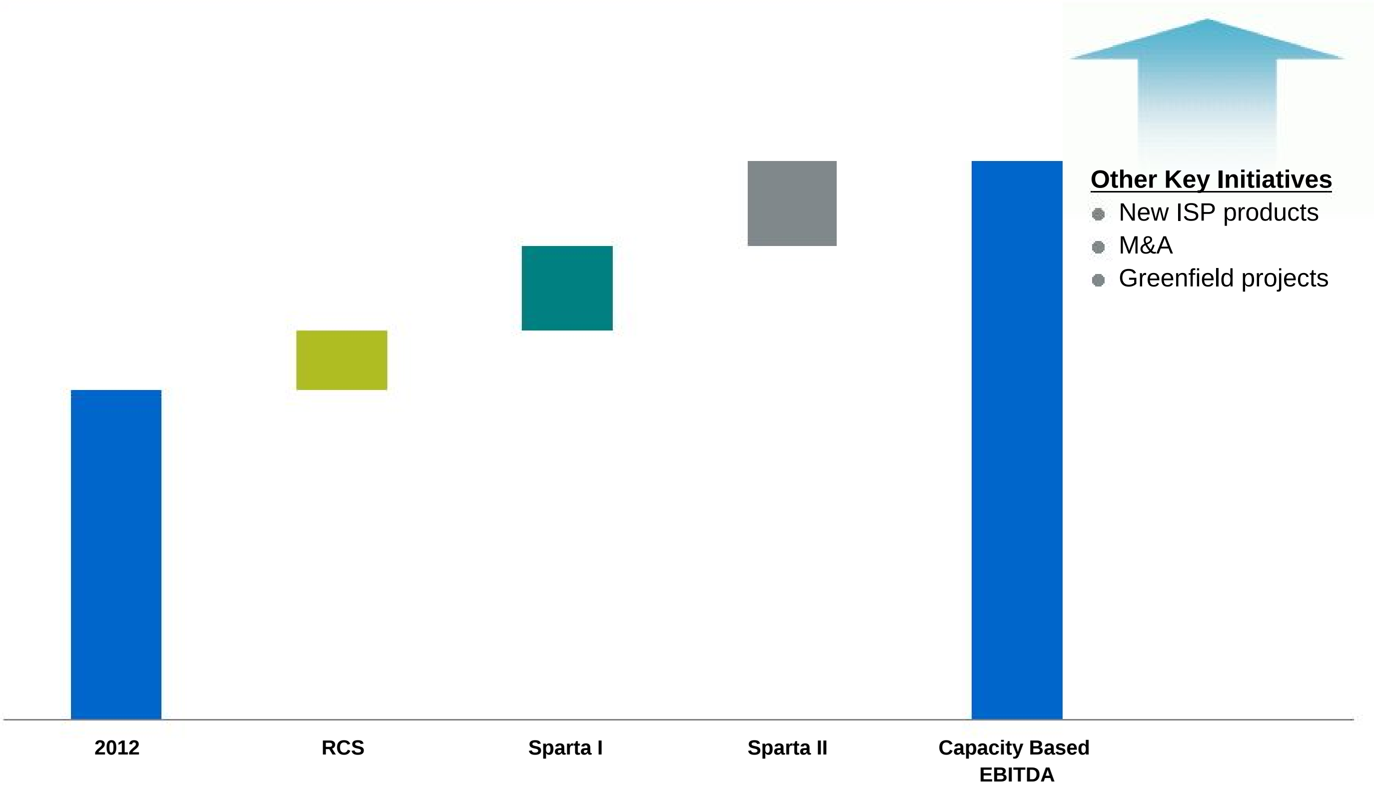
ISP Innovation
- Investing in new capability for specialized applications
- Focused on high-end end segments with global reach

Greenfield Opportunities
- Unparalleled industry expertise in mine development
- Recent success with Sparta Project

Attractive M&A
- Advantaged position to act as an industry consolidator
- Potential to create value through logistics network

Potential Future Run-Rate Profitability

EBITDA Supported By Total Potential Capacity



Strong Balance Sheet to Fund Growth Initiatives

Summary Capitalization (US$ in thousands)	12/31/2012	12/31/2011
Cash and Cash Equivalents	$ 61,022	$ 59,199
Asset-Based Revolving Line-of-Credit	–	–
Term Loan Facility	255,425	257,857
Other Borrowings	–	3,932
Total Debt	255,425	261,789
Net Debt	194,403	202,590
Leverage (Debt/Adj EBITDA) (1)	1.7x	2.8x
Net Leverage (Net Debt/Adj EBITDA) (1)	1.3x	2.2x

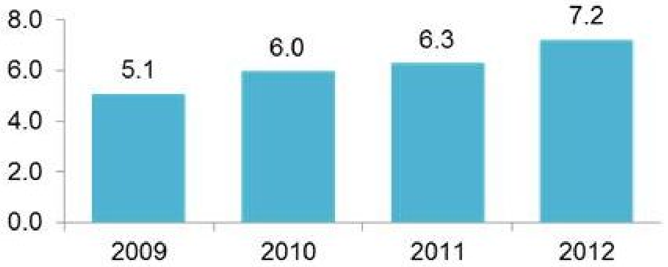
(1) Leverage and Net Leverage as of December 31, 2012 are calculated using LTM Adj EBITDA as of the reporting date

- $32.1MM capacity under asset-based revolving line-of-credit
- Total liquidity of ~$93MM for growth initiatives as of December 31, 2012
- Strong operating cash flows of $101MM for December 31, 2012

Historical Financial Summary

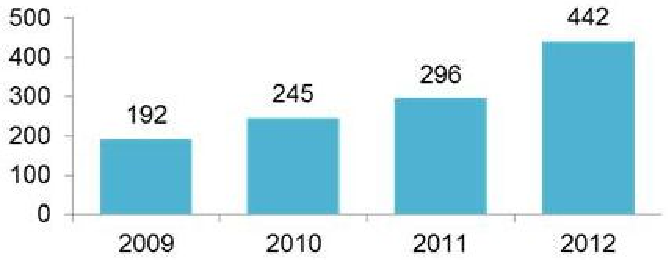
Volume

(MM Tons)



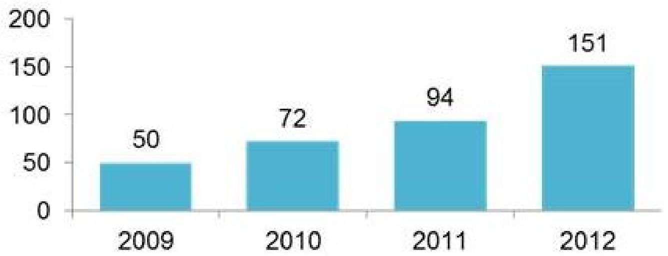
Revenue

($MM)



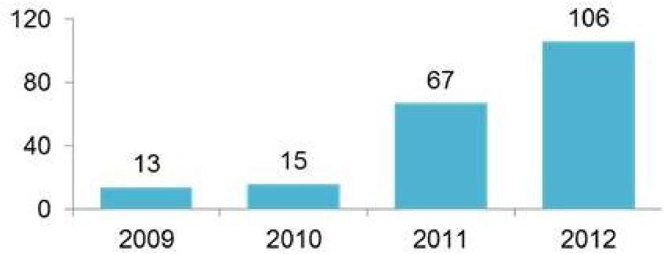
Adjusted EBITDA[1]

($MM)



Capital Expenditures

($MM)



(1) See Appendix A for GAAP reconciliation

Compelling Investment Opportunity

Proven Results	• 2x Revenue and 3x Adj. EBITDA over last 3 years • Diverse customer relationships • Strong operating cash flows
Unique Option to Play NA Shale Growth	• Economically irreplaceable ingredient • Strong long-term demand projections • Basin and service company independent
Industry Leader for More Than a Century	• Top market positions in most segments • Low cost operations with industry leading logistics • Complimentary industrials business
Clear Growth Opportunities	• Increased share of rapidly growing proppant segment • Introduce new, value added products • Highly accretive M&A opportunities

Appendix A

Non-GAAP Financial Performance Measures

Segment Contribution Margin

The Company organizes its business into two reportable segments, Oil & Gas Proppants and Industrial & Specialty Products, based on end markets. The reportable segments are consistent with how management views the markets served by the Company and the financial information reviewed by the chief operating decision maker. The Company manages its Oil & Gas Proppants and Industrial & Specialty Products businesses as components of an enterprise for which separate information is available and is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and assess performance.

An operating segment's performance is primarily evaluated based on segment contribution margin, which excludes certain corporate costs not associated with the operations of the segment. These corporate costs are separately stated and include costs that are related to functional areas such as operations management, corporate purchasing, accounting, treasury, information technology, legal and human resources. The Company believes that segment contribution margin, as defined above, is an appropriate measure for evaluating the operating performance of its segments. However, this measure should be considered in addition to, not a substitute for, or superior to, income from operations or other measures of financial performance prepared in accordance with generally accepted accounting principles. For a reconciliation of segment contribution margin to its most directly comparable GAAP financial measure, see Note T to our financial statements in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012.

Adjusted EBITDA

Adjusted EBITDA is not a measure of our financial performance or liquidity under GAAP and should not be considered as an alternative to net income as a measure of operating performance, cash flows from operating activities as a measure of liquidity or any other performance measure derived in accordance with GAAP. Additionally, Adjusted EBITDA is not intended to be a measure of free cash flow for management's discretionary use, as it does not consider certain cash requirements such as interest payments, tax payments and debt service requirements. Adjusted EBITDA contains certain other limitations, including the failure to reflect our cash expenditures, cash requirements for working capital needs and cash costs to replace assets being depreciated and amortized, and excludes certain non-recurring charges that may recur in the future. Management compensates for these limitations by relying primarily on our GAAP results and by using Adjusted EBITDA only as a supplement. Our measure of Adjusted EBITDA is not necessarily comparable to other similarly titled captions of other companies due to potential inconsistencies in the methods of calculation.

Reconciliation (Adjusted EBITDA to Net Income)

Reconciliation of Adjusted EBITDA		
US$ in thousands	12/31/12	12/31/11
Net Income	79,154	30,253
Total Interest Expense, Net of Interest Income	13,615	18,347
Provisions of Taxes	30,651	7,162
Total Depreciation, Depletion and Amortization Expenses	25,099	20,999
EBITDA	**148,519**	**76,761**
Non-Cash Deductions, Losses and Charges (1)	379	(526)
Non-Recurring Expenses (Income) (2)	(4,206)	(2,028)
Transaction Expenses (3)	156	6,043
Permitted Management Fees and Expenses (4)	-	9,250
Non-Cash Incentive Compensation (5)	2,330	1,237
Post-Employment Expenses (Excluding Service Costs) (6)	1,794	1,689
Other Adjustments Allowable Under Existing Credit Agreements (7)	1,617	1,131
Adjusted EBITDA	**150,589**	**93,557**

See following page for explanation of adjustments to EBITDA

Reconciliation (Adjusted EBITDA to Net Income)

(1) Includes non-cash deductions, losses and charges arising from adjustments to estimates of a future litigation liability and the decision by our hourly workforce at our Rockwood facility to withdraw from a pension plan administered by a third party.

(2) Includes the gain on the sale of assets and the gain on insurance settlements.

(3) Includes natural gas hedging losses, purchase accounting adjustments, management bonuses and other expenses arising from the refinancing of our Term Loan and Revolver.

(4) Includes fees and expenses paid to Golden Gate Capital for ongoing consulting and management services provided pursuant to an Advisory Agreement entered into in connection with the Golden Gate Capital acquisition; this Advisory Agreement was terminated in connection with our IPO.

(5) Includes vesting of incentive equity compensation issued to our employees.

(6) Includes net pension costs and net post-retirement costs relating to pension and other post-retirement benefit obligations during the applicable period, but in each case excluding the service costs relating to benefits earned during such period.

(7) Reflects miscellaneous adjustments permitted under our existing credit agreements, including such items as expenses related to Sarbanes-Oxley implementation reviewing growth initiatives and potential acquisitions.