

MORGAN STANLEY & CO. LLC  
MERRILL LYNCH, PIERCE, FENNER & SMITH  
INCORPORATED

As Representatives of the several Underwriters

c/o Morgan Stanley & Co. LLC  
1585 Broadway  
New York, New York 10036

Merrill Lynch, Pierce, Fenner & Smith  
Incorporated  
One Bryant Park  
New York, New York 10036

January 27, 2012

Re: **U.S. Silica Holdings, Inc.**  
**Registration Statement on Form S-1**  
**Registration File No. 333-175636**

Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, N.E.  
Washington, D.C. 20549

Dear Sir/Madam:

Pursuant to Rule 460 of the General Rules and Regulations under the Securities Act of 1933 (the "**Act**"), we, as representatives of the several Underwriters, wish to advise you that 2,711 copies of the Preliminary Prospectus dated January 17, 2012, were distributed during the period January 17, 2012 through 5:00 p.m., Eastern Standard Time, January 26, 2012, to prospective underwriters, institutions, dealers and others.

We have been informed by the participating underwriters that they will comply with the requirements of Rule 15c2-8 under the Securities Exchange Act of 1934.

In accordance with Rule 461 of the Act, we hereby join in the request of U.S. Silica Holdings, Inc. for acceleration of the effective date of the above-named Registration Statement so that it becomes effective at 3:00 p.m. Eastern Standard Time on January 31, 2012, or as soon thereafter as practicable.

Very truly yours,

MORGAN STANLEY & CO. LLC  
MERRILL LYNCH, PIERCE, FENNER & SMITH  
INCORPORATED

Acting severally on behalf of  
themselves and the several  
Underwriters

By: Morgan Stanley & Co. LLC

By: /s/ Kathryn Bergsteinsson

Name: Kathryn Bergsteinsson

Title: Executive Director

By: Merrill Lynch, Pierce, Fenner & Smith  
Incorporated

By: /s/ Michele A. H. Allong

Name: Michele A. H. Allong

Title: Authorized Signatory

*[Signature Page to Underwriters' Acceleration Request]*