U.S. SILICA HOLDINGS, INC.
Form FWP
March 12, 2013

Common Equity Offering
March 2013
U.S. Silica
U.S. Silica
FREE WRITING PROSPECTUS DATED MARCH 12, 2013

FILED PURSUANT TO RULE 433
REGISTRATION STATEMENT NO.: 333-186406

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

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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.

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Offering Summary
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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

Commercial Silica Market Share
U.S. Silica is Attractively Positioned
Leading industrial minerals supplier
Over 250 products and 1,800 customers
15 facilities and over 100 years of history
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
$150.6
million
(1)
4
Company Profile
(1)
See Appendix A for reconciliations to GAAP
Source:
Company Estimates
Other
Contribution
Margin
(1)
($MM)
4
Oil & Gas Proppants: Frac sand
Industrial & Specialty: Glass, coatings, foundry
Flagship Ottawa site home of Ottawa White

5
SLCA: A Diversified Option to Play NA Shale Growth
Rapid Demand
Growth
Proppant
demand growth > rig
count growth
Early Innings of

Shale Revolution
Low Cost
Supply is
Constrained
Long lead times, frequent capacity
shortages
Difficult to Find, Permit
and Build New Mines
Risk
Diversification
Multitude of end users, independent of
specific basins or commodities
Stable Industrial Business and
Versatile Oil & Gas Products
Sustainable
Competitive
Advantages
Direct access to Class I rail, barge
and transloads
from 15 facilities
Low Cost, Multi-Plant Network
with Integrated Supply Chain
Line of Site
Organic Growth
Significant new Oil & Gas
capacity + ISP growth
initiatives
New Capacity / New Products / New Thinking
5

Frac Sand Demand Outstrips Drilling Activity
6
6
Horizontal
Rig Count
Wells
per Rig
Stages per

Lateral
Proppant Demand
Proppant
per Stage
Lateral
Length
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
Growth Drivers

69
107
244
0
50
100
150
200

250
2010
2011
2012
Oil & Gas: 2012 Performance
7
FINANCIAL PERFORMANCE
2012
2011
Growth
Sales
$243.8
$107.1
128%
Contribution
Margin
$140.1
$67.6
107%
% Margin
57%
63%
Developed Greenfield
mine
and
processing plant in Sparta, WI
Expanded
strategic customer partnerships
Developed new resin coated sand facility
in Rochelle, IL
Partnered with BNSF railroad to construct
new
transload
facility in San Antonio, TX
Increased
transload
network from 5 to16
locations and expanded sales volumes
KEY ACCOMPLISHMENTS
Oil and Gas Sales
($MM)

New Projects Face High Hurdles
8
Sphericity, solubility,
size, crush strength
(14 API specifications)
Large-Scale High
Quality Reserves
Rail access to

major basins
Long approval process (1 3 years)
Federal / state / local mining, air, water, reclamation permits
Premium on know-how and expertise
Logistics and On-Site Infrastructure
Permission and Experience to Operate
Diversified Customers
Ability to spec-in to industrial customer production processes
8
High Quality, Cost Effective Supply
Barriers to *Entry*
Barriers to *Success*

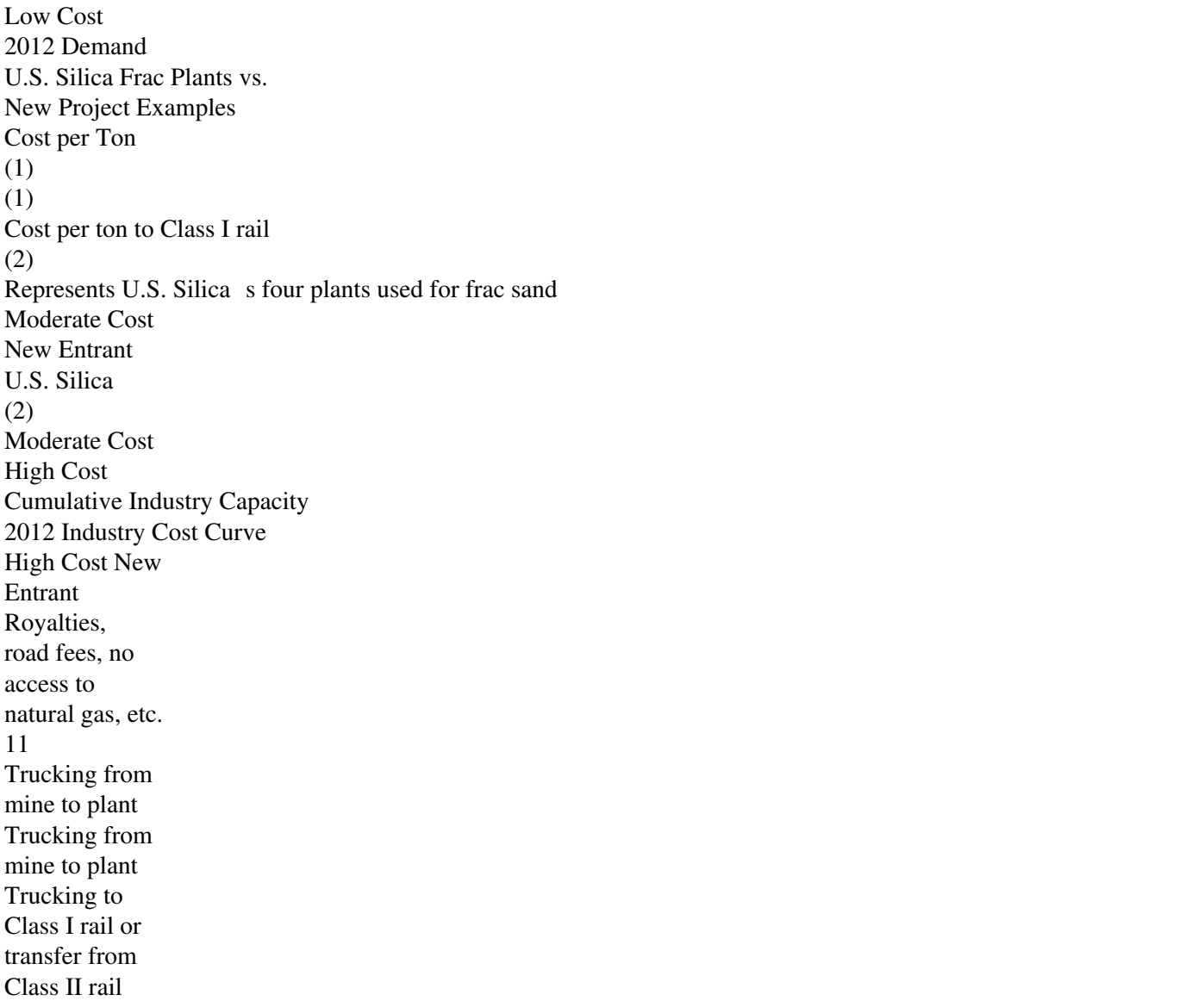
| Segment | Applications |
| --- | --- |
| Glass | Smartphones, tablets, containers, automotive glass and fiberglass |
| Building Products | Mortars and grouts, |

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
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
Drivers of Stability
Stable and Growing Profitability
(Segment Contribution Margin, in $MM)
Unique Industrial & Specialty Position
9
37
46
53
54
0
20
40
60
2009
2010
2011
2012

Growing our Specialty and Performance Products
Whole Grain
Bulk
Ground
High Purity
Automotive Glass
Roofing Shingles
High-end Electronics

Specialty Coatings
Characteristics
Uses
Invest in Talent
New VP/GM
Market Development team
Technical Sales capability
~300 Miles
Global
Shipping Radius
Transforming the ISP Segment
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
10
$s per ton
$s per kilo

Low cost
plant
Low cost
plant
Low cost
plant
11
Structural Cost Advantage Within Industry


Low Cost
2012 Demand
U.S. Silica Frac Plants vs.
New Project Examples
Cost per Ton
(1)
(1)
Cost per ton to Class I rail
(2)
Represents U.S. Silica s four plants used for frac sand
Moderate Cost
New Entrant
U.S. Silica
(2)
Moderate Cost
High Cost
Cumulative Industry Capacity
2012 Industry Cost Curve
High Cost New
Entrant
Royalties,
road fees, no
access to
natural gas, etc.
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Trucking from
mine to plant
Trucking from
mine to plant
Trucking to
Class I rail or
transfer from
Class II rail

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
Transportation Assets
Differentiated Footprint and Transportation Network
12
Scale
Reliability
Flexibility
Cost effectiveness
U.S. Silica Advantages
Right Product, Right Place, Right Time
12

A Multi-Plant Network is Required for National Coverage
Class I Rail Serving U.S. Silica Plants
Most WI
startups are on
the CN network
or Class II rail
13
13

East Bakken
West Bakken
Eagle Ford
Marcellus/Utica
North Permian
Central Permian
South Permian
Rockies
Mid-Continent (OK, KS, TX)
Canada

U.S. Silica s Highly Efficient Logistic Solutions
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
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
Our Design Offers Key Advantages
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
What is a Unit Train?
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
Challenges of Running Unit Trains
What is a Transload?
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Long-Standing Customer Relationships
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
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
Mutually Profitable, Long-Term Customer Relationships.
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U.S. Silica Benefits
Customer Benefits
How We Work With Customers
Growth and Flexibility
Deeply Embedded Solutions
Helping Customers Win

Line-of-Sight Oil & Gas Organic Growth Elements
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Initiatives
Description
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
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
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Robust U.S. Silica Growth Platform
Capacity Expansion
Opportunities
ISP Innovation
Line-of-Sight Oil & Gas
Projects
Resin-Coated Proppant Plant: Q1 2013

Sparta Raw Sand Greenfield Mine: Q2 2013
Greenfield Opportunities
Attractive M&A
Sparta
Phase
II:
750

850k
additional
tons
of
capacity
RCS Phase II: ability to add 200k additional tons of capacity
Investing in new capability for specialized applications
Focused on high-end end segments with global reach
Unparalleled industry expertise in mine development
Recent success with Sparta Project
Advantaged position to act as an industry consolidator
Potential to create value through logistics network

Potential Future Run-Rate Profitability
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18
2012
RCS
Sparta I
Sparta II
Capacity Based

EBITDA
EBITDA Supported By Total Potential Capacity
Other Key Initiatives
New ISP products
M&A
Greenfield projects

Strong Balance Sheet to Fund Growth Initiatives
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Summary Capitalization
(US$ in thousands)