PRIMARY LAYOUT
2013 YEAR-END TAX REPORTING INFORMATION

Primary Layout Report Date: 12/31/2013 **TARGET DELIVERY DATE: JANUARY 17, 2014**

This spreadsheet and the accompanying instructions do not constitute, and should not be considered a substitute for, legal advice. The rules governing the proper tax characterization of distributions by mutual funds can be complex. Each fund should consult its own tax advisor regarding the proper tax characterization and reporting of the fund's distributions. ***Please note that AMT should be provided in Column 31 as a percentage of Column 30, not an amount.***

Please list Securities in Cusip Order (Skip Rows Between Entries)

1	2	3	4	5	6	7	8	9	10	11	12	13
									Total	Year Included in Shareholders' Income		
Security									Distribution	2012	2014	2013
Description		Ticker	Estimated	Reclass	Corrected	Record	Ex-Dividend	Payable	Per Share	(Prior Year)	(Next Year)	(Current Year)
(Fund Name)	CUSIP	Symbol	(E)	(R)	(C)	Date	Date	Date	(11+12+13)			(14+15+22+26+28+30)
FlexShares Morningstar US Market Factor Tilt Index Fund	33939L100	TILT				12/31/2013	12/27/2013	1/3/2014	0.790364			0.790364
TOTALS:									**0.790364**			**0.790364**
FlexShares Morningstar Emerging Markets Factor Tilt Index Fund	33939L308	TLTE				12/31/2013	12/27/2013	1/3/2014	0.430062			0.430062
TOTALS:									**0.430062**			**0.430062**
FlexShares Morningstar Global Upstream Natural Resources Index Fund	33939L407	GUNR				12/31/2013	12/27/2013	1/3/2014	0.695189			0.695189
TOTALS:									**0.695189**			**0.695189**
FlexShares iBoxx 3-Year Target Duration TIPS Index Fund	33939L506	TDTT				2/5/2013	2/1/2013	2/7/2013	0.000000			0.000000
FlexShares iBoxx 3-Year Target Duration TIPS Index Fund	33939L506	TDTT				3/5/2013	3/1/2013	3/7/2013	0.000000			0.000000
FlexShares iBoxx 3-Year Target Duration TIPS Index Fund	33939L506	TDTT				4/3/2013	4/1/2013	4/5/2013	0.000000			0.000000
FlexShares iBoxx 3-Year Target Duration TIPS Index Fund	33939L506	TDTT				5/3/2013	5/1/2013	5/7/2013	0.000000			0.000000
FlexShares iBoxx 3-Year Target Duration TIPS Index Fund	33939L506	TDTT		R		6/5/2013	6/3/2013	6/7/2013	0.047957			0.047957
FlexShares iBoxx 3-Year Target Duration TIPS Index Fund	33939L506	TDTT				7/3/2013	7/1/2013	7/8/2013	0.000000			0.000000
FlexShares iBoxx 3-Year Target Duration TIPS Index Fund	33939L506	TDTT				8/5/2013	8/1/2013	8/7/2013	0.000000			0.000000
FlexShares iBoxx 3-Year Target Duration TIPS Index Fund	33939L506	TDTT				9/5/2013	9/3/2013	9/9/2013	0.000000			0.000000
FlexShares iBoxx 3-Year Target Duration TIPS Index Fund	33939L506	TDTT				10/3/2013	10/1/2013	10/7/2013	0.000000			0.000000
FlexShares iBoxx 3-Year Target Duration TIPS Index Fund	33939L506	TDTT				11/5/2013	11/1/2013	11/7/2013	0.000000			0.000000
FlexShares iBoxx 3-Year Target Duration TIPS Index Fund	33939L506	TDTT				12/4/2013	12/2/2013	12/6/2013	0.000000			0.000000
FlexShares iBoxx 3-Year Target Duration TIPS Index Fund	33939L506	TDTT				12/31/2013	12/27/2013	1/3/2014	0.000000			0.000000
TOTALS:									**0.047957**			**0.047957**
FlexShares iBoxx 5-Year Target Duration TIPS Index Fund	33939L605	TDTF				2/5/2013	2/1/2013	2/7/2013	0.000000			0.000000
FlexShares iBoxx 5-Year Target Duration TIPS Index Fund	33939L605	TDTF				3/5/2013	3/1/2013	3/7/2013	0.000000			0.000000
FlexShares iBoxx 5-Year Target Duration TIPS Index Fund	33939L605	TDTF				4/3/2013	4/1/2013	4/5/2013	0.000000			0.000000
FlexShares iBoxx 5-Year Target Duration TIPS Index Fund	33939L605	TDTF				5/3/2013	5/1/2013	5/7/2013	0.000000			0.000000
FlexShares iBoxx 5-Year Target Duration TIPS Index Fund	33939L605	TDTF				6/5/2013	6/3/2013	6/7/2013	0.032004			0.032004
FlexShares iBoxx 5-Year Target Duration TIPS Index Fund	33939L605	TDTF				7/3/2013	7/1/2013	7/8/2013	0.000000			0.000000
FlexShares iBoxx 5-Year Target Duration TIPS Index Fund	33939L605	TDTF				8/5/2013	8/1/2013	8/7/2013	0.000000			0.000000
FlexShares iBoxx 5-Year Target Duration TIPS Index Fund	33939L605	TDTF				9/5/2013	9/3/2013	9/9/2013	0.000000			0.000000
FlexShares iBoxx 5-Year Target Duration TIPS Index Fund	33939L605	TDTF				10/3/2013	10/1/2013	10/7/2013	0.000000			0.000000
FlexShares iBoxx 5-Year Target Duration TIPS Index Fund	33939L605	TDTF				11/5/2013	11/1/2013	11/7/2013	0.000000			0.000000
FlexShares iBoxx 5-Year Target Duration TIPS Index Fund	33939L605	TDTF				12/4/2013	12/2/2013	12/6/2013	0.000000			0.000000
FlexShares iBoxx 5-Year Target Duration TIPS Index Fund	33939L605	TDTF				12/31/2013	12/27/2013	1/3/2014	0.010653			0.010653
TOTALS:									**0.042657**			**0.042657**
Flexshares Global Quality Real Estate Index Fund	33939L787	GORE				12/31/2013	12/27/2013	1/3/2014	0.192693			0.192693
TOTALS:									**0.192693**			**0.192693**
FlexShares STOXX Global Broad Infrastructure Index Fund	33939L795	NFRA				12/31/2013	12/27/2013	1/3/2014	0.061230			0.061230
TOTALS:									**0.061230**			**0.061230**
FlexShares Morningstar Developed Ex-US Markets Factor Tilt Index Fund	33939L803	TLTD				12/31/2013	12/27/2013	1/3/2014	0.721681			0.721681
TOTALS:									**0.721681**			**0.721681**
FlexShares International Quality Dividend Defensive Index Fund	33939L811	IQDE				6/5/2013	6/3/2013	6/7/2013	0.264064			0.264064
FlexShares International Quality Dividend Defensive Index Fund	33939L811	IQDE				9/5/2013	9/3/2013	9/9/2013	0.093017			0.093017
FlexShares International Quality Dividend Defensive Index Fund	33939L811	IQDE				12/31/2013	12/27/2013	1/3/2014	0.126973			0.126973
TOTALS:									**0.484054**			**0.484054**
FlexShares International Quality Dividend Dynamic Index Fund	33939L829	IQDY				6/5/2013	6/3/2013	6/7/2013	0.265207			0.265207
FlexShares International Quality Dividend Dynamic Index Fund	33939L829	IQDY				9/5/2013	9/3/2013	9/9/2013	0.242579			0.242579
FlexShares International Quality Dividend Dynamic Index Fund	33939L829	IQDY				12/31/2013	12/27/2013	1/3/2014	0.143020			0.143020
TOTALS:									**0.650806**			**0.650806**
FlexShares International Quality Dividend Index Fund	33939L837	IQDF				6/5/2013	6/3/2013	6/7/2013	0.121568			0.121568
FlexShares International Quality Dividend Index Fund	33939L837	IQDF				9/5/2013	9/3/2013	9/9/2013	0.156725			0.156725
FlexShares International Quality Dividend Index Fund	33939L837	IQDF				12/31/2013	12/27/2013	1/3/2014	0.154474			0.154474
TOTALS:									**0.432767**			**0.432767**
FlexShares Quality Dividend Defensive Index Fund	33939L845	QDEF				3/5/2013	3/1/2013	3/7/2013	0.033842			0.033842
FlexShares Quality Dividend Defensive Index Fund	33939L845	QDEF				6/5/2013	6/3/2013	6/7/2013	0.139167			0.139167
FlexShares Quality Dividend Defensive Index Fund	33939L845	QDEF				9/5/2013	9/3/2013	9/9/2013	0.184567			0.184567
FlexShares Quality Dividend Defensive Index Fund	33939L845	QDEF				12/31/2013	12/27/2013	1/3/2014	0.325718			0.325718
TOTALS:									**0.683294**			**0.683294**
FlexShares Quality Dividend Dynamic Index Fund	33939L852	QDYN				3/5/2013	3/1/2013	3/7/2013	0.104893			0.104893
FlexShares Quality Dividend Dynamic Index Fund	33939L852	QDYN				6/5/2013	6/3/2013	6/7/2013	0.158411			0.158411
FlexShares Quality Dividend Dynamic Index Fund	33939L852	QDYN				9/5/2013	9/3/2013	9/9/2013	0.249007			0.249007
FlexShares Quality Dividend Dynamic Index Fund	33939L852	QDYN				12/31/2013	12/27/2013	1/3/2014	0.302670			0.302670
TOTALS:									**0.814981**			**0.814981**
FlexShares Quality Dividend Index Fund	33939L860	QDF				3/5/2013	3/1/2013	3/7/2013	0.058211			0.058211
FlexShares Quality Dividend Index Fund	33939L860	QDF				6/5/2013	6/3/2013	6/7/2013	0.134278			0.134278
FlexShares Quality Dividend Index Fund	33939L860	QDF				9/5/2013	9/3/2013	9/9/2013	0.203631			0.203631
FlexShares Quality Dividend Index Fund	33939L860	QDF				12/31/2013	12/27/2013	1/3/2014	0.296640			0.296640
TOTALS:									**0.692760**			**0.692760**
FlexShares Ready Access Variable Income Fund	33939L886	RAVI				2/5/2013	2/1/2013	2/7/2013	0.018231			0.018231
FlexShares Ready Access Variable Income Fund	33939L886	RAVI				3/5/2013	3/1/2013	3/7/2013	0.024366			0.024366
FlexShares Ready Access Variable Income Fund	33939L886	RAVI				4/3/2013	4/1/2013	4/5/2013	0.027733			0.027733
FlexShares Ready Access Variable Income Fund	33939L886	RAVI				5/3/2013	5/1/2013	5/7/2013	0.031843			0.031843
FlexShares Ready Access Variable Income Fund	33939L886	RAVI				6/5/2013	6/3/2013	6/7/2013	0.012408			0.012408
FlexShares Ready Access Variable Income Fund	33939L886	RAVI				7/3/2013	7/1/2013	7/8/2013	0.027352			0.027352
FlexShares Ready Access Variable Income Fund	33939L886	RAVI				8/5/2013	8/1/2013	8/7/2013	0.030966			0.030966
FlexShares Ready Access Variable Income Fund	33939L886	RAVI				9/5/2013	9/3/2013	9/9/2013	0.028788			0.028788
FlexShares Ready Access Variable Income Fund	33939L886	RAVI				10/3/2013	10/1/2013	10/7/2013	0.020797			0.020797
FlexShares Ready Access Variable Income Fund	33939L886	RAVI				11/5/2013	11/1/2013	11/7/2013	0.029720			0.029720
FlexShares Ready Access Variable Income Fund	33939L886	RAVI				12/4/2013	12/2/2013	12/6/2013	0.054776			0.054776
FlexShares Ready Access Variable Income Fund	33939L886	RAVI				12/31/2013	12/27/2013	1/3/2014	0.005548			0.005548
TOTALS:									**0.312528**			**0.312528**

14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32
Form 1099 Box 1a Breakdown			Box 1a Total	Form 1099 Box 1b Breakdown			Box 1b Total	Box 2a	Box 2b	Box 2c	Box 2d	Box 3	Box 6	Box 8	Box 9			CUSIP
Income	Short-term	Foreign Tax	Ordinary Dividends	Qualified Income	Qualified Short-term	Qualified Foreign Tax	Qualified Dividends	Total Capital Gain Distr.	Unrecap Sec. 1250	Section 1202	Collectibles	Nondividend	Foreign Tax	Cash Liquidation	Noncash Liquidation	Exempt Interest	Percentage of AMT	Number Change
Dividends	Capital Gain	Paid	(14+15+16)	Dividends	Gains	Paid	(18+19+20)		Gain	Gain	(28%) Gain	Distributions	Paid	Distr	Distr	Dividends	in Column 30	(M) or (Y)
0.790364	0.000000		0.790364	0.790364			0.790364	0.000000										
0.790364	**0.000000**		**0.790364**				**0.790364**	**0.000000**										
0.430062	0.000000	0.095691	0.525753	0.254296		0.056582	0.310878	0.000000					0.095691					
0.430062	**0.000000**	**0.095691**	**0.525753**				**0.310878**	**0.000000**										
0.695189	0.000000	0.040144	0.735333	0.695189		0.040144	0.735333	0.000000					0.040144					
0.695189	**0.000000**	**0.040144**	**0.735333**				**0.735333**	**0.000000**										
0.000000	0.000000		0.000000				0.000000	0.000000										
0.000000	0.000000		0.000000				0.000000	0.000000										
0.000000	0.000000		0.000000				0.000000	0.000000										
0.000000	0.000000		0.000000				0.000000	0.000000										
0.006284	0.000000		0.006284				0.000000	0.000000				0.041673						
0.000000	0.000000		0.000000				0.000000	0.000000										
0.000000	0.000000		0.000000				0.000000	0.000000										
0.000000	0.000000		0.000000				0.000000	0.000000										
0.000000	0.000000		0.000000				0.000000	0.000000										
0.000000	0.000000		0.000000				0.000000	0.000000										
0.000000	0.000000		0.000000				0.000000	0.000000										
0.000000	0.000000		0.000000				0.000000	0.000000										
0.047957	**0.000000**		**0.047957**				**0.000000**	**0.000000**										
0.000000	0.000000		0.000000				0.000000	0.000000										
0.000000	0.000000		0.000000				0.000000	0.000000										
0.000000	0.000000		0.000000				0.000000	0.000000										
0.000000	0.000000		0.000000				0.000000	0.000000										
0.032004	0.000000		0.032004				0.000000	0.000000										
0.000000	0.000000		0.000000				0.000000	0.000000										
0.000000	0.000000		0.000000				0.000000	0.000000										
0.000000	0.000000		0.000000				0.000000	0.000000										
0.000000	0.000000		0.000000				0.000000	0.000000										
0.000000	0.000000		0.000000				0.000000	0.000000										
0.000000	0.000000		0.000000				0.000000	0.000000										
0.010653	0.000000		0.010653				0.000000	0.000000										
0.042657	**0.000000**		**0.042657**				**0.000000**	**0.000000**										
0.192693	0.000000		0.192693				0.000000	0.000000										
0.192693	**0.000000**		**0.192693**				**0.000000**	**0.000000**										
0.061230	0.000000	0.000212	0.061442	0.043565		0.000151	0.043716	0.000000					0.000212					
0.061230	**0.000000**	**0.000212**	**0.061442**				**0.043716**	**0.000000**										
0.721681	0.000000	0.052993	0.774674	0.645688		0.047413	0.693101	0.000000					0.052993					
0.721681	**0.000000**	**0.052993**	**0.774674**				**0.693101**	**0.000000**										
0.264064	0.000000	0.019144	0.283208	0.188779		0.013686	0.202465	0.000000					0.019144					
0.093017	0.000000	0.006744	0.099761	0.066498		0.004821	0.071319	0.000000					0.006744					
0.126973	0.000000	0.009205	0.136178	0.090773		0.006581	0.097354	0.000000					0.009205					
0.484054	**0.000000**	**0.035093**	**0.519147**	**0.346050**		**0.025088**	**0.371138**	**0.000000**										
0.265207	0.000000	0.023173	0.288380	0.187634		0.016395	0.204029	0.000000					0.023173					
0.242579	0.000000	0.021196	0.263775	0.171625		0.014996	0.186621	0.000000					0.021196					
0.143020	0.000000	0.012497	0.155517	0.101187		0.008842	0.110029	0.000000					0.012497					
0.650806	**0.000000**	**0.056866**	**0.707672**	**0.460446**		**0.040233**	**0.500679**	**0.000000**										
0.121568	0.000000	0.009741	0.131309	0.103625		0.008303	0.111928	0.000000					0.009741					
0.156725	0.000000	0.012558	0.169283	0.133592		0.010704	0.144296	0.000000					0.012558					
0.154474	0.000000	0.012377	0.166851	0.131674		0.01055	0.142224	0.000000					0.012377					
0.432767	**0.000000**	**0.034676**	**0.467443**	**0.368891**		**0.029557**	**0.398448**	**0.000000**										
0.033842	0.000000		0.033842	0.030522			0.030522	0.000000										
0.139167	0.000000		0.139167	0.125515			0.125515	0.000000										
0.184567	0.000000		0.184567	0.166461			0.166461	0.000000										
0.325718	0.000000		0.325718	0.293765			0.293765	0.000000										
0.683294	**0.000000**		**0.683294**	**0.585741**			**0.585741**	**0.000000**										
0.104893	0.000000		0.104893	0.079603			0.079603	0.000000										
0.158411	0.000000		0.158411	0.120218			0.120218	0.000000										
0.249007	0.000000		0.249007	0.188971			0.188971	0.000000										
0.302670	0.000000		0.302670	0.229696			0.229696	0.000000										
0.814981	**0.000000**		**0.814981**	**0.538885**			**0.538885**	**0.000000**										
0.058211	0.000000		0.058211	0.049735			0.049735	0.000000										
0.134278	0.000000		0.134278	0.114727			0.114727	0.000000										
0.203631	0.000000		0.203631	0.173982			0.173982	0.000000										
0.296640	0.000000		0.296640	0.253449			0.253449	0.000000										
0.692760	**0.000000**		**0.692760**	**0.542158**			**0.542158**	**0.000000**										
0.018231	0.000000		0.018231				0.000000	0.000000										
0.024366	0.000000		0.024366				0.000000	0.000000										
0.027733	0.000000		0.027733				0.000000	0.000000										
0.031843	0.000000		0.031843				0.000000	0.000000										
0.012408	0.000000		0.012408				0.000000	0.000000										
0.027352	0.000000		0.027352				0.000000	0.000000										
0.030966	0.000000		0.030966				0.000000	0.000000										
0.028788	0.000000		0.028788				0.000000	0.000000										
0.020797	0.000000		0.020797				0.000000	0.000000										
0.029720	0.000000		0.029720				0.000000	0.000000										
0.054776	0.000000		0.054776				0.000000	0.000000										
0.005548	0.000000		0.005548				0.000000	0.000000										
0.312528	**0.000000**		**0.312528**				**0.000000**	**0.000000**										

END