Secondary Layout Report Date:		12/31/2013		TARGET	DELIVERY I	DATE: JANUARY 24, 2014			
This spreadsheet and the accompanying instructions do not constitute, and advisor regarding the proper tax characterization and reporting of the fund's		nsidered a subs	stitute for, lega	al advice. The	rules governing the	he proper tax characterization of distribution	ons by mutual funds	can be complex. Each fund	should consult its own tax
advices regarding the proper tax orangers and reporting or the range									
Please list Securities in Cusip Order									
(Skip Rows Between Entries)			Expresse	d as an anr	nual percentac	ge with six (6) digits after the dec	imal point.		
1	2	3	4	5	6	7	8	9	10
			Reserved		Foreign	Optional	Optional	Threshold	Threshold
				Tax	Source	Foreign Source Income	Foreign Qualified	Requirements	Requirements
				Reportable	Income:	(% of Primary Layout Box 1a, Col. 17)	Dividend Income:	For Exempt Interest	For State and
Security Description		Ticker		on IRS Form	% of Box 1a, Col. 17 on	as adjusted for IRC	% of Box 1a, Col. 17 on	Dividends from Federal Obligations Not Satisfied	Local Exempt Interest
Security Description (Fund and Class)	CUSIP	Symbol		8912	Primary Layout	904(b)(2)(B) type limitation for foreign QDI	Primary Layout	(Indicate by State)	(Indicate by State)
Traina ana Glacor	<u> </u>	Cymbol		0012	I milary Eayout	ior rereign &DT	I IIIIary Layout	(maleate by Gtato)	Indicate by Ctate)
FlexShares Morningstar US Markets Factor Tilt Index Fund	33939L100	TILT							
FlexShares Morningstar Emerging Markets Factor Tilt Index Fund	33939L308	TLTE			99.889324%		59.068300%		
FlexShares Morningstar Global Upstream Natural Resources Index Fund	33939L407	GUNR			72.101081%		72.101081%		
FlexShares iBoxx 3-Year Target Duration TIPS Index Fund	33939L506	TDTT							
FlexShares iBoxx 5-Year Target Duration TIPS Index Fund	33939L605	TDTF							
Flexshares Global Quality Real Estate Index Fund	33939L787	GORE							
FlexShares STOXX Global Broad Infrastructure Index Fund	33939L795	NFRA			29.316652%		20.858269%		
FlexShares Morningstar Developed Ex-US Markets Factor Tilt Index Fund	33939L803	TLTD			99.998630%		89.463788%		
FlexShares International Quality Dividend Defensive Index Fund	33939L811	IQDE			100.000000%		71.494745%		
FlexShares International Quality Dividend Dynamic Index Fund	33939L829	IQDY			100.000000%		70.754325%		
FlexShares International Quality Dividend Index Fund	33939L837	IQDF			100.000000%		85.242308%		
FlexShares Quality Dividend Defensive Index Fund	33939L845	QDEF							
FlexShares Quality Dividend Dynamic Index Fund	33939L852	QDYN							
FlexShares Quality Dividend Index Fund	33939L860	QDF							
FlexShares Ready Access Variable Income Fund	33939L886	RAVI							
END									
							1	1	

Secondary Layout Report Date:		12/31/2013											
This spreadsheet and the accompanying instructions do not constitute, and		nsidered a subs	t										
advisor regarding the proper tax characterization and reporting of the fund's	distributions.	1								1	1		
Please list Securities in Cusip Order													
(Skip Rows Between Entries)													
1	2	3	11	12	13	14	15	16	17	18	19	20	21
			% of Income										
			From Exempt	% of Taxable									
			Federal Securities:	Distribution									
Occupit a December Co.		T'al an	% of Box 1a,	Eligible for the									
Security Description (Fund and Class)	CUSIP	Ticker Symbol	Col. 17 on Primary	Dividend Received	٨١	AK	AZ	AR	CA	СО	СТ	DE	DC
(Fund and Class)	CUSIP	Symbol	<u>Layout</u>	<u>Deduction</u>	<u>AL</u>	AK	<u>AZ</u>	AR	CA	<u>co</u>	<u>C1</u>	DE	<u>DC</u>
FlexShares Morningstar US Markets Factor Tilt Index Fund	33939L100	TILT	0.003162%	98.543317%									
FlexShares Morningstar Emerging Markets Factor Tilt Index Fund	33939L308	TLTE	0.000000%	0.139780%									
FlexShares Morningstar Global Upstream Natural Resources Index Fund	33939L407	GUNR	0.000000%	35.663535%									
FlexShares iBoxx 3-Year Target Duration TIPS Index Fund	33939L506	TDTT	100.000000%	0.000000%									
FlexShares iBoxx 5-Year Target Duration TIPS Index Fund	33939L605	TDTF	100.000000%	0.000000%									
Flexshares Global Quality Real Estate Index Fund	33939L787	GORE	0.000000%	0.000000%									
FlexShares STOXX Global Broad Infrastructure Index Fund	33939L795	NFRA	0.000000%	29.080591%									
FlexShares Morningstar Developed Ex-US Markets Factor Tilt Index Fund	33939L803	TLTD	0.000000%	0.000000%									
FlexShares International Quality Dividend Defensive Index Fund	33939L811	IQDE	0.000000%	0.000000%									
FlexShares International Quality Dividend Dynamic Index Fund	33939L829	IQDY	0.000000%	0.866905%									
FlexShares International Quality Dividend Index Fund	33939L837	IQDF	0.000000%	0.869800%									
FlexShares Quality Dividend Defensive Index Fund	33939L845	QDEF	0.000000%	86.904371%									
FlexShares Quality Dividend Dynamic Index Fund	33939L852	QDYN	0.000000%	83.192586%									
FlexShares Quality Dividend Index Fund	33939L860	QDF	0.000000%	83.830521%									
FlexShares Ready Access Variable Income Fund	33939L886	RAVI	0.371537%	0.000000%									
END													
END													

Secondary Layout Report Date:		12/31/2013													
This spreadsheet and the accompanying instructions do not constitute, and sadvisor regarding the proper tax characterization and reporting of the fund's	should not be co distributions.	nsidered a subst													
Please list Securities in Cusip Order															
(Skip Rows Between Entries)	2	3	22	23	24	25	26	27	28	29	30	31	32	33	34
·	2	3		20	24	25	20	21	20	23	30	31	JZ	- 33	34
Security Description		Ticker			Guam										
(Fund and Class)	CUSIP	Symbol	<u>FL</u>	<u>GA</u>	<u>GQ</u>	<u>HI</u>	<u>ID</u>	<u>IL</u>	<u>IN</u>	<u>IA</u>	KS	<u>KY</u>	<u>LA</u>	<u>ME</u>	MD
FlexShares Morningstar US Markets Factor Tilt Index Fund	33939L100	TILT													
FlexShares Morningstar Emerging Markets Factor Tilt Index Fund	33939L308	TLTE													
FlexShares Morningstar Global Upstream Natural Resources Index Fund	33939L407	GUNR													
FlexShares iBoxx 3-Year Target Duration TIPS Index Fund	33939L506	TDTT													
FlexShares iBoxx 5-Year Target Duration TIPS Index Fund	33939L605	TDTF													
Flexshares Global Quality Real Estate Index Fund	33939L787	GORE													
FlexShares STOXX Global Broad Infrastructure Index Fund	33939L795	NFRA													
FlexShares Morningstar Developed Ex-US Markets Factor Tilt Index Fund	33939L803	TLTD													
FlexShares International Quality Dividend Defensive Index Fund	33939L811	IQDE													
FlexShares International Quality Dividend Dynamic Index Fund	33939L829	IQDY													
FlexShares International Quality Dividend Index Fund	33939L837	IQDF													
FlexShares Quality Dividend Defensive Index Fund	33939L845	QDEF													
FlexShares Quality Dividend Dynamic Index Fund	33939L852	QDYN													
FlexShares Quality Dividend Index Fund	33939L860	QDF													
FlexShares Ready Access Variable Income Fund	33939L886	RAVI													
END								+							

Secondary Layout Report Date:		12/31/2013													
This approach and the accompanying instructions do not constitute and	should not be see														
This spreadsheet and the accompanying instructions do not constitute, and sadvisor regarding the proper tax characterization and reporting of the fund's		onsidered a subst													
Please list Securities in Cusip Order															
(Skip Rows Between Entries)	2	3	25	20	37	20	20	10	44	40	40	44	45	46	47
1	2	3	35	36	3/	38	39	40	41	42	43	44	45	46	47
Security Description		Ticker													
(Fund and Class)	CUSIP	<u>Symbol</u>	<u>MA</u>	MI	MN	MS	<u>MO</u>	MT	<u>NE</u>	<u>NV</u>	<u>NH</u>	NJ	<u>NM</u>	<u>NY</u>	<u>NC</u>
FlexShares Morningstar US Markets Factor Tilt Index Fund	33939L100	TILT													
FlexShares Morningstar Emerging Markets Factor Tilt Index Fund	33939L308	TLTE													
FlexShares Morningstar Global Upstream Natural Resources Index Fund	33939L407	GUNR													
FlexShares iBoxx 3-Year Target Duration TIPS Index Fund	33939L506	TDTT													
FlexShares iBoxx 5-Year Target Duration TIPS Index Fund	33939L605	TDTF													
Flexshares Global Quality Real Estate Index Fund	33939L787	GORE													
FlexShares STOXX Global Broad Infrastructure Index Fund	33939L795	NFRA													
FlexShares Morningstar Developed Ex-US Markets Factor Tilt Index Fund	33939L803	TLTD													
FlexShares International Quality Dividend Defensive Index Fund	33939L811	IQDE													
FlexShares International Quality Dividend Dynamic Index Fund	33939L829	IQDY													
FlexShares International Quality Dividend Index Fund	33939L837	IQDF													
FlexShares Quality Dividend Defensive Index Fund	33939L845	QDEF													
FlexShares Quality Dividend Dynamic Index Fund	33939L852	QDYN													
FlexShares Quality Dividend Index Fund	33939L860	QDF													
FlexShares Ready Access Variable Income Fund	33939L886	RAVI													
END															

Secondary Layout Report Date:		12/31/2013													
This spreadsheet and the accompanying instructions do not constitute, and sadvisor regarding the proper tax characterization and reporting of the fund's		nsidered a subst													
advisor regarding the proper tax characterization and reporting or the fund's	distributions.														
Please list Securities in Cusip Order															
(Skip Rows Between Entries)															
1	2	3	48	49	50	51	52	53	54	55	56	57	58	59	60
				Northern											
				Mariana											US Virgin
Security Description	CLICID	Ticker	ND	Islands	ОН	OK	OR	PA	Puerto Rico	RI	SC	SD	TN	TX	Islands
(Fund and Class)	CUSIP	<u>Symbol</u>	ואט	CQ	<u>UH</u>	<u>UK</u>	UK	PA	RQ	KI	<u>3C</u>	<u>3D</u>	<u> 11N</u>	11	<u>VQ</u>
FlexShares Morningstar US Markets Factor Tilt Index Fund	33939L100	TILT													
FlexShares Morningstar Emerging Markets Factor Tilt Index Fund	33939L308	TLTE													
FlexShares Morningstar Global Upstream Natural Resources Index Fund	33939L407	GUNR													
FlexShares iBoxx 3-Year Target Duration TIPS Index Fund	33939L506	TDTT													
FlexShares iBoxx 5-Year Target Duration TIPS Index Fund	33939L605	TDTF													
Flexshares Global Quality Real Estate Index Fund	33939L787	GORE													
FlexShares STOXX Global Broad Infrastructure Index Fund	33939L795	NFRA													
FlexShares Morningstar Developed Ex-US Markets Factor Tilt Index Fund	33939L803	TLTD													
FlexShares International Quality Dividend Defensive Index Fund	33939L811	IQDE													
FlexShares International Quality Dividend Dynamic Index Fund	33939L829	IQDY													
FlexShares International Quality Dividend Index Fund	33939L837	IQDF													
FlexShares Quality Dividend Defensive Index Fund	33939L845	QDEF													
FlexShares Quality Dividend Dynamic Index Fund	33939L852	QDYN													
FlexShares Quality Dividend Index Fund	33939L860	QDF													
FlexShares Ready Access Variable Income Fund	33939L886	RAVI													
END															

Secondary Layout Report Date:		12/31/2013											
This spreadsheet and the accompanying instructions do not constitute, and		onsidered a subst											
advisor regarding the proper tax characterization and reporting of the fund	's distributions.					<u> </u>	1	I		1			1
Please list Securities in Cusip Order													
(Skip Rows Between Entries)			•	-									
1	2	3	61	62	63	64	65	66	67	68	69 Optional	70	71 Optional
											Ориона		Ориона
Security Description		Ticker										Federal Farm	Federal Home
(Fund and Class)	CUSIP	Symbol	<u>UT</u>	VT	<u>VA</u>	<u>WA</u>	WV	WI	WY	Other	U.S. Treasury	Credit Banks	Loan Banks
Ele Olesco Marcinesta IIO Marte Esche Till Inde Esch	000001.400	Tu T									0.0004000/		
FlexShares Morningstar US Markets Factor Tilt Index Fund	33939L100	TILT									0.003162%		
FlexShares Morningstar Emerging Markets Factor Tilt Index Fund	33939L308	TLTE									0.000000%		
Ele Oleman Maria de Olehal I la de an National Branche de Franche	000001 407	OLIND									0.0000000/		
FlexShares Morningstar Global Upstream Natural Resources Index Fund	33939L407	GUNR									0.000000%		
FlexShares iBoxx 3-Year Target Duration TIPS Index Fund	33939L506	TDTT									100.000000%		
	222221 225	TOTE									400,000,000		
FlexShares iBoxx 5-Year Target Duration TIPS Index Fund	33939L605	TDTF									100.000000%		
Flexshares Global Quality Real Estate Index Fund	33939L787	GORE									0.000000%		
FlexShares STOXX Global Broad Infrastructure Index Fund	33939L795	NFRA									0.000000%		
FlexShares Morningstar Developed Ex-US Markets Factor Tilt Index Fund	33939L803	TLTD									0.000000%		
·													
FlexShares International Quality Dividend Defensive Index Fund	33939L811	IQDE									0.000000%		
FlexShares International Quality Dividend Dynamic Index Fund	33939L829	IQDY									0.000000%		
FlexShares International Quality Dividend Index Fund	33939L837	IQDF									0.000000%		
FlexShares Quality Dividend Defensive Index Fund	33939L845	QDEF									0.000000%		
FlexShares Quality Dividend Dynamic Index Fund	33939L852	QDYN									0.000000%		
FlexShares Quality Dividend Index Fund	33939L860	QDF									0.000000%		
,													
FlexShares Ready Access Variable Income Fund	33939L886	RAVI									0.371537%		
END													

Secondary Layout Report Date:		12/31/2013									
This spreadsheet and the accompanying instructions do not constitute, and s	should not be co	nsidered a subs	t								
advisor regarding the proper tax characterization and reporting of the fund's of	distributions.										
Please list Securities in Cusip Order											
(Skip Rows Between Entries)											
1	2	3	72	73	74	75	76	77	78	79	80
						Optional				Optional	
			DIRECT FEDERA	AL OBLIGATIONS			INDIREC	T FEDERAL OBLI			
					Other				Other		
Consults Donovinting		Tieleen	Student Loan	Tennessee	Direct			Federal Home	Indirect	Repurchase	RI Five-Year
Security Description (Fund and Class)	CUSIP	Ticker Symbol	Marketing Association	Valley Authority	Federal Obligations	GNMA	FNMA	Loan Mortgage Corp	Federal Obligations	Agreements Income	Capital Gains
(Fulld alld Class)	COSIF	Symbol	ASSOCIATION	Authority	Obligations	GINIVIA	FINIVIA	Corp	Obligations	income	
FlexShares Morningstar US Markets Factor Tilt Index Fund	33939L100	TILT									
FlexShares Morningstar Emerging Markets Factor Tilt Index Fund	33939L308	TLTE									
FlexShares Morningstar Global Upstream Natural Resources Index Fund	33939L407	GUNR									
FlexShares iBoxx 3-Year Target Duration TIPS Index Fund	33939L506	TDTT									
FlexShares iBoxx 5-Year Target Duration TIPS Index Fund	33939L605	TDTF									
Flexshares Global Quality Real Estate Index Fund	33939L787	GORE									
FlexShares STOXX Global Broad Infrastructure Index Fund	33939L795	NFRA									
FlexShares Morningstar Developed Ex-US Markets Factor Tilt Index Fund	33939L803	TLTD									
FlexShares International Quality Dividend Defensive Index Fund	33939L811	IQDE									
FlexShares International Quality Dividend Dynamic Index Fund	33939L829	IQDY									
FlexShares International Quality Dividend Index Fund	33939L837	IQDF									
FlexShares Quality Dividend Defensive Index Fund	33939L845	QDEF									
FlexShares Quality Dividend Dynamic Index Fund	33939L852	QDYN									
FlexShares Quality Dividend Index Fund	33939L860	QDF									
FlexShares Ready Access Variable Income Fund	33939L886	RAVI									
END											

Secondary Layout Report Date:		12/31/2013								
This spreadsheet and the accompanying instructions do not constitute, and	should not be co	onsidered a subst								
advisor regarding the proper tax characterization and reporting of the fund's	distributions.					•	,	•		
Please list Securities in Cusip Order										
(Skip Rows Between Entries)										
1	2	3	81							
·		3	01							
			Supplemental							
Security Description		Ticker	Information							
(Fund and Class)	CUSIP	Symbol	Statement							
FlexShares Morningstar US Markets Factor Tilt Index Fund	33939L100	TILT								
riexonares Morningstar OS Markets Factor Tilt Index Fund	33939L100	IILI								
FlexShares Morningstar Emerging Markets Factor Tilt Index Fund	33939L308	TLTE								
- In a great - In										
FlexShares Morningstar Global Upstream Natural Resources Index Fund	33939L407	GUNR								
FlexShares iBoxx 3-Year Target Duration TIPS Index Fund	33939L506	TDTT								
Fig. Ob and 'Decore Type Townst Decor's a TIDO to the Feed	000001.005	TOTE								
FlexShares iBoxx 5-Year Target Duration TIPS Index Fund	33939L605	TDTF								
Flexshares Global Quality Real Estate Index Fund	33939L787	GORE								
rickshares clobal Quality Real Estate mack Fund	33333E101	OOKL								
FlexShares STOXX Global Broad Infrastructure Index Fund	33939L795	NFRA								
FlexShares Morningstar Developed Ex-US Markets Factor Tilt Index Fund	33939L803	TLTD								
FlexShares International Quality Dividend Defensive Index Fund	33939L811	IQDE								
FlexShares International Quality Dividend Dynamic Index Fund	33939L829	IQDY								
FlexShares international Quality Dividend Dynamic index Fund	33939L029	ועטו								
FlexShares International Quality Dividend Index Fund	33939L837	IQDF								
FlexShares Quality Dividend Defensive Index Fund	33939L845	QDEF			 					
			-							
FlexShares Quality Dividend Dynamic Index Fund	33939L852	QDYN								
FlovCharge Quality Dividend Index Fried	220201 000	ODE								
FlexShares Quality Dividend Index Fund	33939L860	QDF					1			
FlexShares Ready Access Variable Income Fund	33939L886	RAVI					+		-	
1 10XCHAIGO TOUGH / TOUGHO VAHADIO HIOOHIO I GHA	300001000	17777								
END										