

**SECONDARY LAYOUT
2013 YEAR-END TAX REPORTING INFORMATION**

Secondary Layout Report Date:		12/31/2013	TARGET DELIVERY DATE: JANUARY 24, 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 list Securities in Cusip Order										
(Skip Rows Between Entries)										
			Expressed as an annual percentage with six (6) digits after the decimal point.							
1	2	3	4	5	6	7	8	9	10	
			Reserved	Creditable Tax Reportable on IRS Form 8912	Foreign Source Income: % of Box 1a, Col. 17 on Primary Layout	Optional Foreign Source Income (% of Primary Layout Box 1a, Col. 17) as adjusted for IRC 904(b)(2)(B) type limitation for foreign QDI	Optional Foreign Qualified Dividend Income: % of Box 1a, Col. 17 on Primary Layout	Threshold Requirements For Exempt Interest Dividends from Federal Obligations Not Satisfied (Indicate by State)	Threshold Requirements For State and Local Exempt Interest Dividends Not Satisfied (Indicate by State)	
Security Description (Fund and Class)	CUSIP	Ticker Symbol								
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										

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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 Federal Securities: % of Box 1a, Col. 17 on Primary Layout	% of Taxable Distribution Eligible for the Dividend Received Deduction									
Security Description (Fund and Class)	CUSIP	Ticker Symbol			AL	AK	AZ	AR	CA	CO	CT	DE	DC
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%									
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Please list Securities in Cusip Order (Skip Rows Between Entries)															
1	2	3	22	23	24	25	26	27	28	29	30	31	32	33	34
Security Description (Fund and Class)	CUSIP	Ticker Symbol	FL	GA	Guam GQ	HI	ID	IL	IN	IA	KS	KY	LA	ME	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													
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Please list Securities in Cusip Order (Skip Rows Between Entries)															
1	2	3	35	36	37	38	39	40	41	42	43	44	45	46	47
Security Description (Fund and Class)	CUSIP	Ticker Symbol	MA	MI	MN	MS	MO	MT	NE	NV	NH	NJ	NM	NY	NC
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													
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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
Security Description (Fund and Class)	CUSIP	Ticker Symbol	ND	CQ	OH	OK	OR	PA	Puerto Rico RQ	RI	SC	SD	TN	TX	US Virgin Islands VQ
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													
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Please list Securities in Cusip Order													
(Skip Rows Between Entries)													
1	2	3	61	62	63	64	65	66	67	68	69	70	71
											<i>Optional</i>		<i>Optional</i>
Security Description (Fund and Class)	CUSIP	Ticker Symbol	UT	VT	VA	WA	WV	WI	WY	Other	U.S. Treasury	Federal Farm Credit Banks	Federal Home Loan Banks
FlexShares Morningstar US Markets Factor Tilt Index Fund	33939L100	TILT									0.003162%		
FlexShares Morningstar Emerging Markets Factor Tilt Index Fund	33939L308	TLTE									0.000000%		
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%		
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%		
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1	2	3	72	73	74	75	76	77	78	79	80
						<i>Optional</i>				<i>Optional</i>	
			DIRECT FEDERAL OBLIGATIONS				INDIRECT FEDERAL OBLIGATIONS				
					Other Direct Federal Obligations			Federal Home Loan Mortgage Corp	Other Indirect Federal Obligations	Repurchase Agreements Income	RI Five-Year Capital Gains
Security Description (Fund and Class)	CUSIP	Ticker Symbol	Student Loan Marketing Association	Tennessee Valley Authority		GNMA	FNMA				
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									
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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									
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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									
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<u>(Skip Rows Between Entries)</u>																				
1		2		3		81														
Security Description (Fund and Class)		CUSIP		Ticker Symbol		Supplemental Information Statement														
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																
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