

**CONSUMER MAGAZINE CIRCULATION STATEMENT
FOR THE 6 MONTH PERIOD ENDED DECEMBER 2009**

No attempt has been made to rank the information contained in this report in order of importance, since BPA Worldwide believes this is a judgment, which must be made by the user of the report.

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A not-for-profit organization since 1931, BPA Worldwide is governed by a tripartite board comprising media owners, advertising agencies and advertisers. Spanning 25 countries, BPA serves more than 2,000 B-to-B publications and 500 consumer magazines, plus newspapers, events, Web sites, email newsletters, databases, wireless and other advertiser-supported media—as well as more than 2,600 advertiser and agency members.

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Official Publication of:
Southwest Airlines
Established: 1971

MARKET SERVED

SOUTHWEST AIRLINES SPIRIT serves passengers of Southwest Airlines.

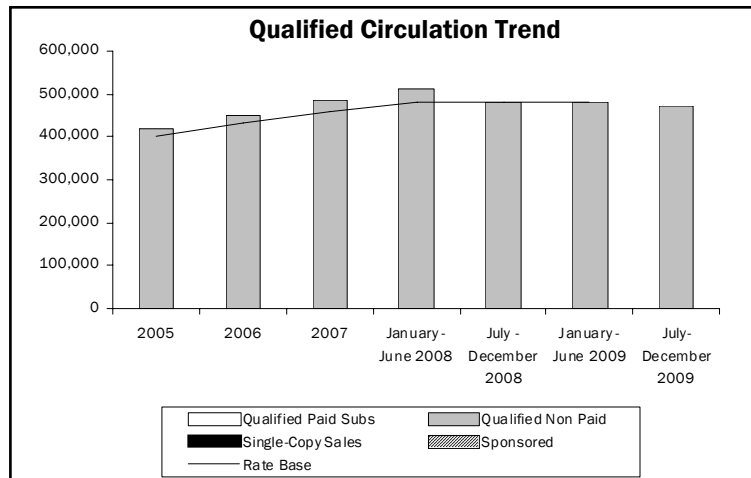
AVERAGE QUALIFIED CIRCULATION

Total Qualified _____	470,595
Average Rate Base _____	**NC
Variance +/- _____	**NC
Percent +/- _____	**NC
Qualified Paid _____	-
Subscriptions _____	-
Sponsored _____	-
Single-Copy Sales _____	-
Qualified Non-Paid _____	470,595

**NC = None Claimed

PRICE AND FREQUENCY

**NC	Average Annual Subscription Order Price for the Period Reported (Excluding Sponsored Subscriptions)
12	Issues Per Year
**NC	All Single-Copy Sales Prices for the Period



1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
	Qualified Paid		Qualified Non-Paid		Total Qualified	
	Copies	Percent	Copies	Percent	Copies	Percent
Individuals _____	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	470,595	100.0	470,595	100.0
Sponsored Individually Addressed _____	-	-	-	-	-	-
Sponsored Multi-Copy Same Addressee _____	-	-	-	-	-	-
Sub-Total Subscriptions _____	-	-	470,595	100.0	470,595	100.0
Single-Copy Sales _____	-	-	-	-	-	-
Sponsored Single-Copy Sales _____	-	-	-	-	-	-
TOTAL	-	-	470,595	100.0	470,595	100.0

2. QUALIFIED CIRCULATION BY ISSUES FOR PERIOD					
2009 Issue	Qualified Paid			Qualified Non-Paid	Total Qualified
	Single-Copy Sales	Subscriptions	Total		
July _____					480,225
August _____					480,240
September _____					480,240
October _____					461,820
November _____					460,335
December _____					460,710

TOTAL NEW AND RENEWED QUALIFIED PAID SUBSCRIPTIONS ORDERED/SOLD FOR THE PERIOD
Includes gross subscription sales/orders with unpaid invoices pending.

3A. PRICES

**PARAGRAPHS 3A AND 3B ARE NOT REQUIRED WHEN THE PAID CIRCULATION
IS LESS THAN 50% OF THE AVERAGE CIRCULATION**

3B. USE OF FREE PROMOTIONAL INCENTIVES

4. BREAKOUT OF QUALIFIED CIRCULATION TO THE CONSUMER MARKET FOR ISSUE OF NOVEMBER 2009		
This issue is 2.6% or 12,312 copies below the average of the other 5 issues reported in Paragraph two.		
EDITION	TOTAL QUALIFIED	PERCENT OF TOTAL
Southwest Airlines Passengers _____	460,335	100.0
TOTAL QUALIFIED CIRCULATION	460,335	100.0
PERCENT	100.0	

5. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2009							
QUALIFICATION SOURCE	Qualified Within			Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
	1 Year	2 Years	3 Years				
I. Direct Request: _____	-	-	-			-	-
II. Request from recipient's company: _____	-	-	-			-	-
III. Membership Benefit: _____	-	-	-			-	-
IV. Communication from recipient or recipient's company (other than request): _____	-	-	-			-	-
V. TOTAL – Sources other than above (listed alphabetically): _____	460,335	-	-			460,335	100.0
Rosters and Directories _____	-	-	-			-	-
Manufacturer's, distributor's, and wholesaler's lists _____	-	-	-			-	-
Other sources _____	460,335	-	-			460,335	100.0
VI. Single Copy Sales: _____	-	-	-			-	-
TOTAL QUALIFIED CIRCULATION	460,335	-	-			460,335	100.0
PERCENT	100.0	-	-			100.0	

6. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2009

State & Zip Code	Qualified Paid			Total Qualified Non-Paid	Total Qualified	Percent
	Single-Copy Sales	Subscriptions	Total Paid			
039-049 Maine _____					-	
030-038 New Hampshire _____					6,585	
050-059 Vermont _____					-	
010-027 Massachusetts _____					1,890	
028-029 Rhode Island _____					6,585	
060-069 Connecticut _____					4,710	
NEW ENGLAND					19,770	4.3
100-149 New York _____					16,935	
070-089 New Jersey _____					-	
150-196 Pennsylvania _____					14,130	
MIDDLE ATLANTIC					31,065	6.7
430-459 Ohio _____					9,420	
460-479 Indiana _____					6,585	
600-629 Illinois _____					27,360	
480-499 Michigan _____					4,710	
530-549 Wisconsin _____					1,890	
EAST NO. CENTRAL					49,965	10.9
550-567 Minnesota _____					2,835	
500-528 Iowa _____					-	
630-658 Missouri _____					9,420	
580-588 North Dakota _____					-	
570-577 South Dakota _____					-	
680-693 Nebraska _____					3,765	
660-679 Kansas _____					-	
WEST NO. CENTRAL					16,020	3.5
197-199 Delaware _____					-	
206-219 Maryland _____					27,285	
200-205 Washington, DC _____					1,890	
220-246 Virginia _____					2,835	
247-268 West Virginia _____					-	
270-289 North Carolina _____					5,640	
290-299 South Carolina _____					-	
300-319 Georgia _____					-	
320-349 Florida _____					43,320	
SOUTH ATLANTIC					80,970	17.6
400-427 Kentucky _____					2,835	
370-385 Tennessee _____					4,710	
350-369 Alabama _____					3,765	
386-397 Mississippi _____					1,890	
EAST SO. CENTRAL					13,200	2.9
716-729 Arkansas _____					1,890	
700-714 Louisiana _____					2,835	
730-749 Oklahoma _____					6,780	
750-799 Texas _____					65,070	
WEST SO. CENTRAL					76,575	16.6
590-599 Montana _____					-	
832-838 Idaho _____					1,890	
820-831 Wyoming _____					-	
800-816 Colorado _____					11,295	
870-884 New Mexico _____					6,630	
850-865 Arizona _____					34,380	
840-847 Utah _____					6,585	
889-898 Nevada _____					20,700	
MOUNTAIN					81,480	17.7
995-999 Alaska _____					-	
980-994 Washington _____					8,475	
970-979 Oregon _____					5,640	
900-961 California _____					77,175	
PACIFIC					91,290	19.8
UNITED STATES					460,335	100.0
969 & 004-009 U.S. Territories _____					-	
Canada _____					-	
Mexico _____					-	
Other International _____					-	
APO/FPO _____					-	
TOTAL QUALIFIED CIRCULATION					460,335	100.0

7. AVERAGE ANNUAL AUDITED QUALIFIED CIRCULATION AND CURRENT UNAUDITED CIRCULATION STATEMENTS						
6-Month Period Ended:	Audited Data	Audited Data	Audited Data	Audited Data	Circulation Claim	Circulation Claim
	2006	2007	January - June 2008	July - December 2008	January - June 2009*	July - December 2009*
Total Audit Average Qualified: _____	449,203	482,516	508,706	480,310	480,328	470,595
Rate Base (if any): _____	430,000	460,000	480,000	480,000	480,000	**NC
Rate Base +/-: _____	19,203	22,516	28,706	310	328	**NC
Percent +/-: _____	4.5	4.9	6.0	0.1	0.1	**NC
Qualified Paid : _____	-	-	-	-	-	-
Subscriptions _____	-	-	-	-	-	-
Sponsored _____	-	-	-	-	-	-
Single-Copy Sales _____	-	-	-	-	-	-
Qualified Non-Paid: _____	449,203	482,516	508,706	480,310	480,328	470,595
Post Expire Copies included in Total Qualified Circulation: _____	**NC	**NC	**NC	**NC	**NC	**NC
Average Annual Order Price: _____	**NC	**NC	**NC	**NC	**NC	**NC

***NOTE: January-June 2009 data is unaudited. With each successive period, new data will be added until six 6-month periods are displayed.**

**NC = None Claimed.

8. ADDITIONAL DATA:

METHOD OF DISTRIBUTION:

Copies are made available to Southwest Airlines passengers. Editions are shipped in bulk via U.S. Postal Service, FedEx, UPS, Air Parcel Post and FedEx Freight for distribution within the airplane cabin at selected Southwest Airlines destination cities. Bulk copies are audited to the point of distribution, not the end recipient. A signed distribution agreement, not more than three years old, has been obtained indicating that the recipient at the point of distribution agrees to accept the publication in bulk for re-distribution.

AVERAGE NON-QUALIFIED CIRCULATION: 3,009 COPIES

PARAGRAPH 5:

Other sources include 1 source of circulation for a quantity of 460,335 copies or 100.0%, including Southwest Airlines.

PUBLISHER'S AFFIDAVIT

We hereby make oath and say that all data set forth in this statement are true.

Erika Sloan, Advertising Services Manager

Craig Waller, CMO

(At least one of the above signatures must be that of an officer of the publishing company or its authorized representative.)

IMPORTANT NOTE:

This unaudited circulation statement has been checked against the previous audit report. It will be included in the annual audit made by BPA Worldwide.

Date signed December 15, 2009

State North Carolina

County Guilford

Received by BPA Worldwide December 15, 2009

Type CPD

ID Number S161P0D9