

**CONSUMER MAGAZINE CIRCULATION STATEMENT
FOR THE 6 MONTH PERIOD ENDED JUNE 2011**

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 comprised of media owners, advertising agencies and advertisers. Headquartered in Shelton, Connecticut, USA, BPA has the largest membership of any media-auditing organization in the world, spanning more than 30 countries. Worldwide, BPA audits 2,600+ media properties—including over 1,500 B-to-B publications, more than 350 consumer magazines, 150 newspapers, 550+ web sites, 40 events, email newsletters, databases, wireless and other advertiser-supported media—as well as 2,700 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. 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.

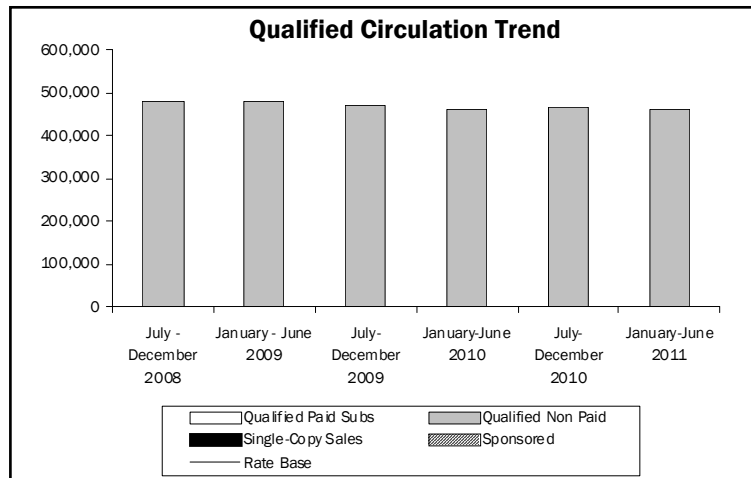
AVERAGE TOTAL QUALIFIED BASED ON 6 ISSUES IN THE PERIOD

| | |
|--------------------------|----------------|
| Total Qualified _____ | 462,788 |
| Average Rate Base _____ | **NC |
| Variance +/- _____ | **NC |
| Percent +/- _____ | **NC |
| Qualified Paid _____ | - |
| Subscriptions _____ | - |
| Sponsored _____ | - |
| Single-Copy Sales _____ | - |
| Qualified Non-Paid _____ | 462,788 |

**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 _____ | - | - | 462,788 | 100.0 | 462,788 | 100.0 |
| Sponsored Individually Addressed _____ | - | - | - | - | - | - |
| Sponsored Multi-Copy Same Addressee _____ | - | - | - | - | - | - |
| Sub-Total Subscriptions _____ | - | - | 462,788 | 100.0 | 462,788 | 100.0 |
| Single-Copy Sales _____ | - | - | - | - | - | - |
| Sponsored Single-Copy Sales _____ | - | - | - | - | - | - |
| TOTAL | - | - | 462,788 | 100.0 | 462,788 | 100.0 |

*See Additional Data

| 2. QUALIFIED CIRCULATION BY ISSUES FOR PERIOD | |
|--|-----------------|
| 2011 Issue | Total Qualified |
| January _____ | 462,390 |
| February _____ | 462,450 |
| March _____ | 462,015 |
| April _____ | 462,975 |
| May _____ | 462,975 |
| June _____ | 463,920 |

| 3. BREAKOUT OF QUALIFIED CIRCULATION TO THE CONSUMER MARKET FOR ISSUE OF MAY 2011 | | |
|---|-----------------|------------------|
| This issue is -% or 225 copies above the average of the other 5 issues reported in Paragraph two. | | |
| EDITION | TOTAL QUALIFIED | PERCENT OF TOTAL |
| Southwest Airlines Passengers _____ | 462,975 | 100.0 |
| TOTAL QUALIFIED CIRCULATION | 462,975 | 100.0 |

| 4. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2011 | | | | | |
|--|------------------|---------|---------|-----------------|--------------|
| QUALIFICATION SOURCE | Qualified Within | | | 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): _____ | 462,975 | - | - | 462,975 | 100.0 |
| Rosters and Directories _____ | - | - | - | - | - |
| Manufacturer's, distributor's, and wholesaler's lists _____ | - | - | - | - | - |
| *Other sources _____ | 462,975 | - | - | 462,975 | 100.0 |
| VI. Single Copy Sales: _____ | - | - | - | - | - |
| TOTAL QUALIFIED CIRCULATION | 462,975 | - | - | 462,975 | 100.0 |
| PERCENT | 100.0 | - | - | 100.0 | |

*See Additional Data

| 5. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2011 | | |
|---|-----------------|--------------|
| State | Total Qualified | Percent |
| Maine _____ | - | |
| New Hampshire _____ | 6,585 | |
| Vermont _____ | - | |
| Massachusetts _____ | 4,710 | |
| Rhode Island _____ | 6,585 | |
| Connecticut _____ | 5,640 | |
| NEW ENGLAND | 23,520 | 5.1 |
| New York _____ | 16,005 | |
| New Jersey _____ | 960 | |
| Pennsylvania _____ | 15,060 | |
| MIDDLE ATLANTIC | 32,025 | 6.9 |
| Ohio _____ | 8,475 | |
| Indiana _____ | 4,920 | |
| Illinois _____ | 28,305 | |
| Michigan _____ | 11,295 | |
| Wisconsin _____ | 1,890 | |
| EAST NO. CENTRAL | 54,885 | 11.9 |
| Minnesota _____ | 2,835 | |
| Iowa _____ | - | |
| Missouri _____ | 7,530 | |
| North Dakota _____ | - | |
| South Dakota _____ | - | |
| Nebraska _____ | 3,765 | |
| Kansas _____ | - | |
| WEST NO. CENTRAL | 14,130 | 3.1 |
| Delaware _____ | - | |
| Maryland _____ | 20,700 | |
| Washington, DC _____ | 1,890 | |
| Virginia _____ | 2,835 | |
| West Virginia _____ | - | |
| North Carolina _____ | 5,640 | |
| South Carolina _____ | 1,920 | |
| Georgia _____ | - | |
| Florida _____ | 46,155 | |
| SOUTH ATLANTIC | 79,140 | 17.1 |
| Kentucky _____ | 2,835 | |
| Tennessee _____ | 3,765 | |
| Alabama _____ | 2,835 | |
| Mississippi _____ | 960 | |
| EAST SO. CENTRAL | 10,395 | 2.2 |
| Arkansas _____ | 1,890 | |
| Louisiana _____ | 4,710 | |
| Oklahoma _____ | 6,630 | |
| Texas _____ | 62,715 | |
| WEST SO. CENTRAL | 75,945 | 16.4 |
| Montana _____ | - | |
| Idaho _____ | 1,890 | |
| Wyoming _____ | - | |
| Colorado _____ | 10,350 | |
| New Mexico _____ | 4,755 | |
| Arizona _____ | 37,170 | |
| Utah _____ | 5,640 | |
| Nevada _____ | 19,770 | |
| MOUNTAIN | 79,575 | 17.2 |
| Alaska _____ | - | |
| Washington _____ | 9,630 | |
| Oregon _____ | 6,585 | |
| California _____ | 77,145 | |
| PACIFIC | 93,360 | 20.1 |
| UNITED STATES | 462,975 | 100.0 |
| U.S. Territories _____ | - | |
| Canada _____ | - | |
| Mexico _____ | - | |
| Other International _____ | - | |
| APO/FPO _____ | - | |
| TOTAL QUALIFIED CIRCULATION | 462,975 | 100.0 |

| AVERAGE ANNUAL AUDITED QUALIFIED CIRCULATION AND CURRENT UNAUDITED CIRCULATION STATEMENTS | | | | | | |
|---|----------------------|---------------------|----------------------|---------------------|----------------------|----------------------|
| 6-Month Period Ended: | Audited Data | Audited Data | Audited Data | Audited Data | Audited Data | Circulation Claim |
| | July - December 2008 | January - June 2009 | July - December 2009 | January - June 2010 | July - December 2010 | January - June 2011* |
| Total Audit Average Qualified: _____ | 480,310 | 480,328 | 470,595 | 461,042 | 464,592 | 462,788 |
| Rate Base (if any): _____ | 480,000 | 480,000 | 480,000 | **NC | **NC | **NC |
| Rate Base +/-: _____ | 310 | 328 | 9,405 | **NC | **NC | **NC |
| Percent +/-: _____ | 0.1 | 0.1 | 2.0 | **NC | **NC | **NC |
| Qualified Paid : _____ | - | - | - | - | - | - |
| Subscriptions _____ | - | - | - | - | - | - |
| Sponsored _____ | - | - | - | - | - | - |
| Single-Copy Sales _____ | - | - | - | - | - | - |
| Qualified Non-Paid: _____ | 480,310 | 480,328 | 470,595 | 461,042 | 464,592 | 462,788 |
| 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 2011 data is unaudited. With each successive period, new data will be added until six 6-month periods are displayed.**

**NC = None Claimed.

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: 4,899 COPIES

PARAGRAPH 4:

Other sources include one source of circulation for a quantity of 462,975 copies or 100%, including Southwest Airlines.

| PUBLISHER'S AFFIDAVIT | | |
|---|---------------------------|----------------|
| We hereby make oath and say that all data set forth in this statement are true. | Date signed | July 13, 2011 |
| Chelsey Shelnut, Advertising Services Manager | State | North Carolina |
| Craig Waller, CMO | County | Guilford |
| (At least one of the above signatures must be that of an officer of the publishing company or its authorized representative.) | Received by BPA Worldwide | July 13, 2011 |
| IMPORTANT NOTE: | Type | CPD |
| This unaudited circulation statement has been checked against the previous audit report. | ID Number | S161POJ1 |
| It will be included in the annual audit made by BPA Worldwide. | | |