

**CONSUMER MAGAZINE CIRCULATION STATEMENT  
FOR THE 6 MONTH PERIOD ENDED JUNE 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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Official Publication of:  
Southwest Airlines  
Established: 1971  
Issues Per Year: 12

**MARKET SERVED**

SOUTHWEST AIRLINES SPIRIT serves passengers of Southwest Airlines.

**AVERAGE QUALIFIED CIRCULATION**

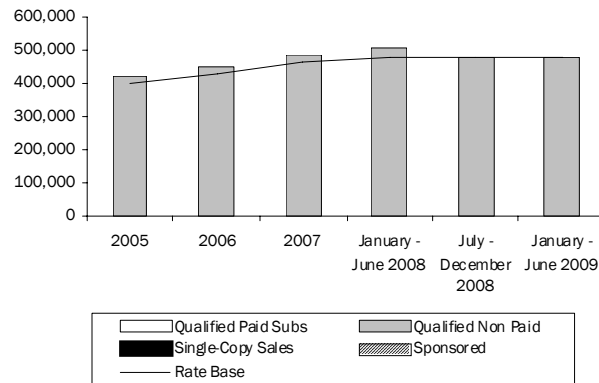
Total Qualified _____	<b>480,328</b>
Average Rate Base _____	480,000
Variance +/- _____	328
Percent +/- _____	0.1
Qualified Paid _____	-
Subscriptions _____	-
Sponsored _____	-
Single-Copy Sales _____	-
Qualified Non-Paid _____	480,328

\*\*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

**Qualified Circulation Trend**



<b>1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD</b>						
	Qualified Paid		Qualified Non-Paid		Total Qualified	
	Copies	Percent	Copies	Percent	Copies	Percent
Individuals _____	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	480,328	100.0	480,328	100.0
Sponsored Individually Addressed _____	-	-	-	-	-	-
Sponsored Multi-Copy Same Addressee _____	-	-	-	-	-	-
<b>Sub-Total Subscriptions</b> _____	-	-	480,328	100.0	480,328	100.0
Single-Copy Sales _____	-	-	-	-	-	-
Sponsored Single-Copy Sales _____	-	-	-	-	-	-
<b>TOTAL</b>	-	-	<b>480,328</b>	<b>100.0</b>	<b>480,328</b>	<b>100.0</b>

<b>2. QUALIFIED CIRCULATION BY ISSUES FOR PERIOD</b>						
2009 Issue	Qualified Paid			Qualified Non-Paid	Total Qualified	
	Single-Copy Sales	Subscriptions	Total			
January _____	-	-	-	474,540	474,540	
February _____	-	-	-	480,210	480,210	
March _____	-	-	-	480,000	480,000	
April _____	-	-	-	479,955	479,955	
May _____	-	-	-	483,750	483,750	
June _____	-	-	-	483,510	483,510	

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

**3A. PRICES****3B. USE OF FREE PROMOTIONAL INCENTIVES**

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

<b>4. BREAKOUT OF QUALIFIED CIRCULATION TO THE CONSUMER MARKET FOR ISSUE OF MAY 2009</b> This issue is 0.9% or 4,107 copies above the average of the other 5 issues reported in Paragraph two.		
EDITION	TOTAL QUALIFIED	PERCENT OF TOTAL
Southwest Airlines Passengers _____	483,750	100.0
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>483,750</b>	<b>100.0</b>
<b>PERCENT</b>	<b>100.0</b>	

<b>5. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2009</b>							
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. <b>TOTAL</b> - Sources other than above (listed alphabetically): _____	<b>483,750</b>	-	-			<b>483,750</b>	<b>100.0</b>
Rosters and Directories _____	-	-	-			-	-
Manufacturer's, distributor's, and wholesaler's lists _____	-	-	-			-	-
*Other sources _____	483,750	-	-			483,750	100.0
VI. Single Copy Sales: _____	-	-	-			-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>483,750</b>	-	-			<b>483,750</b>	<b>100.0</b>
<b>PERCENT</b>	<b>100.0</b>	-	-			<b>100.0</b>	

\*See Paragraph 8

6. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 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 _____					-	
028-029 Rhode Island _____					7,530	
060-069 Connecticut _____					4,710	
<b>NEW ENGLAND</b>					18,825	3.9
100-149 New York _____					16,005	
070-089 New Jersey _____					-	
150-196 Pennsylvania _____					15,990	
<b>MIDDLE ATLANTIC</b>					31,995	6.6
430-459 Ohio _____					9,405	
460-479 Indiana _____					6,585	
600-629 Illinois _____					28,305	
480-499 Michigan _____					4,710	
530-549 Wisconsin _____					-	
<b>EAST NO. CENTRAL</b>					49,005	10.1
550-567 Minnesota _____					1,890	
500-528 Iowa _____					-	
630-658 Missouri _____					10,350	
580-588 North Dakota _____					-	
570-577 South Dakota _____					-	
680-693 Nebraska _____					2,835	
660-679 Kansas _____					-	
<b>WEST NO. CENTRAL</b>					15,075	3.1
197-199 Delaware _____					-	
206-219 Maryland _____					31,065	
200-205 Washington, DC _____					2,835	
220-246 Virginia _____					3,765	
247-268 West Virginia _____					-	
270-289 North Carolina _____					5,640	
290-299 South Carolina _____					-	
300-319 Georgia _____					-	
320-349 Florida _____					44,265	
<b>SOUTH ATLANTIC</b>					87,570	18.1
400-427 Kentucky _____					2,835	
370-385 Tennessee _____					11,295	
350-369 Alabama _____					2,835	
386-397 Mississippi _____					1,890	
<b>EAST SO. CENTRAL</b>					18,855	3.9
716-729 Arkansas _____					1,890	
700-714 Louisiana _____					5,640	
730-749 Oklahoma _____					6,780	
750-799 Texas _____					66,900	
<b>WEST SO. CENTRAL</b>					81,210	16.8
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 _____					37,170	
840-847 Utah _____					6,585	
889-898 Nevada _____					19,770	
<b>MOUNTAIN</b>					83,340	17.2
995-999 Alaska _____					-	
980-994 Washington _____					9,420	
970-979 Oregon _____					7,530	
900-961 California _____					80,925	
<b>PACIFIC</b>					97,875	20.3
<b>UNITED STATES</b>					483,750	100.0
969 & 004-009 U.S. Territories _____					-	
Canada _____					-	
Mexico _____					-	
Other International _____					-	
APO/FPO _____					-	
<b>TOTAL QUALIFIED CIRCULATION</b>					<b>483,750</b>	<b>100.0</b>

<b>7. AVERAGE ANNUAL AUDITED QUALIFIED CIRCULATION AND CURRENT UNAUDITED CIRCULATION STATEMENTS</b>						
6-Month Period Ended:	Audited Data	Audited Data	Audited Data	Audited Data	Audited Data	Circulation Claim
	2005	2006	2007	January - June 2008	July - December 2008	January - June 2009*
Total Audit Average Qualified: _____	419,014	449,203	482,516	508,706	480,310	480,328
Rate Base (if any): _____	400,000	430,000	460,000	480,000	480,000	480,000
Rate Base +/-: _____	19,014	19,203	22,516	28,706	310	328
Percent +/-: _____	4.8	4.5	4.9	6.0	0.1	0.1
Qualified Paid : _____	-	-	-	-	-	-
Subscriptions _____	-	-	-	-	-	-
Sponsored _____	-	-	-	-	-	-
Single-Copy Sales _____	-	-	-	-	-	-
Qualified Non-Paid: _____	419,014	449,203	482,516	508,706	480,310	480,328
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 Truck, 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.

##### PARAGRAPH 5:

Other Sources include 1 sources of circulation for a quantity of 483,750 copies or 100.0%, including Southwest Airlines.

**AVERAGE NON-QUALIFIED CIRCULATION: 4,712 COPIES**

#### 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 July 15, 2009

State North Carolina

County Guilford

Received by BPA Worldwide July 15, 2009

Type CPD

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