

**CONSUMER MAGAZINE CIRCULATION STATEMENT  
FOR THE 6 MONTH PERIOD ENDED JUNE 2008**

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.

Two Corporate Drive, Ninth Floor  
Shelton, CT 06484-6259  
Phone: +1 203.447.2800  
Fax: +1 203.447.2900  
[www.bpaww.com](http://www.bpaww.com)

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.

Visit [www.bpaww.com](http://www.bpaww.com) for the latest audit reports, membership information and publishing and advertising industry news.



Pace Communications  
1301 Carolina Street  
Greensboro, NC 27401  
Tel.: (336) 383-6065  
Fax: (336) 383-5599

**MARKET SERVED**

SOUTHWEST AIRLINES SPIRIT serves passengers of Southwest Airlines.

**AVERAGE QUALIFIED CIRCULATION**

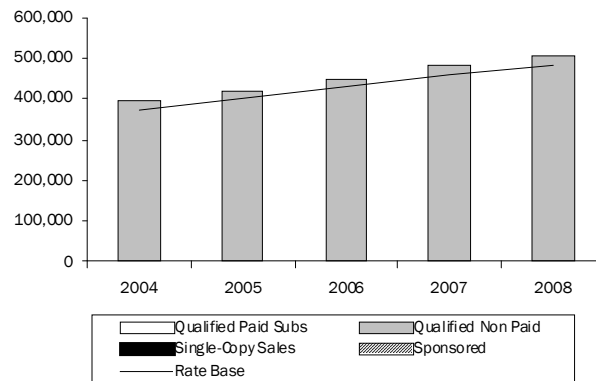
<b>Total Qualified</b> _____	<b>508,703</b>
Average Rate Base _____	480,000
Variance +/- _____	28,703
Percent +/- _____	6.0
Qualified Paid _____	-
Subscriptions _____	-
Sponsored _____	-
Single-Copy Sales _____	-
Qualified Non-Paid _____	508,703

\*\*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

**Five Year Average Qualified Circulation Trend**



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 _____	-	-	508,703	100.0	508,703	100.0
Sponsored Individually Addressed _____	-	-	-	-	-	-
Sponsored Multi-Copy Same Addressee _____	-	-	-	-	-	-
<b>Sub-Total Subscriptions</b> _____	-	-	508,703	100.0	508,703	100.0
Single-Copy Sales _____	-	-	-	-	-	-
Sponsored Single-Copy Sales _____	-	-	-	-	-	-
<b>TOTAL</b>	-	-	<b>508,703</b>	<b>100.0</b>	<b>508,703</b>	<b>100.0</b>

2. QUALIFIED CIRCULATION BY ISSUES FOR PERIOD						
2008 Issue	Qualified Paid			Qualified Non-Paid	Total Qualified	
	Single-Copy Sales	Subscriptions	Total			
January _____					502,315	
February _____					503,320	
March _____					507,595	
April _____					513,175	
May _____					513,175	
June _____					512,635	

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

## 3A. PRICES

## 3B. LENGTH OF SUBSCRIPTIONS

## 3C. USE OF FREE PROMOTIONAL INCENTIVES

PARAGRAPHS 3A THROUGH 3D ARE NOT REQUIRED WHEN THE PAID CIRCULATION  
IS LESS THAN 50% OF THE AVERAGE CIRCULATION

## 3D. HOW ORDERED

4. BREAKOUT OF QUALIFIED CIRCULATION TO THE CONSUMER MARKET FOR ISSUE OF MAY 2008		
This issue is 1.1% or 5,367 copies above the average of the other 5 issues reported in Paragraph two.		
EDITION (See Note 1)	TOTAL QUALIFIED	PERCENT OF TOTAL
Southwest Airlines Passengers _____	513,175	100.0
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>513,175</b>	<b>100.0</b>

Bulk copies via U.S. Postal Service, FedEx, UPS, Air Parcel Post and FedEx Freight 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.

5. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2008							
QUALIFICATION SOURCE	Qualified Within			Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
	1 year	2 years	3 years				
I. <b>TOTAL</b> – Personal direct request from the recipient: _____	-	-	-			-	-
a. Written _____	-	-	-			-	-
b. Telecommunication _____	-	-	-			-	-
c. Electronic _____	-	-	-			-	-
II. <b>TOTAL</b> – Request from recipient's company: _____	-	-	-			-	-
a. Written _____	-	-	-			-	-
b. Telecommunication _____	-	-	-			-	-
c. Electronic _____	-	-	-			-	-
III. <b>TOTAL</b> – Membership Benefit: _____	-	-	-			-	-
a. Individual _____	-	-	-			-	-
b. Organizational _____	-	-	-			-	-
IV. <b>TOTAL</b> – Communication from recipient or re-distributor (other than request): _____	513,175	-	-			513,175	100.0
a. Written _____	513,175	-	-			513,175	100.0
b. Telecommunication _____	-	-	-			-	-
c. Electronic _____	-	-	-			-	-
V. <b>TOTAL</b> – Sources other than above (listed alphabetically): _____	-	-	-			-	-
Rosters and directories _____	-	-	-			-	-
Licensees – National, State or Local Government _____	-	-	-			-	-
Manufacturer's, distributor's and wholesaler's lists _____	-	-	-			-	-
Other sources _____	-	-	-			-	-
VI. <b>TOTAL</b> – Single-Copy Sales: _____	-	-	-			-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>513,175</b>	-	-			<b>513,175</b>	<b>100.0</b>
<b>PERCENT</b>	<b>100.0</b>	-	-			<b>100.0</b>	-

6. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2008						
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 _____					7,050	
050-059 Vermont _____					-	
010-027 Massachusetts _____					-	
028-029 Rhode Island _____					8,070	
060-069 Connecticut _____					5,040	
<b>NEW ENGLAND</b>					20,160	3.9
100-149 New York _____					17,145	
070-089 New Jersey _____					-	
150-196 Pennsylvania _____					13,110	
<b>MIDDLE ATLANTIC</b>					30,255	5.9
430-459 Ohio _____					11,085	
460-479 Indiana _____					5,790	
600-629 Illinois _____					31,330	
480-499 Michigan _____					4,035	
530-549 Wisconsin _____					-	
<b>EAST NO. CENTRAL</b>					52,240	10.2
550-567 Minnesota _____					-	
500-528 Iowa _____					-	
630-658 Missouri _____					18,150	
580-588 North Dakota _____					-	
570-577 South Dakota _____					-	
680-693 Nebraska _____					4,035	
660-679 Kansas _____					-	
<b>WEST NO. CENTRAL</b>					22,185	4.3
197-199 Delaware _____					-	
206-219 Maryland _____					25,185	
200-205 Washington, DC _____					3,030	
220-246 Virginia _____					3,030	
247-268 West Virginia _____					-	
270-289 North Carolina _____					6,045	
290-299 South Carolina _____					-	
300-319 Georgia _____					-	
320-349 Florida _____					49,395	
<b>SOUTH ATLANTIC</b>					86,685	16.9
400-427 Kentucky _____					4,035	
370-385 Tennessee _____					9,075	
350-369 Alabama _____					4,035	
386-397 Mississippi _____					2,025	
<b>EAST SO. CENTRAL</b>					19,170	3.7
716-729 Arkansas _____					3,030	
700-714 Louisiana _____					5,040	
730-749 Oklahoma _____					8,270	
750-799 Texas _____					70,615	
<b>WEST SO. CENTRAL</b>					86,955	17.0
590-599 Montana _____					-	
832-838 Idaho _____					3,030	
820-831 Wyoming _____					-	
800-816 Colorado _____					8,070	
870-884 New Mexico _____					7,100	
850-865 Arizona _____					45,340	
840-847 Utah _____					7,050	
889-898 Nevada _____					22,170	
<b>MOUNTAIN</b>					92,760	18.1
995-999 Alaska _____					-	
980-994 Washington _____					11,085	
970-979 Oregon _____					7,050	
900-961 California _____					84,630	
<b>PACIFIC</b>					102,765	20.0
<b>UNITED STATES</b>					513,175	100.0
969 & 004-009 U.S. Territories _____					-	
Canada _____					-	
Mexico _____					-	
Other International _____					-	
APO/FPO _____					-	
<b>TOTAL QUALIFIED CIRCULATION</b>					<b>513,175</b>	<b>100.0</b>

<b>7. FIVE CALENDAR YEAR ANALYSIS: AVERAGE ANNUAL AUDITED QUALIFIED CIRCULATION AND CURRENT UNAUDITED CIRCULATION STATEMENTS</b>					
	Audited Data	Audited Data	Audited Data	Audited Data	Circulation Claim
	2004	2005	2006	2007	*2008
Total Audit Average Qualified:	394,494	419,014	449,203	482,516	508,706
Rate Base (if any): _____	372,000	400,000	430,000	460,000	480,000
Rate Base +/-: _____	22,494	19,014	19,203	22,516	28,703
Percent +/-: _____	6.0	4.8	4.5	4.9	6.0
Qualified Paid	-	-	-	-	-
Subscriptions _____	-	-	-	-	-
Sponsored _____	-	-	-	-	-
Single-Copy Sales _____	-	-	-	-	-
Qualified Non-Paid: _____	394,494	419,014	449,203	482,516	508,706
Post Expire Copies included in Total Qualified Circulation: ____	**NC	**NC	**NC	**NC	**NC
Average Annual Order Price: __	**NC	**NC	**NC	**NC	**NC

**\*NOTE: 2008 data is unaudited.**

\*\*NC = None Claimed

#### 8. ADDITIONAL DATA

**AVERAGE NON-QUALIFIED CIRCULATION: 5,197 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 10, 2008

State NC

County Guilford

Received by BPA Worldwide July 11, 2008

Type CPD

ID Number S161P0J8