

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended June 30, 2012
or
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission File No. 1-7259



Southwest Airlines Co.

(Exact name of registrant as specified in its charter)

TEXAS
(State or other jurisdiction of
incorporation or organization)
P.O. Box 36611
Dallas, Texas
(Address of principal executive offices)

74-1563240
(IRS Employer
Identification No.)
75235-1611
(Zip Code)

Registrant's telephone number, including area code: **(214) 792-4000**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer
Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Number of shares of Common Stock outstanding as of the close of business on July 23, 2012: 743,070,523

TABLE OF CONTENTS TO FORM 10-Q

Part I - FINANCIAL INFORMATION

Item 1. Financial Statements

Condensed Consolidated Balance Sheet as of June 30, 2012 and December 31, 2011

Condensed Consolidated Statement of Comprehensive Income (Loss) for the three and six months ended June 30, 2012 and 2011

Condensed Consolidated Statement of Cash Flows for the three and six months ended June 30, 2012 and 2011

Notes to Condensed Consolidated Financial Statements

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Item 4. Controls and Procedures

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

Item 1A. Risk Factors

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Item 3. Defaults Upon Senior Securities

Item 4. Mine Safety Disclosures

Item 5. Other Information

Item 6. Exhibits

SIGNATURES

EXHIBIT INDEX

SOUTHWEST AIRLINES CO.
FORM 10-Q
Part I – FINANCIAL INFORMATION

Item 1. Financial Statements

Southwest Airlines Co.
Condensed Consolidated Balance Sheet
(in millions)
(unaudited)

	<u>June 30, 2012</u>	<u>December 31, 2011</u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 1,083	\$ 829
Short-term investments	2,173	2,315
Accounts and other receivables	502	299
Inventories of parts and supplies, at cost	446	401
Deferred income taxes	284	263
Prepaid expenses and other current assets	203	238
Total current assets	<u>4,691</u>	<u>4,345</u>
Property and equipment, at cost:		
Flight equipment	15,952	15,542
Ground property and equipment	2,570	2,423
Deposits on flight equipment purchase contracts	420	456
	<u>18,942</u>	<u>18,421</u>
Less allowance for depreciation and amortization	6,600	6,294
	<u>12,342</u>	<u>12,127</u>
Goodwill	970	970
Other assets	513	626
	<u>\$ 18,516</u>	<u>\$ 18,068</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 1,153	\$ 1,057
Accrued liabilities	1,142	996
Air traffic liability	2,528	1,836
Current maturities of long-term debt	257	644
Total current liabilities	<u>5,080</u>	<u>4,533</u>
Long-term debt less current maturities	3,019	3,107
Deferred income taxes	2,563	2,566
Deferred gains from sale and leaseback of aircraft	69	75
Other noncurrent liabilities	945	910
Stockholders' equity:		
Common stock	808	808
Capital in excess of par value	1,224	1,222
Retained earnings	5,692	5,395
Accumulated other comprehensive loss	(320)	(224)
Treasury stock, at cost	(564)	(324)
Total stockholders' equity	<u>6,840</u>	<u>6,877</u>
	<u>\$ 18,516</u>	<u>\$ 18,068</u>

See accompanying notes.

Southwest Airlines Co.
Condensed Consolidated Statement of Comprehensive Income (Loss)
(in millions, except per share amounts)
(unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
OPERATING REVENUES:				
Passenger	\$ 4,338	\$ 3,892	\$ 8,080	\$ 6,840
Freight	42	36	79	67
Other	236	208	447	331
Total operating revenues	<u>4,616</u>	<u>4,136</u>	<u>8,606</u>	<u>7,238</u>
OPERATING EXPENSES:				
Salaries, wages, and benefits	1,222	1,125	2,363	2,078
Fuel and oil	1,577	1,527	3,087	2,565
Maintenance materials and repairs	291	246	562	444
Aircraft rentals	90	79	178	125
Landing fees and other rentals	260	247	513	448
Depreciation and amortization	202	176	403	332
Acquisition and integration	11	58	24	75
Other operating expenses	503	471	995	850
Total operating expenses	<u>4,156</u>	<u>3,929</u>	<u>8,125</u>	<u>6,917</u>
OPERATING INCOME	460	207	481	321
OTHER EXPENSES (INCOME):				
Interest expense	38	51	77	94
Capitalized interest	(6)	(2)	(11)	(5)
Interest income	(2)	(4)	(3)	(7)
Other (gains) losses, net	62	(113)	(109)	(54)
Total other expenses (income)	<u>92</u>	<u>(68)</u>	<u>(46)</u>	<u>28</u>
INCOME BEFORE INCOME TAXES	368	275	527	293
PROVISION FOR INCOME TAXES	<u>140</u>	<u>114</u>	<u>200</u>	<u>127</u>
NET INCOME	<u>\$ 228</u>	<u>\$ 161</u>	<u>\$ 327</u>	<u>\$ 166</u>
NET INCOME PER SHARE, BASIC	<u>\$.30</u>	<u>\$.21</u>	<u>\$.43</u>	<u>\$.22</u>
NET INCOME PER SHARE, DILUTED	<u>\$.30</u>	<u>\$.21</u>	<u>\$.43</u>	<u>\$.22</u>
COMPREHENSIVE INCOME (LOSS)	<u>\$ (35)</u>	<u>\$ (25)</u>	<u>\$ 231</u>	<u>\$ 321</u>
WEIGHTED AVERAGE SHARES OUTSTANDING				
Basic	757	780	764	764
Diluted	764	787	771	765
Cash dividends declared per common share	<u>\$.0100</u>	<u>\$.0045</u>	<u>\$.0145</u>	<u>\$.0090</u>

See accompanying notes.

Southwest Airlines Co.
Condensed Consolidated Statement of Cash Flows
(in millions)
(unaudited)

	Three months ended		Six months ended	
	June 30,		June 30,	
	2012	2011	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net income	\$ 228	\$ 161	\$ 327	\$ 166
Adjustments to reconcile net income to cash provided by operating activities:				
Depreciation and amortization	202	176	403	332
Unrealized (gain) loss on fuel derivative instruments	63	(129)	(138)	(119)
Deferred income taxes	24	95	38	123
Amortization of deferred gains on sale and leaseback of aircraft	(3)	(3)	(6)	(7)
Changes in certain assets and liabilities:				
Accounts and other receivables	(37)	(21)	(105)	(107)
Other current assets	(39)	(46)	(90)	(138)
Accounts payable and accrued liabilities	77	67	301	305
Air traffic liability	(28)	64	693	576
Cash collateral provided to derivative counterparties	(181)	(49)	(34)	(20)
Other, net	(161)	(78)	(19)	91
Net cash provided by operating activities	<u>145</u>	<u>237</u>	<u>1,370</u>	<u>1,202</u>
CASH FLOWS FROM INVESTING ACTIVITIES:				
Payment to acquire AirTran, net of AirTran cash on hand	-	(35)	-	(35)
Payments for purchase of property and equipment, net	(416)	(215)	(543)	(272)
Purchases of short-term investments	(633)	(1,779)	(1,255)	(3,263)
Proceeds from sales of short-term investments	680	1,440	1,416	2,750
Other, net	14	-	14	-
Net cash used in investing activities	<u>(355)</u>	<u>(589)</u>	<u>(368)</u>	<u>(820)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:				
Proceeds from Employee stock plans	12	27	17	31
Proceeds from termination of interest rate derivative instrument	-	-	-	76
Payments of long-term debt and capital lease obligations	(38)	(32)	(469)	(62)
Payments of convertible debt obligations	-	(81)	-	(81)
Payments of cash dividends	(8)	(3)	(14)	(10)
Repurchase of common stock	(225)	-	(275)	-
Other, net	(6)	(3)	(7)	(2)
Net cash used in financing activities	<u>(265)</u>	<u>(92)</u>	<u>(748)</u>	<u>(48)</u>
NET CHANGE IN CASH AND CASH EQUIVALENTS	(475)	(444)	254	334
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	1,558	2,039	829	1,261
CASH AND CASH EQUIVALENTS AT END OF PERIOD	<u>\$ 1,083</u>	<u>\$ 1,595</u>	<u>\$ 1,083</u>	<u>\$ 1,595</u>
CASH PAYMENTS FOR:				
Interest, net of amount capitalized	\$ 33	\$ 48	\$ 80	\$ 82
Income taxes	\$ 94	\$ 4	\$ 95	\$ 5

See accompanying notes.

Southwest Airlines Co.
Notes to Condensed Consolidated Financial Statements
(unaudited)

1. BASIS OF PRESENTATION

The accompanying unaudited Condensed Consolidated Financial Statements of Southwest Airlines Co. and its subsidiaries (the “Company”) have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. The unaudited Condensed Consolidated Financial Statements for the interim periods ended June 30, 2012 and 2011 include all adjustments which are, in the opinion of management, necessary for a fair presentation of the results for the interim periods. This includes all normal and recurring adjustments and elimination of significant intercompany transactions, but does not include all of the information and footnotes required by generally accepted accounting principles (“GAAP”) for complete financial statements. Financial results for the Company and airlines in general can be seasonal in nature. In many years, the Company’s revenues, as well as its operating income and net income, have been better in its second and third fiscal quarters than in its first and fourth fiscal quarters. Air travel is also significantly impacted by general economic conditions, the amount of disposable income available to consumers, unemployment levels, and corporate travel budgets. These and other factors, such as the price of jet fuel in some periods, the nature of the Company’s fuel hedging program, the periodic volatility of commodities used by the Company for hedging jet fuel, and the requirements related to hedge accounting, have created, and may continue to create, significant volatility in the Company’s financial results. See Note 5 for further information on fuel and the Company’s hedging program. Operating results for the three and six months ended June 30, 2012 are not necessarily indicative of the results that may be expected for the year ended December 31, 2012. For further information, refer to the Consolidated Financial Statements and footnotes thereto included in the Southwest Airlines Co. Annual Report on Form 10-K for the year ended December 31, 2011.

Certain prior period amounts have been reclassified to conform to the current presentation. In the unaudited Condensed Consolidated Statement of Comprehensive Income for the three and six months ended June 30, 2011, the Company has reclassified \$16 million and \$26 million, respectively, from Other revenues to Passenger revenues associated with its sale of frequent flyer benefits from its co-branded Chase® Visa credit card.

2. AIRTRAN ACQUISITION AND RELATED MATTERS

AirTran Holdings, Inc.

On May 2, 2011 (the “acquisition date”), the Company acquired all of the outstanding equity of AirTran Holdings, Inc. (“AirTran Holdings”), the former parent company of AirTran Airways, Inc. (“AirTran Airways”), in exchange for Southwest Airlines Co. common stock and cash. Throughout this Form 10-Q, the Company makes reference to AirTran, which is meant to be inclusive of the following: (i) for periods prior to the acquisition date, AirTran Holdings and its subsidiaries, including, among others, AirTran Airways; and (ii) for periods on and after the acquisition date, AirTran Holdings, LLC, the successor to AirTran Holdings, and its subsidiaries, including among others, AirTran Airways. AirTran Airways offers scheduled airline services, using Boeing 717-200 aircraft and Boeing 737-700 aircraft, throughout the United States and to select international locations. In July 2012, the Company announced that the Boeing 717-200 aircraft will be transitioned out of the Company’s fleet beginning in August 2013. See Note 8 for further information. Approximately half of AirTran Airways’ flights originate or terminate at its largest base of operation in Atlanta, Georgia. AirTran Airways also serves a number of markets with non-stop service from smaller bases of operation in Baltimore, Maryland; Milwaukee, Wisconsin; and Orlando, Florida.

Southwest Airlines Co.
Notes to Condensed Consolidated Financial Statements
(unaudited)

Expenses related to the AirTran acquisition

The Company is expected to continue to incur substantial integration and transition expenses in connection with the AirTran acquisition, including the necessary costs associated with integrating the operations of the two companies. While the Company has assumed that a certain level of expenses will be incurred, there are many factors that could affect the total amount or the timing of these expenses, and many of the expenses that will be incurred are, by their nature, difficult to estimate. These expenses could, particularly in the near term, exceed the financial benefits that the Company expects to achieve from the AirTran acquisition and could continue to result in the Company taking significant charges against earnings during the integration process. The Company incurred consolidated acquisition and integration-related costs for the three months ended June 30, 2012 and 2011 of \$11 million and \$58 million, respectively, and for the six months ended June 30, 2012 and 2011 of \$24 million and \$75 million, respectively, primarily consisting of consulting, flight crew training, seniority integration, technology, and facility integration expenses. In the Company's unaudited Condensed Consolidated Statement of Comprehensive Income, these costs are classified as Acquisition and integration expenses.

Recording of assets acquired and liabilities assumed

The transaction has been accounted for using the acquisition method of accounting ("purchase accounting"), which requires, among other things, that most assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date. There were no fair value adjustments during the second quarter of 2012 and the purchase accounting is final. The following table summarizes the assets acquired and liabilities assumed as of the acquisition date at fair value:

<u>(in millions)</u>	<u>May 2, 2011</u>
Assets	
Cash and cash equivalents	\$ 477
Restricted cash	6
Other current assets	234
Operating property and equipment	1,154
Goodwill	970
Other identified intangibles	123
Deferred income taxes	162
Other noncurrent assets	45
Liabilities	
Long-term debt and capital leases, including current portion	(1,119)
Air traffic liability	(354)
Other liabilities assumed	(657)
Net assets acquired	<u>\$ 1,041</u>

3. ACCOUNTING CHANGES AND NEW ACCOUNTING PRONOUNCEMENTS

On December 16, 2011, the Financial Accounting Standards Board ratified Accounting Standards Update ("ASU") No. 2011-11, "Disclosures about Offsetting Assets and Liabilities." The new disclosure requirements mandate that entities disclose both gross and net information about instruments and transactions eligible for offset in the statement of financial position as well as instruments and transactions subject to an agreement similar to a master netting arrangement. In addition, the standard requires disclosure of collateral received and posted in connection with master netting agreements or similar arrangements. This ASU is effective for fiscal years, and interim periods within those years, beginning on or after January 1, 2013. This ASU will not have a material effect on the Company's financial position or results of operations, but will change the Company's disclosure policies for financial derivative instruments. The Company plans to adopt this ASU for the interim period ending March 31, 2013.

Southwest Airlines Co.
Notes to Condensed Consolidated Financial Statements
(unaudited)

4. NET INCOME PER SHARE

The following table sets forth the computation of basic and diluted net income per share (in millions except per share amounts):

	<u>Three months ended</u> <u>June 30,</u>		<u>Six months ended</u> <u>June 30,</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
NUMERATOR:				
Net income	\$ 228	\$ 161	\$ 327	\$ 166
Incremental income effect of interest on 5.25% convertible notes	1	1	1	-
Net income after assumed conversion	<u>\$ 229</u>	<u>\$ 162</u>	<u>\$ 328</u>	<u>\$ 166</u>
DENOMINATOR:				
Weighted-average shares outstanding, basic	<u>757</u>	<u>780</u>	<u>764</u>	<u>764</u>
Dilutive effect of Employee stock options and restricted stock units	1	1	1	1
Dilutive effect of 5.25% convertible notes	<u>6</u>	<u>6</u>	<u>6</u>	<u>-</u>
Adjusted weighted-average shares outstanding, diluted	<u>764</u>	<u>787</u>	<u>771</u>	<u>765</u>
NET INCOME PER SHARE:				
Basic	<u>\$.30</u>	<u>\$.21</u>	<u>\$.43</u>	<u>\$.22</u>
Diluted	<u>\$.30</u>	<u>\$.21</u>	<u>\$.43</u>	<u>\$.22</u>
Potentially dilutive amounts excluded from calculations:				
Stock options and restricted stock units	42	49	43	48
5.25% Convertible Notes	-	-	-	6

5. FINANCIAL DERIVATIVE INSTRUMENTS

Fuel contracts

Airline operators are inherently dependent upon energy to operate and, therefore, are impacted by changes in jet fuel prices. Furthermore, jet fuel and oil typically represent one of the largest operating expenses for airlines. The Company endeavors to acquire jet fuel at the lowest possible cost and to reduce volatility in operating expenses through its fuel hedging program. Because jet fuel is not widely traded on an organized futures exchange, there are limited opportunities to hedge directly in jet fuel. However, the Company has found that financial derivative instruments in other commodities, such as West Texas Intermediate ("WTI") crude oil, Brent crude oil, and refined products, such as heating oil and unleaded gasoline, can be useful in decreasing its exposure to jet fuel price volatility. The Company does not purchase or hold any financial derivative instruments for trading purposes.

The Company has used financial derivative instruments for both short-term and long-term time frames, and primarily uses a mixture of purchased call options, collar structures (which include both a purchased call option and a sold put option), call spreads (which include a purchased call option and a sold call option), and fixed price swap agreements in its portfolio. Although the use of collar structures and swap agreements can reduce the overall cost of hedging, these instruments carry more risk than purchased call options in that the Company could end up in a liability position when the collar structure or swap agreement settles. With the use of purchased call options and call spreads, the Company cannot be in a liability position at settlement, but may be exposed to price changes beyond a certain market price.

Southwest Airlines Co.
Notes to Condensed Consolidated Financial Statements
(unaudited)

The Company evaluates its hedge volumes strictly from an “economic” standpoint and thus does not consider whether the hedges have qualified or will qualify for hedge accounting. The Company defines its “economic” hedge as the net volume of fuel derivative contracts held, including the impact of positions that have been offset through sold positions, regardless of whether those contracts qualify for hedge accounting. The level at which the Company is hedged for a particular period is also dependent on current market prices for that period as well as the types of derivative instruments held and the strike prices of those instruments. For example, the Company may enter into “out-of-the-money” option contracts (including catastrophic protection), which may not generate intrinsic gains at settlement if market prices do not rise above the option strike price. Therefore, even though the Company may have an “economic” hedge in place for a particular period, that hedge may not produce any hedging gains and may even produce hedging losses depending on market prices, the types of instruments held, and the strike prices of those instruments.

For second quarter 2012, the Company had fuel derivatives in place for approximately 11 percent of its fuel consumption. As of June 30, 2012, the Company had fuel derivative instruments in place to provide coverage on a portion of its remaining 2012 estimated fuel consumption. The following table provides information about the Company’s volume of fuel hedging for the years 2012 through 2016 on an “economic” basis considering current market prices:

Period (by year)	Fuel hedged as of June 30, 2012 (gallons in millions)(a)	Hedged commodity type as of June 30, 2012
Remainder of 2012	427	WTI crude oil
2013	1,119	WTI crude and Brent crude oil
2014	1,171	WTI crude and Brent crude oil
2015	609	WTI crude and Brent crude oil
2016	277	Brent crude oil

(a) The Company determines gallons hedged based on market prices and forward curves as of June 30, 2012. Due to the types of derivatives utilized by the Company, these volumes may vary significantly as market prices fluctuate.

Upon proper qualification, the Company accounts for its fuel derivative instruments as cash flow hedges. All derivatives designated as hedges that meet certain requirements are granted hedge accounting treatment. Generally, utilizing hedge accounting, all periodic changes in fair value of the derivatives designated as hedges that are considered to be effective are recorded in Accumulated other comprehensive income (loss) (“AOCI”) until the underlying jet fuel is consumed. See Note 6. The Company’s results are subject to the possibility that periodic changes will not be effective, as defined, or that the derivatives will no longer qualify for hedge accounting. Ineffectiveness results when the change in the fair value of the derivative instrument exceeds the change in the value of the Company’s expected future cash outlay to purchase and consume jet fuel. To the extent that the periodic changes in the fair value of the derivatives are ineffective, the ineffective portion is recorded to Other (gains) losses, net, in the unaudited Condensed Consolidated Statement of Comprehensive Income. Likewise, if a hedge ceases to qualify for hedge accounting, any change in the fair value of derivative instruments since the last reporting period is recorded to Other (gains) losses, net, in the unaudited Condensed Consolidated Statement of Comprehensive Income in the period of the change; however, any amounts previously recorded to AOCI would remain there until such time as the original forecasted transaction occurs, at which time these amounts would be reclassified to Fuel and oil expense. When the Company has sold derivative positions in order to effectively “close” or offset a derivative already held as part of its fuel derivative instrument portfolio, any subsequent changes in fair value of those positions are marked to market through earnings. Likewise, any changes in fair value of those positions that were offset by entering into the sold positions are concurrently marked to market through earnings. However, any changes in value related to hedges that were deferred as part of AOCI while designated as a hedge would remain until the originally forecasted transaction occurs. In a situation where it becomes probable that a hedged forecasted transaction will not occur, any gains and/or losses that have been recorded to AOCI would be required to be immediately reclassified into earnings. The Company did not have any such situations occur during 2011 or during the six months ended June 30, 2012.

Southwest Airlines Co.
Notes to Condensed Consolidated Financial Statements
(unaudited)

Ineffectiveness is inherent in hedging jet fuel with derivative positions based in other crude oil related commodities. Due to the volatility in markets for crude oil and related products, the Company is unable to predict the amount of ineffectiveness each period, including the loss of hedge accounting, which could be determined on a derivative by derivative basis or in the aggregate for a specific commodity. This may result, and has resulted, in increased volatility in the Company's financial results. Factors that have and may continue to lead to ineffectiveness and unrealized gains and losses on derivative contracts include: significant fluctuations in energy prices, the number of derivative positions the Company holds, significant weather events affecting refinery capacity and the production of refined products, and the volatility of the different types of products the Company uses in hedging. However, even though derivatives may not qualify for hedge accounting, the Company continues to hold the instruments as management believes derivative instruments continue to afford the Company the opportunity to stabilize jet fuel costs.

Accounting pronouncements pertaining to derivative instruments and hedging are complex with stringent requirements, including the documentation of a Company hedging strategy, statistical analysis to qualify a commodity for hedge accounting both on a historical and a prospective basis, and strict contemporaneous documentation that is required at the time each hedge is designated by the Company. The Company also examines the effectiveness of each individual hedge and its entire hedging program on a quarterly basis utilizing statistical analysis. This analysis involves utilizing regression and other statistical analyses that compare changes in the price of jet fuel to changes in the prices of the commodities used for hedging purposes.

All cash flows associated with purchasing and selling fuel derivatives are classified as Other operating cash flows in the unaudited Condensed Consolidated Statement of Cash Flows. The following table presents the location of all assets and liabilities associated with the Company's hedging instruments within the unaudited Condensed Consolidated Balance Sheet:

Southwest Airlines Co.
Notes to Condensed Consolidated Financial Statements
(unaudited)

(in millions)	Balance Sheet location	Asset derivatives		Liability derivatives	
		Fair value at 06/30/12	Fair value at 12/31/11	Fair value at 06/30/12	Fair value at 12/31/11
Derivatives designated as hedges*					
Fuel derivative contracts (gross)	Other current assets	\$ 20	\$ 17	\$ 7	\$ -
Fuel derivative contracts (gross)	Other assets	47	542	8	107
Fuel derivative contracts (gross)	Accrued liabilities	72	97	26	8
	Other noncurrent liabilities	154	93	49	24
Fuel derivative contracts (gross)	Other noncurrent liabilities	154	93	49	24
Interest rate derivative contracts	Other assets	69	64	-	-
Interest rate derivative contracts	Accrued liabilities	-	2	-	-
	Other noncurrent liabilities	-	-	128	132
Interest rate derivative contracts	Other noncurrent liabilities	-	-	128	132
Total derivatives designated as hedges		\$ 362	\$ 815	\$ 218	\$ 271
Derivatives not designated as hedges*					
Fuel derivative contracts (gross)	Other current assets	\$ 53	\$ 124	\$ 30	\$ 58
Fuel derivative contracts (gross)	Other assets	93	26	100	272
Fuel derivative contracts (gross)	Accrued liabilities	229	326	442	687
	Other noncurrent liabilities	164	9	310	122
Fuel derivative contracts (gross)	Other noncurrent liabilities	164	9	310	122
Total derivatives not designated as hedges		\$ 539	\$ 485	\$ 882	\$ 1,139
Total derivatives		\$ 901	\$ 1,300	\$ 1,100	\$ 1,410

* Represents the position of each trade before consideration of offsetting positions with each counterparty and does not include the impact of cash collateral deposits provided to or received from counterparties. See discussion of credit risk and collateral following in this Note.

In addition, the Company also had the following amounts associated with fuel derivative instruments and hedging activities in its unaudited Condensed Consolidated Balance Sheet:

Southwest Airlines Co.
Notes to Condensed Consolidated Financial Statements
(unaudited)

(in millions)	Balance Sheet location	June 30, 2012	December 31, 2011
Cash collateral deposits provided to counterparties - noncurrent	Offset against Other noncurrent liabilities	\$ 32	\$ 41
Cash collateral deposits provided to counterparties - current	Offset against Accrued liabilities	135	185
Cash collateral deposits provided to counterparties - current	Accounts and other receivables	98	-
Due to third parties for fuel contracts	Accrued liabilities	8	21
Receivable from third parties for fuel contracts - current	Accounts and other receivables	-	3
Receivable from third parties for fuel contracts - noncurrent	Other assets	54	-

The following tables present the impact of derivative instruments and their location within the unaudited Condensed Consolidated Statement of Comprehensive Income for the three and six months ended June 30, 2012 and 2011:

Derivatives in cash flow hedging relationships

(in millions)	(Gain) loss recognized in AOCI on derivatives (effective portion)		(Gain) loss reclassified from AOCI into income (effective portion)(a)		(Gain) loss recognized in income on derivatives (ineffective portion)(b)	
	Three months ended June 30,		Three months ended June 30,		Three months ended June 30,	
	2012	2011	2012	2011	2012	2011
Fuel derivative contracts	\$ 279*	\$ 196*	\$ 28*	\$ 18*	\$ 8	\$ 8
Interest rate derivatives	8*	11*	-	-	-	-
Total	\$ 287	\$ 207	\$ 28	\$ 18	\$ 8	\$ 8

*Net of tax

(a) Amounts related to fuel derivative contracts and interest rate derivatives are included in Fuel and oil and Interest expense, respectively.

(b) Amounts are included in Other (gains) losses, net.

Derivatives in cash flow hedging relationships

(in millions)	(Gain) loss recognized in AOCI on derivatives (effective portion)		(Gain) loss reclassified from AOCI into income (effective portion)(a)		(Gain) loss recognized in income on derivatives (ineffective portion)(b)	
	Six months ended June 30,		Six months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011	2012	2011
Fuel derivative contracts	\$ 143*	\$ (119)*	\$ 51*	\$ 34*	\$ 40	\$ 42
Interest rate derivatives	2*	4*	-	-	-	-
Total	\$ 145	\$ (115)	\$ 51	\$ 34	\$ 40	\$ 42

*Net of tax

(a) Amounts related to fuel derivative contracts and interest rate derivatives are included in Fuel and oil and Interest expense, respectively.

(b) Amounts are included in Other (gains) losses, net.

Southwest Airlines Co.
Notes to Condensed Consolidated Financial Statements
(unaudited)

Derivatives not in cash flow hedging relationships

(in millions)	(Gain) loss recognized in income on derivatives		Location of (gain) loss recognized in income on derivatives
	Three months ended June 30,		
	2012	2011	
Fuel derivative contracts	\$40	\$(150)	Other (gains) losses, net

Derivatives not in cash flow hedging relationships

(in millions)	(Gain) loss recognized in income on derivatives		Location of (gain) loss recognized in income on derivatives
	Six months ended June 30,		
	2012	2011	
Fuel derivative contracts	\$(169)	\$(155)	Other (gains) losses, net

The Company also recorded expense associated with premiums paid for fuel derivative contracts that settled/expired during the three months ended June 30, 2012 and 2011 of \$12 million and \$26 million, respectively, and the six months ended June 30, 2012 and 2011 of \$18 million and \$57 million, respectively. These amounts are excluded from the Company's measurement of effectiveness for related hedges and are included as a component of Other (gains) losses, net, in the unaudited Condensed Consolidated Statement of Comprehensive Income.

The fair values of the derivative instruments, depending on the type of instrument, were determined by the use of present value methods or option value models with assumptions about commodity prices based on those observed in underlying markets or provided by third parties. Included in the Company's cumulative net unrealized losses from fuel hedges as of June 30, 2012, were approximately \$148 million in unrealized losses, net of taxes, which are expected to be realized in earnings during the twelve months subsequent to June 30, 2012. In addition, as of June 30, 2012, the Company had already recognized cumulative net gains due to ineffectiveness and derivatives that do not qualify for hedge accounting treatment totaling \$19 million, net of taxes. These net gains were recognized in second quarter 2012 and prior periods, and are reflected in Retained earnings as of June 30, 2012, but the underlying derivative instruments will not expire/settle until third quarter 2012 or future periods.

Southwest Airlines Co.
Notes to Condensed Consolidated Financial Statements
(unaudited)

Interest rate swaps

The Company is party to certain interest rate swap agreements that are accounted for as either fair value hedges or cash flow hedges, as defined in the applicable accounting guidance for derivative instruments and hedging. The interest rate swap agreements accounted for as fair value hedges qualify for the “shortcut” method of accounting for hedges, which dictates that the hedges are assumed to be perfectly effective, and, thus, there is no ineffectiveness to be recorded in earnings. For the Company’s interest rate swap agreements accounted for as cash flow hedges, ineffectiveness is required to be measured at each reporting period. The ineffectiveness associated with all of the Company’s, including AirTran’s, interest rate cash flow hedges for all periods presented was not material.

In June 2012, the Company terminated the floating-to-fixed interest rate swap agreements related to its Floating-rate 737 Aircraft Notes payable 2018 through 2020. These swaps were previously designated as cash flow hedges and the gains and/or losses that had previously been deferred in AOCI, which were not material, will be released to expense/income in accordance with the original debt payment schedule. The periodic release of amounts deferred in AOCI related to these interest rate swap agreements is not expected to have a material effect on the Company’s financial position or results of operations.

Credit risk and collateral

Credit exposure related to fuel derivative instruments is represented by the fair value of contracts that are an asset to the Company at the reporting date. These outstanding instruments expose the Company to credit loss in the event of nonperformance by the counterparties to the agreements. However, the Company has not experienced any significant credit loss as a result of counterparty nonperformance in the past. To manage credit risk, the Company selects and periodically reviews counterparties based on credit ratings, limits its exposure to a single counterparty, and monitors the market position of the fuel hedging program and its relative market position with each counterparty. At June 30, 2012, the Company had agreements with all of its active counterparties containing early termination rights and/or bilateral collateral provisions whereby security is required if market risk exposure exceeds a specified threshold amount or credit ratings fall below certain levels. The Company also had agreements with counterparties in which cash deposits, letters of credit, and/or pledged aircraft are required to be posted whenever the net fair value of derivatives associated with those counterparties exceeds specific thresholds. The following table provides the fair values of fuel derivatives, amounts posted as collateral, and applicable collateral posting threshold amounts as of June 30, 2012, at which such postings are triggered:

	Counterparty (CP)					Other(a)	Total
	A	B	C	D	E		
<i>(in millions)</i>							
Fair value of fuel derivatives	\$ (59)	\$ (72)	\$ (65)	\$ (11)	\$ 64	\$ 3	\$ (140)
Cash collateral held from (by) CP	(100)	(129)	(36)	-	-	-	(265)
Aircraft collateral pledged to CP							
Letters of credit (LC)							
Option to substitute LC for aircraft	(340) to (740)(d)	>(125)(d)	N/A	N/A	N/A		
Option to substitute LC for cash	N/A	N/A	(100) to (150)(e)	N/A	>(50)(e)		
If credit rating is investment grade, fair value of fuel derivative level at which:							
Cash is provided to CP	(40) to (340) or >(740)	0 to (125) or >(625)	>(50)	>(75)	>(50)		
Cash is received from CP	>75	>150	>200(c)	>125(c)	>250		
Aircraft or cash can be pledged to CP as collateral	(340) to (740)(d)	(125) to (625)(d)	N/A	N/A	N/A		

Southwest Airlines Co.
Notes to Condensed Consolidated Financial Statements
(unaudited)

If credit rating is non-investment grade, fair value of fuel derivative level at which:

Cash is provided to CP	(40) to (340) or >(740)	0 to (125) or >(625)	(b)	(b)	(b)
Cash is received from CP	(b)	(b)	(b)	(b)	(b)
Aircraft can be pledged to CP as collateral	(340) to (740)	(125) to (625)	N/A	N/A	N/A

- (a) Individual counterparties with fair value of fuel derivatives <\$15 million.
(b) Cash collateral is provided at 100 percent of fair value of fuel derivative contracts.
(c) Thresholds may vary based on changes in credit ratings within investment grade.
(d) The Company has the option of providing cash, letters of credit, or pledging aircraft as collateral. No letters of credit or aircraft were pledged as collateral with such counterparties as of June 30, 2012.
(e) The Company has the option of providing cash or letters of credit as collateral. No letters of credit were pledged as collateral with such counterparties as of June 30, 2012.

The Company also has agreements with each of its counterparties associated with its outstanding interest rate swap agreements in which cash collateral may be required based on the fair value of outstanding derivative instruments, as well as the Company's and its counterparty's credit ratings. As of June 30, 2012, \$68 million had been provided to one counterparty associated with interest rate derivatives based on the Company's outstanding net liability derivative position with that counterparty. In addition, in connection with interest rate swaps entered into by AirTran, \$24 million had been provided to one counterparty at June 30, 2012, as a result of a net liability derivative position with that counterparty. The outstanding interest rate net derivative positions with all other counterparties at June 30, 2012, were assets to the Company.

Applicable accounting provisions require an entity to select a policy for how it records the offset rights to reclaim cash collateral associated with the related derivative fair value of the assets or liabilities of such derivative instruments. In the accompanying unaudited Condensed Consolidated Balance Sheet, the Company has elected to present its cash collateral utilizing a net presentation, in which cash collateral amounts held or provided have been netted against the fair value of outstanding derivative instruments.

6. COMPREHENSIVE INCOME (LOSS)

Comprehensive income (loss) includes changes in the fair value of certain financial derivative instruments that qualify for hedge accounting, unrealized gains and losses on certain investments, and actuarial gains/losses arising from the Company's postretirement benefit obligation. The differences between Net income and Comprehensive income (loss) for the three and six months ended June 30, 2012 and 2011 were as follows:

(in millions)	Three months ended June 30,	
	2012	2011
NET INCOME	\$ 228	\$ 161
Unrealized loss on fuel derivative instruments, net of deferred taxes of (\$156) and (\$111)	(251)	(178)
Unrealized loss on interest rate derivative instruments, net of net of deferred taxes of (\$5) and (\$7)	(8)	(11)
Other, net of deferred taxes of (\$3) and \$2	(4)	3
Total other comprehensive loss	\$ (263)	\$ (186)
COMPREHENSIVE LOSS	<u>\$ (35)</u>	<u>\$ (25)</u>

Southwest Airlines Co.
Notes to Condensed Consolidated Financial Statements
(unaudited)

(in millions)	Six months ended June 30,	
	2012	2011
NET INCOME	\$ 327	\$ 166
Unrealized gain (loss) on interest rate derivative instruments, net of deferred taxes of (\$57) and \$96	(92)	153
Unrealized loss on interest rate derivative instruments, net of net of deferred taxes of (\$1) and (\$3)	(2)	(4)
Other, net of deferred taxes of (\$1) and \$4	(2)	6
Total other comprehensive income (loss)	\$ (96)	\$ 155
COMPREHENSIVE INCOME	<u>\$ 231</u>	<u>\$ 321</u>

A rollforward of the amounts included in AOCI, net of taxes, is shown below for the three and six months ended June 30, 2012:

(in millions)	Fuel derivatives	Interest rate derivatives	Other	Accumulated other comprehensive income (loss)
Balance at March 31, 2012	\$ (24)	\$ (60)	\$ 27	\$ (57)
Changes in fair value	(279)	(8)	(4)	(291)
Reclassification to earnings	28	-	-	28
Balance at June 30, 2012	<u>\$ (275)</u>	<u>\$ (68)</u>	<u>\$ 23</u>	<u>\$ (320)</u>

(in millions)	Fuel derivatives	Interest rate derivatives	Other	Accumulated other comprehensive income (loss)
Balance at December 31, 2011	\$ (183)	\$ (66)	\$ 25	\$ (224)
Changes in fair value	(143)	(2)	(2)	(147)
Reclassification to earnings	51	-	-	51
Balance at June 30, 2012	<u>\$ (275)</u>	<u>\$ (68)</u>	<u>\$ 23</u>	<u>\$ (320)</u>

7. OTHER ASSETS AND LIABILITIES

(in millions)	June 30, 2012	December 31, 2011
Derivative contracts	\$ 154	\$ 253
Intangible assets	151	155
Non-current investments	59	97
Other	149	121
Other assets	<u>\$ 513</u>	<u>\$ 626</u>

Southwest Airlines Co.
Notes to Condensed Consolidated Financial Statements
(unaudited)

(in millions)	June 30, 2012	December 31, 2011
Retirement plans	\$ 178	\$ 110
Aircraft rentals	85	57
Vacation pay	258	248
Health	60	56
Derivative contracts	33	85
Workers compensation	163	162
Accrued Taxes	138	68
Other	227	210
Accrued liabilities	<u>\$ 1,142</u>	<u>\$ 996</u>

(in millions)	June 30, 2012	December 31, 2011
Postretirement obligation	\$ 112	\$ 107
Non-current leasehold interest	292	311
Airport construction obligation	268	202
Other	273	290
Other non-current liabilities	<u>\$ 945</u>	<u>\$ 910</u>

8. SUBSEQUENT EVENTS

On July 9, 2012, the Company announced that it had signed an agreement with Delta Air Lines, Inc. (“Delta”) and Boeing Capital Corp. to lease or sublease all 88 of AirTran’s Boeing 717-200 aircraft (“B717s”) to Delta, with the first delivery expected to occur in August 2013, at a rate of approximately three B717s per month. A total of 78 of the B717s are on operating lease, eight are owned, and two are currently classified as capital leases. Since the eight owned B717s and two of the B717s on operating lease are pledged as collateral for the obligations related to enhanced equipment trust certificates (EETCs) held by the Company, the leases and subleases related to these aircraft are subject to noteholder approval. The Company has reported that the B717s add complexity to the Company’s operations, as Southwest Airlines has historically operated an all-Boeing 737 fleet. From a fleet management perspective, the transition of the B717s to Delta at the rate of approximately three B717s per month beginning in August 2013 allows the Company to minimize the impact of this transaction on operations. This is because the B717 capacity lost will be replaced through the capacity gained as a result of the Company’s modification of the retirement dates for a portion of its 737-300 and 737-500 aircraft, and its receipt of new 737 deliveries from Boeing, or other used 737s that could be acquired.

The Company will lease and/or sublease all 88 of the B717s to Delta at agreed-upon lease rates. In addition, the Company will pay the majority of the costs to convert the aircraft to the Delta livery and to perform certain maintenance checks prior to the delivery of each aircraft. The agreement to pay these conversion and maintenance costs is a “lease incentive” under applicable accounting guidance. The sublease terms for the 78 B717s currently on operating lease and the two B717s currently classified as capital leases coincide exactly with the Company’s remaining lease terms for these aircraft from the original lessor, which range from approximately six years to approximately twelve years. The lease terms for the eight B717s that are owned by the Company are for a period of seven years, after which Delta will have an option to purchase the aircraft at the then-prevailing market value. The Company will account for each of the lease and sublease transactions with Delta as operating leases, except for the two aircraft classified by the Company as capital leases. The sublease of these aircraft will be accounted for as direct financing leases. There are no contingent payments and no significant residual value conditions associated with the transaction.

Southwest Airlines Co.
Notes to Condensed Consolidated Financial Statements
(unaudited)

This transaction will be accounted for based on the guidance provided for lease transactions. As such, once all components to this transaction are finalized and the lease inception has occurred, which the Company currently anticipates will be during third quarter 2012, the Company expects to record a charge of approximately \$140 million, which represents the remaining estimated cost of the lease of the 78 B717s that are currently accounted for as operating leases, and including the conversion, maintenance, and other contractual costs to be incurred, net of the future sublease income associated with these aircraft. The majority of the charges recorded by the Company for this transaction are expected to be included as a component of Acquisition and integration costs in the Company's unaudited Condensed Consolidated Statement of Comprehensive Income, and the corresponding liability for this transaction will be included as a component of Other noncurrent liabilities in the Company's unaudited Condensed Consolidated Balance Sheet. See Note 2 for further information on the Company's Acquisition and integration costs. The Company may also incur other costs associated with this transaction, such as contract termination costs with certain aircraft maintenance vendors. Any such charges would be recorded at the time of contract termination.

9. COMMITMENTS AND CONTINGENCIES

Commitments

During 2008, the City of Dallas approved the Love Field Modernization Program ("LFMP"), a project to reconstruct Dallas Love Field ("Airport") with modern, convenient air travel facilities. Pursuant to a Program Development Agreement ("PDA") with the City of Dallas, and the Love Field Airport Modernization Corporation (or "LFAMC," a Texas non-profit "local government corporation" established by the City to act on the City's behalf to facilitate the development of the LFMP), the Company is managing this project. Major construction commenced during 2010, with completion of the project scheduled for the second half of 2014. Although subject to change, at the current time the project is expected to include the renovation of the Airport airline terminals and complete replacement of gate facilities with a new 20-gate facility, including infrastructure, systems and equipment, aircraft parking apron, fueling system, roadways and terminal curbside, baggage handling systems, passenger loading bridges and support systems, and other supporting infrastructure.

It is currently expected that the total amount spent on the LFMP project will be approximately \$519 million. Although the City of Dallas has received commitments from various sources that are expected to fund portions of the LFMP project, including the Federal Aviation Administration, the Transportation Security Administration, and the City's Aviation Fund, the majority of the funds used are expected to be from the issuance of bonds. During fourth quarter 2010, \$310 million of such bonds were issued by the LFAMC, and the Company has guaranteed principal and interest payments on the bonds. An additional tranche of such bonds totaling \$146 million was issued during second quarter 2012, and the Company has guaranteed the principal and interest payments on these bonds as well. The Company currently expects that as a result of the funding commitments from the above mentioned sources and the bonds that have been issued thus far, no further bond issuances will be required to complete the LFMP project.

Southwest Airlines Co.
Notes to Condensed Consolidated Financial Statements
(unaudited)

The Company has agreed to manage the majority of the LFMP project and, as a result, has evaluated its ongoing accounting requirements in consideration of accounting guidance provided for lessees involved in asset construction. The Company has recorded and will continue to record an asset and corresponding obligation for the cost of the LFMP project as the construction of the facility occurs. As of June 30, 2012, the Company had incurred construction costs of \$268 million, classified as both an asset as a component of Ground property and equipment and a corresponding liability as a component of Other non-current liabilities in its unaudited Condensed Consolidated Balance Sheet. Upon completion of the LFMP project, the Company expects to begin depreciating the assets over their estimated useful lives, and reduce the corresponding liabilities primarily through the Company's airport rental payments to the City of Dallas.

The Company also has contractual purchase commitments associated with scheduled aircraft acquisitions from Boeing. During the second quarter 2012, the Company revised its future aircraft delivery schedule to defer 30 firm deliveries from Boeing, originally scheduled for delivery in 2013 and 2014, to 2017 and 2018, resulting in a reduction in the Company's expected capital expenditures totaling approximately \$1 billion from 2012 through 2014. However, this deferral did not result in a net change in the total future purchase commitments with Boeing by the Company.

Contingencies

The Company is from time to time subject to various legal proceedings and claims arising in the ordinary course of business, including, but not limited to, examinations by the IRS. The Company's management does not expect that the outcome in any of its currently ongoing legal proceedings or the outcome of any adjustments presented by the IRS, individually or collectively, will have a material adverse effect on the Company's financial condition, results of operations, or cash flow.

10. FAIR VALUE MEASUREMENTS

Accounting standards pertaining to fair value measurements establish a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

As of June 30, 2012, the Company held certain items that are required to be measured at fair value on a recurring basis. These included cash equivalents, short-term investments (primarily treasury bills, commercial paper, and certificates of deposit), certain noncurrent investments, interest rate derivative contracts, fuel derivative contracts, and available-for-sale securities. The majority of the Company's short-term investments consist of instruments classified as Level 1. However, the Company has certificates of deposit and commercial paper that are classified as Level 2, due to the fact that the fair value for these instruments is determined utilizing observable inputs in non-active markets. Noncurrent investments consist of certain auction rate securities, primarily those collateralized by student loan portfolios, which are guaranteed by the U.S. Government. Other available-for-sale securities primarily consist of investments associated with the Company's excess benefit plan.

The Company's fuel and interest rate derivative instruments consist of over-the-counter (OTC) contracts, which are not traded on a public exchange. Fuel derivative instruments include swaps, as well as different types of option contracts, whereas interest rate derivatives consist solely of swap agreements. See Note 5 for further information on the Company's derivative instruments and hedging activities. The fair values of swap contracts are determined based on inputs that are readily available in public markets or can be derived from information available in publicly quoted markets. Therefore, the Company has categorized these swap contracts as Level 2. The Company's Treasury Group, which reports to the Chief Financial Officer, determines the value of option contracts utilizing an option pricing model based on inputs that are either readily available in public markets, can be derived from information available in publicly quoted markets, or are provided by financial institutions that trade these contracts. The option pricing model used by the Company is an industry standard model for valuing options and is the same model used by the broker/dealer community (i.e., the Company's counterparties). The inputs to this option pricing model are the option strike price, underlying price, risk free rate of interest, time to expiration, and volatility. Because certain inputs used to determine the fair value of option contracts are unobservable (principally implied volatility), the Company has categorized these option contracts as Level 3. Volatility information is obtained from external sources, but is analyzed by the Company for reasonableness and compared to similar information received from other external sources. The fair value of option contracts considers both the intrinsic value and any remaining time value associated with those derivatives that have not yet settled. The Company also considers counterparty credit risk and its own credit risk in its determination of all estimated fair values. To validate the reasonableness of the Company's option pricing model, on a monthly basis, the Company compares its option valuations to third party valuations. If any significant differences were to be noted, they would be researched in order to determine the reason. However, historically, no significant differences have been noted. The Company has consistently applied these valuation techniques in all periods presented and believes it has obtained the most accurate information available for the types of derivative contracts it holds.

Southwest Airlines Co.
Notes to Condensed Consolidated Financial Statements
(unaudited)

The Company's investments associated with its excess benefit plan consist of mutual funds that are publicly traded and for which market prices are readily available. This plan is a non-qualified deferred compensation plan designed to hold Employee contributions in excess of limits established by Section 415 of the Internal Revenue Code of 1986, as amended. Payments under this plan are made based on the participant's distribution election and plan balance. Assets related to the funded portion of the deferred compensation plan are held in a rabbi trust and the Company remains liable to these participants for the unfunded portion of the plan. The Company records changes in the fair value of the liability and the asset in the Company's earnings.

All of the Company's auction rate security instruments, totaling \$54 million at June 30, 2012, are classified as available-for-sale securities and are reflected at estimated fair value in the unaudited Condensed Consolidated Balance Sheet. In periods when an auction process successfully took place every 30-35 days, quoted market prices would be readily available, which would qualify the securities as Level 1. However, due to events in credit markets beginning during first quarter 2008, the auction events for these remaining instruments failed, and have continued to fail through the current period. Therefore, the Company's Treasury Group determines the estimated fair values of these securities utilizing a discounted cash flow analysis. The Company has performed, and routinely updates, a valuation for each of its auction rate security instruments, considering, among other items, the collateralization underlying the security investments, the expected future cash flows, including the final maturity, associated with the securities, estimates of the next time the security is expected to have a successful auction or return to full par value, forecasted reset rates based on the London Interbank Offered Rate ("LIBOR") or the issuer's net loan rate, and a counterparty credit spread. To validate the reasonableness of the Company's discounted cash flow analyses, the Company compares its valuations to third party valuations on a quarterly basis.

Southwest Airlines Co.
Notes to Condensed Consolidated Financial Statements
(unaudited)

In association with its estimate of fair value related to auction rate security instruments as of June 30, 2012, the Company has recorded a temporary unrealized decline in fair value of \$19 million, with an offsetting entry to AOCI. The Company continues to believe that this decline in fair value is due entirely to market liquidity issues, because the underlying assets for the majority of these auction rate securities held by the Company are currently rated investment grade by Moody's, Standard and Poor's, and Fitch and are almost entirely backed by the U.S. Government. The range of maturities for the Company's auction rate securities are from 6 years to 35 years. Considering the relative insignificance of these securities in comparison to the Company's liquid assets and other sources of liquidity, the Company has no current intention of selling these securities nor does it expect to be required to sell these securities before a recovery in their cost basis. At the time of the first failed auctions during first quarter 2008, the Company held a total of \$463 million in auction rate securities and, since that time, has been able to sell \$390 million of these instruments at par value.

The Company remains in discussions with its remaining counterparties to determine whether mutually agreeable decisions can be reached regarding the effective repurchase of its remaining auction rate securities. The Company continues to earn interest on its outstanding auction rate security instruments. Any future fluctuation in fair value related to these instruments that the Company deems to be temporary, including any recoveries of previous temporary write-downs, would be recorded to AOCI. If the Company determines that any future valuation adjustment is other than temporary, it will record a charge to earnings as appropriate.

Southwest Airlines Co.
Notes to Condensed Consolidated Financial Statements
(unaudited)

The following tables present the Company's assets and liabilities that are measured at fair value on a recurring basis at June 30, 2012 and December 31, 2011:

Description	June 30, 2012	Fair value measurements at reporting date using:		
		Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
(in millions)				
Assets				
Cash equivalents				
Cash equivalents (a)	\$ 909	\$ 909	\$ -	\$ -
Commercial paper	150	-	150	-
Certificates of deposit	24	-	24	-
Short-term investments:				
Treasury bills	1,954	1,954	-	-
Certificates of deposit	219	-	219	-
Noncurrent investments (b)				
Auction rate securities	54	-	-	54
Interest rate derivatives (see Note 5)	69	-	69	-
Fuel derivatives:				
Swap contracts (c)	13	-	13	-
Option contracts (c)	199	-	-	199
Swap contracts (d)	173	-	173	-
Option contracts (d)	447	-	-	447
Other available-for-sale securities	47	42	-	5
Total assets	\$ 4,258	\$ 2,905	\$ 648	\$ 705
Liabilities				
Fuel derivatives:				
Swap contracts (c)	\$ (16)	\$ -	\$ (16)	\$ -
Option contracts (c)	(128)	-	-	(128)
Swap contracts (d)	(374)	-	(374)	-
Option contracts (d)	(454)	-	-	(454)
Interest rate derivatives (see Note 5)	(128)	-	(128)	-
Deferred compensation	(126)	(126)	-	-
Total liabilities	\$ (1,226)	\$ (126)	\$ (518)	\$ (582)

(a) Cash equivalents is primarily composed of money market investments.

(b) Noncurrent investments are included in Other assets in the unaudited Condensed Consolidated Balance Sheet.

(c) In the unaudited Condensed Consolidated Balance Sheet, amounts are presented as a net asset, and are also net of cash collateral received from counterparties. See Note 5.

(d) In the unaudited Condensed Consolidated Balance Sheet, amounts are presented as a net liability, and are also net of cash collateral provided to counterparties. See Note 5.

Southwest Airlines Co.
Notes to Condensed Consolidated Financial Statements
(unaudited)

Description	December 31, 2011	Fair value measurements at reporting date using:		
		Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
(in millions)				
Assets				
Cash equivalents				
Cash equivalents (a)	\$ 774	\$ 774	\$ -	\$ -
Commercial paper	48	-	48	-
Certificates of deposit	7	-	7	-
Short-term investments:				
Treasury bills	2,014	2,014	-	-
Certificates of deposit	221	-	221	-
Commercial paper	80	-	80	-
Noncurrent investments (b)				
Auction rate securities	67	-	-	67
Certificates of deposit	25	-	25	-
Interest rate derivatives (see Note 5)	66	-	66	-
Fuel derivatives:				
Option contracts (c)	709	-	-	709
Swap contracts (d)	180	-	180	-
Option contracts (d)	345	-	-	345
Other available-for-sale securities	43	38	-	5
Total assets	\$ 4,579	\$ 2,826	\$ 627	\$ 1,126
Liabilities				
Fuel derivatives:				
Swap contracts (c)	\$ (65)	\$ -	\$ (65)	\$ -
Option contracts (c)	(371)	-	-	(371)
Swap contracts (d)	(576)	-	(576)	-
Option contracts (d)	(266)	-	-	(266)
Interest rate derivatives (see Note 5)	(132)	-	(132)	-
Deferred Compensation	(121)	(121)	-	-
Total liabilities	\$ (1,531)	\$ (121)	\$ (773)	\$ (637)

(a) Cash equivalents is primarily composed of money market investments.

(b) Noncurrent investments are included in Other assets in the unaudited Condensed Consolidated Balance Sheet.

(c) In the unaudited Condensed Consolidated Balance Sheet, amounts are presented as a net asset, and are also net of cash collateral received from counterparties. See Note 5.

(d) In the unaudited Condensed Consolidated Balance Sheet, amounts are presented as a net liability, and are also net of cash collateral provided to counterparties. See Note 5.

The Company had no transfers of assets or liabilities between any of the above levels during the six months ended June 30, 2012 or the year ended December 31, 2011. The following table presents the Company's activity for items measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the three and six months ended June 30, 2012:

Southwest Airlines Co.
Notes to Condensed Consolidated Financial Statements
(unaudited)

(in millions)	Fair value measurements using significant unobservable inputs (Level 3)			
	Fuel derivatives	Auction rate securities	Other securities	Total
Balance at March 31, 2012	\$ 562	\$ 68	\$ 5	\$ 635
Total gains (realized or unrealized)				
Included in earnings	(183)	-	-	(183)
Included in other comprehensive income	(432)	(6)	-	(438)
Purchases	157	-	-	157
Sales	-	(8)	-	(8)
Settlements	(40)	-	-	(40)
Balance at June 30, 2012	<u>\$ 64</u>	<u>\$ 54(a)</u>	<u>\$ 5</u>	<u>\$ 123</u>
The amount of total gains or (losses) for the period included in earnings attributable to the change in unrealized gains or losses relating to				
assets still held at June 30, 2012	<u>\$ (177)</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (177)</u>

(a) Included in Other assets in the unaudited Condensed Consolidated Balance Sheet.

(in millions)	Fair value measurements using significant unobservable inputs (Level 3)			
	Fuel derivatives	Auction rate securities	Other securities	Total
Balance at December 31, 2011	\$ 417	\$ 67	\$ 5	\$ 489
Total gains or (losses) (realized or unrealized)				
Included in earnings	(4)	-	-	(4)
Included in other comprehensive income	(228)	(5)	-	(233)
Purchases	329	-	-	329
Sales	(396)	(8)	-	(404)
Settlements	(54)	-	-	(54)
Balance at June 30, 2012	<u>\$ 64</u>	<u>\$ 54(a)</u>	<u>\$ 5</u>	<u>\$ 123</u>
The amount of total gains or (losses) for the period included in earnings attributable to the change in unrealized gains or losses relating to				
assets still held at June 30, 2012	<u>\$ 1</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1</u>

(a) Included in Other assets in the unaudited Condensed Consolidated Balance Sheet.

The significant unobservable input used in the fair value measurement of the Company's derivative option contracts is implied volatility. Holding other inputs constant, a significant increase (decrease) in implied volatility would result in a significantly higher (lower) fair value measurement for the Company's derivative option contracts. The significant unobservable inputs used in the fair value measurement of the Company's auction rate securities are time to principal recovery, an illiquidity premium, and counterparty credit spread. Holding other inputs constant, a significant increase (decrease) in such unobservable inputs would result in a significantly lower (higher) fair value measurement.

Southwest Airlines Co.
Notes to Condensed Consolidated Financial Statements
(unaudited)

The following table presents a range of the unobservable inputs utilized in the fair value measurements of the Company's assets and liabilities classified as Level 3 at June 30, 2012:

Quantitative information about Level 3 fair value measurements

	Valuation technique	Unobservable input	Period (by year)	Range
Fuel derivatives	Option model	Implied volatility	Third quarter 2012	14%-39%
			Fourth quarter 2012	22%-41%
			2013	23%-38%
			2014	22%-32%
			2015	22%-26%
Auction rate securities	Discounted cash flow	Time to principal recovery	2016	20%-25%
			Illiquidity premium	6yrs-8yrs
				2%-5%
				1%-3%
		Counterparty credit spread		

All settlements from fuel derivative contracts that are deemed "effective" are included in Fuel and oil expense in the period the underlying fuel is consumed in operations. Any "ineffectiveness" associated with hedges, including amounts that settled in the current period (realized), and amounts that will settle in future periods (unrealized), is recorded in earnings immediately, as a component of Other (gains) losses, net. See Note 5 for further information on hedging. Any gains and losses (realized and unrealized) related to other investments are reported in Other operating expenses, and were immaterial for the three and six months ended June 30, 2012 and 2011.

The carrying amounts and estimated fair values of the Company's long-term debt (including current maturities), as well as the applicable fair value hierarchy tier, at June 30, 2012, are contained in the table below. The fair values of the Company's publicly held long-term debt are determined based on inputs that are readily available in public markets or can be derived from information available in publicly quoted markets; therefore, the Company has categorized these agreements as Level 2. Seven of the Company's debt agreements are not publicly held. The Company has determined the estimated fair value of this debt to be Level 3 as certain inputs used to determine the fair value of these agreements are unobservable. The Company utilizes indicative pricing from counterparties and a discounted cash flow method to estimate the fair value of the Level 3 items.

(in millions)	Carrying value	Estimated fair value	Fair value level hierarchy
French Credit Agreements due 2012	\$ 3	\$ 3	Level 3
5.25% Notes due 2014	371	393	Level 2
5.75% Notes due 2016	331	372	Level 2
5.25% Convertible Senior Notes due 2016	118	121	Level 2
5.125% Notes due 2017	333	363	Level 2
Fixed-rate 717 Aircraft Notes payable through 2017 - 10.39%	65	64	Level 2
French Credit Agreements due 2018	60	60	Level 3
Fixed-rate 737 Aircraft Notes payable through 2018 - 7.02%	39	40	Level 3
Term Loan Agreement due 2019 - 6.315%	255	255	Level 3
Term Loan Agreement due 2019 - 6.84%	100	108	Level 3
Term Loan Agreement due 2020 - 5.223%	469	418	Level 3
Floating-rate 737 Aircraft Notes payable through 2020 - 3.99%	577	551	Level 3
Pass Through Certificates due 2022	402	446	Level 2
7.375% Debentures due 2027	138	150	Level 2

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Relevant comparative operating statistics for the three and six months ended June 30, 2012 and 2011 are included below.

The Company provides these operating statistics because they are commonly used in the airline industry and, as such, allow readers to compare the Company's performance against its results for the prior year period, as well as against the performance of the Company's peers. As discussed in Note 2 to the unaudited Condensed Consolidated Financial Statements, these statistics include the operations of AirTran since the May 2, 2011 acquisition date, but prior to that date only include the operations of Southwest Airlines ("Southwest").

	Three months ended June 30,		Change
	2012	2011	
Revenue passengers carried	28,859,348	27,114,480	6.4 %
Enplaned passengers	35,210,151	33,430,914	5.3 %
Revenue passenger miles (RPMs) (000s) ⁽¹⁾	27,206,498	25,883,849	5.1 %
Available seat miles (ASMs) (000s) ⁽²⁾	33,230,589	31,457,412	5.6 %
Load factor ⁽³⁾	81.9 %	82.3 %	(0.4)pts
Average length of passenger haul (miles)	943	955	(1.3)%
Average aircraft stage length (miles)	699	685	2.0 %
Trips flown	352,726	340,768	3.5 %
Average passenger fare	\$ 150.31	\$ 143.53	4.7 %
Passenger revenue yield per RPM (cents) ⁽⁴⁾	15.94	15.04	6.0 %
Operating revenue per ASM (cents)	13.89	13.15	5.6 %
Passenger revenue per ASM (cents) ⁽⁵⁾	13.05	12.37	5.5 %
Operating expenses per ASM (cents) ⁽⁶⁾	12.51	12.49	0.2 %
Operating expenses per ASM, excluding fuel (cents)	7.76	7.63	1.7 %
Fuel costs per gallon, including fuel tax	\$ 3.25	\$ 3.30	(1.5)%
Fuel costs per gallon, including fuel tax, economic	\$ 3.22	\$ 3.28	(1.8)%
Fuel consumed, in gallons (millions)	483	462	4.5 %
Active fulltime equivalent Employees	46,128	43,805	5.3 %
Aircraft in service at period-end ⁽⁷⁾	695	694	0.1 %

(1) A revenue passenger mile is one paying passenger flown one mile. Also referred to as "traffic," which is a measure of demand for a given period.

(2) An available seat mile is one seat (empty or full) flown one mile. Also referred to as "capacity," which is a measure of the space available to carry passengers in a given period.

(3) Revenue passenger miles divided by available seat miles.

(4) Calculated as passenger revenue divided by revenue passenger miles. Also referred to as "yield," this is the average cost paid by a paying passenger to fly one mile, which is a measure of revenue production and fares.

(5) Calculated as passenger revenue divided by available seat miles. Also referred to as "passenger unit revenues," this is a measure of passenger revenue production based on the total available seat miles flown during a particular period.

(6) Calculated as operating expenses divided by available seat miles. Also referred to as "unit costs" or "cost per available seat mile," this is the average cost to fly an aircraft seat (empty or full) one mile, which is a measure of cost efficiencies.

(7) Includes leased aircraft and excludes aircraft that are not available for service or are in storage, held for sale, or for return to the lessor.

	Six months ended June 30,		Change
	2012	2011	
Revenue passengers carried	54,420,170	48,229,595	12.8 %
Enplaned passengers	66,364,573	59,030,032	12.4 %
Revenue passenger miles (RPMs) (000s) ⁽¹⁾	50,891,364	45,079,735	12.9 %
Available seat miles (ASMs) (000s) ⁽²⁾	63,863,482	55,963,085	14.1 %
Load factor ⁽³⁾	79.7 %	80.6 %	(0.9)pts
Average length of passenger haul (miles)	935	935	- %
Average aircraft stage length (miles)	692	672	3.0 %
Trips flown	686,622	614,591	11.7 %
Average passenger fare	\$ 148.49	\$ 141.83	4.7 %
Passenger revenue yield per RPM (cents) ⁽⁴⁾	15.88	15.17	4.7 %
Operating revenue per ASM (cents)	13.48	12.93	4.3 %
Passenger revenue per ASM (cents) ⁽⁵⁾	12.65	12.22	3.5 %
Operating expenses per ASM (cents) ⁽⁶⁾	12.72	12.36	2.9 %
Operating expenses per ASM, excluding fuel (cents)	7.89	7.77	1.5 %
Fuel costs per gallon, including fuel tax	\$ 3.32	\$ 3.13	6.1 %
Fuel costs per gallon, including fuel tax, economic	\$ 3.33	\$ 3.14	6.1 %
Fuel consumed, in gallons (millions)	926	817	13.3 %
Active fulltime equivalent Employees	46,128	43,805	5.3 %
Aircraft in service at period-end ⁽⁷⁾	695	694	0.1 %

(1) A revenue passenger mile is one paying passenger flown one mile. Also referred to as "traffic," which is a measure of demand for a given period.

(2) An available seat mile is one seat (empty or full) flown one mile. Also referred to as "capacity," which is a measure of the space available to carry passengers in a given period.

(3) Revenue passenger miles divided by available seat miles.

(4) Calculated as passenger revenue divided by revenue passenger miles. Also referred to as "yield," this is the average cost paid by a paying passenger to fly one mile, which is a measure of revenue production and fares.

(5) Calculated as passenger revenue divided by available seat miles. Also referred to as "passenger unit revenues," this is a measure of passenger revenue production based on the total available seat miles flown during a particular period.

(6) Calculated as operating expenses divided by available seat miles. Also referred to as "unit costs" or "cost per available seat mile," this is the average cost to fly an aircraft seat (empty or full) one mile, which is a measure of cost efficiencies.

(7) Includes leased aircraft and excludes aircraft that are not available for service or are in storage, held for sale, or for return to the lessor.

Reconciliation of Reported Amounts to non-GAAP Financial Measures (unaudited) (in millions, except per share and per ASM amounts)

	Three months ended June 30,		Percent Change	Six months ended June 30,		Percent Change
	2012	2011		2012	2011	
Fuel and oil expense, unhedged	\$ 1,544	\$ 1,533		\$ 3,022	\$ 2,577	
Add (Deduct): Fuel hedge (gains) losses included in Fuel and oil expense	33	(6)		65	(12)	
Fuel and oil expense, as reported	\$ 1,577	\$ 1,527		\$ 3,087	\$ 2,565	
Add (Deduct): Net impact from fuel contracts	(14)	(11)		10	6	
Fuel and oil expense, non-GAAP	\$ 1,563	\$ 1,516	3.1 %	\$ 3,097	\$ 2,571	20.5 %
Operating income, as reported	\$ 460	\$ 207		\$ 481	\$ 321	
Add: Reclassification between Fuel and oil and Other (gains) losses, net, associated with current period settled contracts	10	11		12	9	
Add (Deduct): Contracts settling in the current period, but for which gains and/or (losses) have been recognized in a prior period*	4	-		(22)	(15)	
Add: Acquisition and integration costs, net (a)	11	58		24	72	
Operating income, non-GAAP	\$ 485	\$ 276	75.7 %	\$ 495	\$ 387	27.9 %
Net income, as reported	\$ 228	\$ 161		\$ 327	\$ 166	
Add (Deduct): Mark-to-market impact from fuel contracts settling in future periods	50	(136)		(156)	(139)	
Add: Ineffectiveness from fuel hedges settling in future periods	8	7		39	37	
Add (Deduct): Other net impact of fuel contracts settling in the current or a prior period (excluding reclassifications)	4	-		(22)	(15)	
Income tax impact of fuel contracts	(24)	49		52	45	
Add: Acquisition and integration costs, net (b)	7	40		15	48	
Net income, non-GAAP	\$ 273	\$ 121	125.6 %	\$ 255	\$ 142	79.6 %
Net income per share, diluted, as reported	\$ 0.30	\$ 0.21		\$ 0.43	\$ 0.22	
Add: Net impact to net income above from fuel contracts divided by dilutive shares	0.05	(0.10)		(0.12)	(0.09)	
Add: Impact of special items, net (b)	0.01	0.04		0.02	0.06	
Net income per share, diluted, non-GAAP	\$ 0.36	\$ 0.15	140.0 %	\$ 0.33	\$ 0.19	73.7 %
Operating expenses per ASM (cents)	12.51	12.49		12.72	12.36	
Deduct: Fuel expense divided by ASMs	(4.75)	(4.86)		(4.83)	(4.59)	
Deduct: Impact of special items, net (a)	(0.03)	(0.18)		(0.04)	(0.13)	
Operating expenses per ASM, non-GAAP, excluding fuel and special items (cents)	7.73	7.45	3.8 %	7.85	7.64	2.7 %

* As a result of prior hedge ineffectiveness and/or contracts marked to market through earnings.

(a) Amounts net of profitsharing impact on charges incurred through March 31, 2011. The Company amended its profitsharing plan during second quarter 2011 to defer the profitsharing impact of acquisition and integration costs incurred from April 1, 2011, through December 31, 2013. The profitsharing impact of these costs will be realized in 2014 and beyond.

(b) Amounts net of taxes and profitsharing. See footnote (a) above.

Note Regarding Use of Non-GAAP Financial Measures

The Company's unaudited Condensed Consolidated Financial Statements are prepared in accordance with GAAP. These GAAP financial statements include (i) unrealized non-cash adjustments and reclassifications, which can be significant, as a result of accounting requirements and elections made under accounting pronouncements relating to derivative instruments and hedging and (ii) other charges the Company believes are not indicative of its ongoing operational performance.

As a result, the Company also provides financial information in this filing that was not prepared in accordance with GAAP and should not be considered as an alternative to the information prepared in accordance with GAAP. The Company provides supplemental non-GAAP financial information, including results that it refers to as "economic," which the Company's management utilizes to evaluate its ongoing financial performance and the Company believes provides greater transparency to investors as supplemental information to its GAAP results. The Company's economic financial results differ from GAAP results in that they only include the actual cash settlements from fuel hedge contracts—all reflected within Fuel and oil expense in the period of settlement. Thus, Fuel and oil expense on an economic basis reflects the Company's actual net cash outlays for fuel during the applicable period, inclusive of settled fuel derivative contracts. Any net premium costs paid related to option contracts are reflected as a component of Other (gains) losses, net, for both GAAP and non-GAAP (including economic) purposes in the period of contract settlement. These economic results provide a better measure of the impact of the Company's fuel hedges on its operating performance and liquidity since they exclude the unrealized, non-cash adjustments and reclassifications that are recorded in GAAP results in accordance with accounting guidance relating to derivative instruments, and they reflect all cash settlements related to fuel derivative contracts within Fuel and oil expense. This enables the Company's management, as well as investors, to consistently assess the Company's operating performance on a year-over-year or quarter-over-quarter basis after considering all efforts in place to manage fuel expense. However, because these measures are not determined in accordance with GAAP, such measures are susceptible to varying calculations and not all companies calculate the measures in the same manner. As a result, the aforementioned measures, as presented, may not be directly comparable to similarly titled measures presented by other companies.

Further information on (i) the Company's fuel hedging program, (ii) the requirements of accounting for derivative instruments, and (iii) the causes of hedge ineffectiveness and/or mark-to-market gains or losses from derivative instruments is included in Note 5 to the unaudited Condensed Consolidated Financial Statements and in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011.

In addition to its "economic" financial measures, as defined above, the Company has also provided other non-GAAP financial measures as a result of items that the Company believes are not indicative of its ongoing operations. These include expenses associated with the Company's acquisition and integration of AirTran. The Company believes that evaluation of its financial performance can be enhanced by a presentation of results that exclude the impact of these items in order to evaluate the results on a comparative basis with results in prior periods that do not include such items and as a basis for evaluating operating results in future periods. As a result of the Company's acquisition of AirTran, which closed on May 2, 2011, the Company has incurred and expects to continue to incur substantial charges associated with integration of the two companies. While the Company cannot predict the exact timing or amounts of such charges, it does expect to treat the charges as special items in its future presentation of non-GAAP results. See Note 2 to the unaudited Condensed Consolidated Financial Statements for further information on the AirTran acquisition.

Material Changes in Results of Operations

Overview

As discussed in Note 2 to the unaudited Condensed Consolidated Financial Statements, on May 2, 2011, the Company consummated its acquisition of AirTran. For GAAP reporting, the accompanying results of operations and cash flows contain AirTran's results beginning as of the date of the acquisition, while results of operations and cash flows prior to the acquisition date are only those of Southwest Airlines Co. and its subsidiaries.

The Company recorded second quarter and year-to-date GAAP and non-GAAP results for 2012 and 2011 as follows:

(in millions, except per share amounts)	Three months ended June 30,			Six months ended June 30,		
	2012	2011	Percent Change	2012	2011	Percent Change
GAAP						
Net income	\$ 228	\$ 161	41.6	\$ 327	\$ 166	97.0
Net income per share, diluted	0.30	0.21	42.9	0.43	0.22	95.5
Operating income	460	207	122.2	481	321	49.8
Non-GAAP						
Net income	\$ 273	\$ 121	125.6	\$ 255	\$ 142	79.6
Net income per share, diluted	0.36	0.15	140.0	0.33	0.19	73.7
Operating income	485	276	75.7	495	387	27.9

See the previous Note Regarding Use of Non-GAAP Financial Measures.

The significant year-over-year increases in net income and operating income on both a GAAP and a non-GAAP basis primarily were due to (i) the continued focus on revenue production, as the Company initiated fare increases and utilized other revenue management techniques to achieve Company record-setting levels of Passenger revenue per available seat mile and Passenger yield, (ii) a second quarter 2012 softening in energy prices, resulting in a second quarter year-over-year decline in the Company's jet fuel cost per gallon, (iii) a year-over-year decline in net interest expense, and (iv) the diligence the Company employs in running an efficient operation and working to minimize waste and enhance productivity. The primary reason for the difference between the Company's GAAP and non-GAAP results in both the three and six months ended June 30, 2012 and 2011 was a fluctuation in the non-cash GAAP adjustments recorded as a result of the Company's portfolio of future derivative contracts utilized in attempting to hedge against jet fuel price volatility. See Note 5 to the unaudited Condensed Consolidated Financial Statements for further information on fuel hedging.

The Company has implemented, and/or is in the midst of, several strategic initiatives that are intended to increase its revenues and reduce its unit costs. The Company's major strategic initiatives include:

- The acquisition and integration of AirTran. The 2011 acquisition of AirTran increased the Company's fleet size by 140 aircraft and expanded the Company's network into key markets such as Atlanta, Washington Reagan, and near-international locations such as the Caribbean and Mexico. The Company has been able to produce significant synergies and expects to realize total net pre-tax annual synergies of \$400 million in 2013 (excluding acquisition and integration expenses). Significant changes are underway to AirTran's route network, including the closure of several airports that proved unsustainable as a result of high fuel costs, and the re-deployment of aircraft in new markets. In addition, during the first quarter of 2012, the Company obtained a single operating certificate from the Federal Aviation Administration (the "FAA"), and has begun the process of transferring AirTran aircraft to Southwest to be converted to the Southwest livery. As of July 19th, 2012, five AirTran 737-700 aircraft had completed the conversion process and re-entered service as Southwest aircraft. In addition, the Company plans to transition AirTran airport facilities to Southwest, beginning with Seattle and Des Moines in the third quarter.
- The launch of Southwest's All-New Rapid Rewards® frequent flyer program in first quarter 2011. The results of the program have exceeded the Company's expectations with respect to the number of new frequent flyer members, the amount spent per member on airfare, the number of flights taken by members, the number of Southwest's co-branded Chase® Visa credit card holders added, the number of points sold to business partners, and the number of frequent flyer points purchased by program members.
- The addition of a larger aircraft, the Boeing 737-800, to Southwest's fleet. The Company is scheduled to receive a total of 34 Boeing 737-800s during 2012, of which 17 had been delivered as of June 30, 2012. The Boeing 737-800 (i) is better suited for potential new destinations, including near-international locations, (ii) has the opportunity to generate additional revenue by replacing current aircraft on specified routes and locations that are restricted due to space constraints or slot controls (a "slot" is the right of an air carrier, pursuant to regulations of the FAA, to operate a takeoff or landing at a specific time at certain airports), and (iii) operates at a lower unit cost than aircraft in the Company's existing fleet.
- Fleet modernization efforts. The Company announced in December 2011 that Southwest will be the first airline to accept delivery of Boeing's new, more fuel-efficient 737 MAX aircraft, which is expected to enter service in 2017. The Company placed orders for a total of 150 Boeing 737 MAX aircraft and added a total of 58 Boeing 737NG aircraft to its existing firm order book. The 737 MAX is expected to reduce CO2 emissions and improve fuel burn by an additional 10 to 11 percent over today's most fuel-efficient, single-aisle airplane. In January 2012, the Company also announced plans to retrofit its 737-700 fleet with an updated cabin interior. *Evolve: The New Southwest Experience* is intended to enhance Customer comfort, personal space, and the overall travel experience, while improving fleet efficiency and being environmentally responsible. By maximizing the space inside the plane, *Evolve* allows for the added benefit of six additional seats on each 737-700 aircraft, along with more climate-friendly and cost-effective materials. These retrofits for Southwest 737-700 aircraft began in March 2012 and are expected to be completed in 2013. Over the next several years, AirTran aircraft that are transitioned to the Southwest fleet will also receive the new *Evolve* interior. As of July 19, 2012, 70 of the Company's 737-700 aircraft had been converted to the *Evolve* interior, including five transitioned AirTran aircraft. The Company has also made the decision to retrofit a portion of its Classic Fleet (737-300s and 737-500s) with *Evolve*.
- Reservation System Replacement. The Company has entered into a contract with Amadeus IT Group to implement Amadeus' Altea reservations solution to support the Company's international service. The Amadeus technology is expected to support Southwest's operation of international flights, which are expected to begin in 2014. The contract also provides the option for Southwest to migrate its domestic business to Amadeus in the future.

The Company has continued working towards creating a "codeshare" between the Southwest and AirTran reservations systems, which would allow Customers to book flights on either carrier through a single source and to book connecting itineraries between the two carriers. This project is expected to be completed in 2013. On April 23, 2012, the Company announced that Customers now have the ability to exchange frequent flyer benefits between the Southwest and AirTran frequent flyer programs. Progress also continues on the integration of Southwest's and AirTran's unionized workforce. During second quarter 2012, the Aircraft Maintenance Technicians at Southwest, totaling approximately 1,750 Employees, represented by Aircraft Mechanics Fraternal Association (AMFA), and the Aircraft Mechanics at AirTran, totaling approximately 500 Employees, represented by the International Brotherhood of Teamsters, Local 528, voted to ratify their Seniority Integration Agreement, which integrates the two groups' seniority lists. The Company's Pilots, Flight Attendants, Flight Instructors, Dispatchers, and Ramp, Operations, Provisioning, and Freight Agents have also successfully completed the seniority integration negotiation process. Workgroups still in seniority integration negotiations include Customer Service Agents, Customer Support and Service Employees, and Material Specialists.

On July 9, 2012, the Company announced it had reached an agreement with Delta Air Lines, Inc. (“Delta”) and Boeing Capital Corp. to lease or sublease all 88 of AirTran’s Boeing 717-200 aircraft to Delta. The transition of such aircraft to Delta will take place beginning in August 2013 at the rate of approximately three aircraft per month. These aircraft are expected to be replaced in the Company’s fleet through a combination of new aircraft already on order from Boeing, as well as the modification of the retirement dates for a portion of the Company’s 737-300 and 737-500 aircraft. See Note 8 to the Company’s unaudited Condensed Consolidated Financial Statements for further information.

During second quarter 2012, the City of Houston, Texas, approved an expansion plan to build five additional gates and a U.S. customs facility at Houston’s William P. Hobby Airport, which would allow for Southwest’s planned international service from that airport. The facility is expected to be complete and available for operation sometime in 2015. The Company has agreed to fund the design and construction of this project, which is currently estimated, by the airport, to cost \$100 million. The Company also recently purchased two pairs of takeoff and landing slots from Spirit Airlines at Washington D.C.’s Ronald Reagan National Airport (DCA). The Company plans to utilize these slots to provide two daily roundtrips between DCA and St. Louis beginning the end of third quarter 2012 or early fourth quarter 2012, subject to required governmental and other approvals.

At the current time, the Company plans to continue its route network and schedule optimization efforts, but does not intend to grow its overall fleet size for 2012. During second quarter 2012, the Company deferred 30 firm aircraft deliveries from Boeing, originally scheduled for delivery in 2013 and 2014, which resulted in a \$1 billion reduction in the Company’s expected capital expenditures from 2012 through 2014. See the Company’s revised aircraft delivery commitment schedule below in “Contractual Obligations and Contingent Liabilities and Commitments.” Along with its expected receipt of 34 Boeing 737-800 aircraft deliveries during 2012, the Company also expects to retire approximately 40 of its older Boeing 737-300s and 737-500s and currently expects 2012 ASMs to approximate the combined 2011 ASMs of Southwest and AirTran, including during the pre-acquisition period from January 1, 2011 to May 1, 2011 for AirTran.

Comparison of three months ended June 30, 2012 to three months ended June 30, 2011

Operating Revenues

Operating revenues for second quarter 2012 increased by \$480 million, or 11.6 percent, compared to second quarter 2011. Approximately 45 percent of the increase was due to the fact that second quarter 2012 results include three full months of AirTran Operating revenues, while second quarter 2011 results only include AirTran Operating revenues following the May 2, 2011 acquisition date. Excluding the results of AirTran in both periods, Operating revenues for second quarter 2012 increased 7.3 percent on a dollar basis, primarily due to a 7.2 percent increase in Southwest’s passenger revenues. The majority of the increase in passenger revenues was attributable to higher passenger yields, as the Company implemented fare increases in an attempt to buffer a portion of the impact of high fuel costs. The Company’s load factor decreased 0.4 points to 81.9 percent in second quarter 2012 versus second quarter 2011, partially due to the impact of higher airfares on Customer demand.

Thus far, passenger unit revenue growth in July looks solid; however, the expected year-over-year increase in July passenger unit revenues is estimated to be less than June 2012’s six percent year-over-year increase in passenger unit revenues. Bookings for the remainder of the third quarter, thus far, look good. Overall, the Company currently expects another solid increase in passenger unit revenues in third quarter 2012. This is despite the fact that passenger revenues in third quarter 2011 included \$44 million for fare increases realized during the ticket tax “holiday” resulting from Congress allowing the Federal Aviation Administration authorization to lapse, with the majority of the impact falling in August 2011.

Freight revenues for second quarter 2012 increased by \$6 million, or 16.7 percent, compared to second quarter 2011, primarily due to an increase in shipments as a result of better domestic economic conditions than the prior year. The Company currently expects Freight revenues for third quarter 2012 to increase slightly as compared to third quarter 2011 Freight revenues.

Other revenues for second quarter 2012 increased by \$28 million, or 13.5 percent, compared to second quarter 2011, the majority of which was due to the inclusion of AirTran results for the full three months in second quarter 2012, while second quarter 2011 results only include AirTran Other revenues following the acquisition date. Excluding the results of AirTran in both periods, Other revenues for second quarter 2012 increased 7.4 percent on a dollar basis compared to second quarter 2011. This increase primarily was due to higher revenues associated with commissions earned from programs the Company sponsors with certain business partners, such as Southwest's co-branded Chase Visa credit card. Based on current trends, the Company expects Other revenues for third quarter 2012 to decrease as compared to third quarter 2011's \$241 million, due to a higher portion of expected revenues from business partners being classified as Passenger Revenue.

Operating expenses

Operating expenses for second quarter 2012 increased by \$227 million, or 5.8 percent, compared to second quarter 2011, while capacity increased 5.6 percent over the same period. The increase in Operating expenses was primarily due to the inclusion of AirTran results for the full three months in second quarter 2012, while second quarter 2011 results only include AirTran Operating expenses following the acquisition date. Historically, except for changes in the price of fuel, changes in Operating expenses for airlines are largely driven by changes in capacity, or ASMs. In the sections that follow, all explanations include the impact of AirTran following the acquisition date, unless otherwise noted. The following table presents the Company's Operating expenses per ASM for the second quarters of 2012 and 2011, followed by explanations of these changes on a per-ASM basis and/or on a dollar basis:

(in cents, except for percentages)	Three months ended June		Per-ASM change	Percent change
	2012	2011		
Salaries, wages, and benefits	3.68¢	3.58¢	.10¢	2.8%
Fuel and oil	4.75	4.86	(.11)	(2.3)
Maintenance materials and repairs	.87	.78	.09	11.5
Aircraft rentals	.27	.25	.02	8.0
Landing fees and other rentals	.78	.78	-	-
Depreciation and amortization	.61	.56	.05	8.9
Acquisition and integration	.03	.18	(.15)	(83.3)
Other operating expenses	1.52	1.50	.02	1.3
Total	12.51¢	12.49¢	.02¢	0.2%

On a dollar basis, excluding the results for AirTran in both periods, Operating expenses increased by 1.9 percent for second quarter 2012 compared to second quarter 2011, primarily due to an increase in Salaries, wages, and benefits expense. Operating expenses per ASM (unit costs) for second quarter 2012 increased 0.2 percent compared to second quarter 2011. On a non-GAAP basis, the Company's second quarter 2012 Operating expenses per ASM, excluding fuel, increased 3.8 percent compared to second quarter 2011, also primarily due to higher Salaries, wages, and benefits expense. Based on current cost trends, the Company expects third quarter 2012 unit costs, excluding fuel, profitsharing, and special items, to increase in the mid to high single digit range compared to third quarter 2011's unit costs, excluding fuel, profitsharing, and special items. See the previous Note Regarding Use of Non-GAAP Financial Measures.

Salaries, wages, and benefits expense for second quarter 2012 increased by \$97 million, or 8.6 percent, compared to second quarter 2011, of which approximately \$41 million was due to the inclusion of AirTran results for the full three months in second quarter 2012, while second quarter 2011 results only include AirTran Salaries, wages, and benefits expense following the acquisition date. Excluding the results of AirTran in both periods, Salaries, wages, and benefits expense increased by 5.5 percent on a dollar basis for second quarter 2012 compared to second quarter 2011. The majority of this increase was due to the increase in profitsharing expense to \$73 million in second quarter 2012, compared to \$33 million in second quarter 2011. The Company's profitsharing expense is based on profits that exclude the unrealized gains and/or losses the Company records for its fuel hedging program, as well as acquisition and integration costs. See Note 5 to the unaudited Condensed Consolidated Financial Statements for further information on fuel hedging. Salaries, wages, and benefits expense per ASM for second quarter 2012 increased 2.8 percent compared to second quarter 2011. On a per-ASM basis, the majority of this increase was due to the increase in profitsharing expense. Based on current cost trends and anticipated capacity, the Company expects Salaries, wages, and benefits expense per ASM in third quarter 2012, excluding profitsharing, to be comparable to second quarter 2012's Salaries, wages, and benefits expense per ASM, excluding profitsharing.

The Dispatcher work group at Southwest, totaling approximately 180 Employees, is subject to a collective-bargaining agreement between the Company and Transport Workers Union (TWU) 550, which became amendable November 2009. During second quarter 2012, Southwest's Dispatchers ratified a new agreement that becomes amendable November 2014.

The Appearance Technicians at Southwest, totaling approximately 260 Employees, are subject to a collective-bargaining agreement between the Company and AMFA, which became amendable February 2009. During second quarter 2012, Southwest's Appearance Technicians voted to ratify a new agreement that becomes amendable February 2017.

Fuel and oil expense for second quarter 2012 increased by \$50 million, or 3.3 percent, compared to second quarter 2011. There was an \$85 million increase due to the inclusion of AirTran results for the full three months in second quarter 2012, while second quarter 2011 results only include AirTran Fuel and oil expense following the acquisition date. Excluding the results of AirTran in both periods, Fuel and oil expense for second quarter 2012 decreased by 2.7 percent on a dollar basis compared to second quarter 2011. On a per-ASM basis, second quarter 2012 Fuel and oil expense decreased 2.3 percent versus second quarter 2011. Both of the nominal and unit decreases were primarily due to a 1.5 percent decrease in the Company's average fuel cost per gallon. In addition, approximately half of the decrease on a per-ASM basis was due to better fuel efficiency, as the Company continues to replace older Classic Fleet aircraft with new next-generation 737s. As a result of the Company's fuel hedging program and inclusive of accounting for derivatives and hedging, the Company recognized net losses totaling \$33 million in second quarter 2012 in Fuel and oil expense relating to fuel derivative instruments versus net gains totaling \$6 million recognized in Fuel and oil expense in second quarter 2011. These totals are inclusive of cash settlements realized from the expiration/settlement of fuel derivatives, which were \$19 million paid to counterparties in second quarter 2012 versus \$18 million received from counterparties for second quarter 2011. These totals exclude gains and/or losses recognized from hedge ineffectiveness and from derivatives that do not qualify for hedge accounting, which impacts are recorded as a component of Other (gains) losses, net. See Note 5 to the unaudited Condensed Consolidated Financial Statements.

As of July 17, 2012, on an economic basis, the Company had derivative contracts in place related to expected future fuel consumption for the following periods:

Period	Average percent of estimated fuel consumption covered by fuel derivative contracts at varying Brent/WTI crude-equivalent price levels
Second Half 2012 (1)	approx. 30%
2013 (2)	approx. 50%
2014	approx. 50%
2015	approx. 30%
2016	approx. 15%

(1) For second half 2012, the Company's percentage of estimated fuel consumption covered by fuel derivative contracts is primarily between WTI crude oil levels of \$100 and \$130 per barrel. At WTI crude oil levels above \$130 per barrel, the Company has less than 15% of estimated fuel consumption covered by fuel derivative contracts. The Company also has floor exposure, with the majority beginning at WTI crude oil levels of \$75 per barrel.

(2) For 2013, the Company's current estimated fuel consumption covered by fuel derivative contracts includes modest coverage based on underlying Brent crude-equivalent products. Therefore, 2013 jet fuel price per gallon estimates above or below market prices assume an average 2013 Brent crude oil premium to WTI crude oil of approximately \$9 per barrel, based on the average forward curve as of July 17, 2012. The Company's percentage of estimated fuel consumption covered by fuel derivative contracts is primarily between WTI/Brent crude oil levels of \$105 and \$140 per barrel. At WTI/Brent crude oil levels above \$140 per barrel, the Company has less than 20% of estimated fuel consumption covered by fuel derivative contracts. The Company also has floor exposure, with the majority beginning at WTI/Brent crude oil levels of \$75 per barrel.

As a result of applying hedge accounting in prior periods the Company has amounts "frozen" in Accumulated other comprehensive income (loss) ("AOCI"), and these amounts will be recognized in the Company's unaudited Condensed Consolidated Statement of Comprehensive Income in future periods when the underlying fuel derivative contracts settle. The following table displays the Company's estimated fair value of remaining fuel derivative contracts (not considering the impact of the cash collateral provided to or received from counterparties— See Note 5 to the unaudited Condensed Consolidated Financial Statements for further information), as well as the amount of deferred gains/losses in AOCI at June 30, 2012, and the expected future periods in which these items are expected to settle and/or be recognized in earnings (in millions):

Year	Fair value (liability) of fuel derivative contracts at June 30, 2012	Amount of gains (losses) deferred in AOCI at June 30, 2012 (net of tax)
Remainder of 2012	\$ (65)	\$ (58)
2013	(142)	(171)
2014	19	3
2015	32	(48)
2016	16	(3)
Total	\$ (140)	\$ (277)

Based on forward market prices and the amounts in the above table (and excluding any other subsequent changes to the fuel hedge portfolio), the Company's jet fuel costs per gallon could exceed market (i.e., unhedged) prices during some of these future periods. This is based primarily on expected future cash settlements associated with fuel derivatives, but excludes any impact associated with the ineffectiveness of fuel hedges or fuel derivatives that are marked to market because they do not qualify for hedge accounting. See Note 5 to the unaudited Condensed Consolidated Financial Statements for further information. Assuming no changes to the Company's current fuel derivative portfolio, but including all previous hedge activity for fuel derivatives that have not yet settled, and considering only the expected net cash payments related to hedges that will settle, the Company is providing a sensitivity table for third quarter 2012, fourth quarter 2012, and 2013 jet fuel prices at different crude oil assumptions as of July 17, 2012, and for expected premium costs associated with settling contracts each period.

**Estimated difference in economic jet fuel price per gallon,
above/(below) unhedged market prices, including taxes**

Average WTI Crude Oil price per barrel	3Q 2012	4Q 2012	2013 (1)
\$65	\$0.11	\$0.26	\$0.23
\$70	\$0.05	\$0.15	\$0.14
\$75	\$0.03	\$0.10	\$0.07
\$80	\$0.03	\$0.10	\$0.06
Current Market (2)	\$0.03	\$0.09	\$0.04
\$100	\$0.02	\$0.04	\$0.00
\$105	(\$0.01)	(\$0.02)	(\$0.03)
\$110	(\$0.04)	(\$0.09)	(\$0.11)
\$115	(\$0.06)	(\$0.13)	(\$0.17)
Estimated Premium Costs (3)	\$17 million	\$13 million	\$82 million

(1) For 2013, the Company's current estimated fuel consumption covered by fuel derivative contracts includes modest coverage based on underlying Brent crude-equivalent products. Therefore, 2013 jet fuel price per gallon estimates above or below market prices assume an average 2013 Brent crude oil premium to WTI crude oil of approximately \$9 per barrel, based on the average forward curve as of July 17, 2012. The Company's percentage of estimated fuel consumption covered by fuel derivative contracts is primarily between WTI/Brent crude oil levels of \$105 and \$140 per barrel. At WTI/Brent crude oil levels above \$140 per barrel, the Company has less than 20% of estimated fuel consumption covered by fuel derivative contracts. The Company also has floor exposure, with the majority beginning at WTI/Brent crude oil levels of \$75 per barrel.

(2) WTI crude oil average market prices as of July 17, 2012 were approximately \$89, \$91 and \$92 per barrel in third quarter 2012, fourth quarter 2012 and full year 2013, respectively.

(3) Premium costs are recognized as a component of Other (gains) losses net.

Maintenance materials and repairs expense for second quarter 2012 increased by \$45 million, or 18.3 percent, compared to second quarter 2011, of which approximately \$27 million was due to the inclusion of AirTran results for the full three months in second quarter 2012, while second quarter 2011 results only include AirTran Maintenance materials and repair expense following the acquisition date. Excluding the results of AirTran in both periods, Maintenance materials and repairs expense for second quarter 2012 increased by 9.0 percent on a dollar basis compared to second quarter 2011. This increase was primarily attributable to a higher rate for engine expense associated with the Company's 737-700 fleet. On a per-ASM basis, Maintenance materials and repairs expense for second quarter 2012 increased 11.5 percent compared to second quarter 2011, primarily as a result of higher AirTran maintenance costs, as AirTran's Boeing 717 fleet has higher costs, on a flight hour basis, than Southwest's all-Boeing 737 fleet. The Company currently expects Maintenance materials and repairs expense per ASM for third quarter 2012 to be higher than second quarter 2012's results, based on the currently scheduled airframe maintenance events, scheduled engine shop visits, *Evolve* retrofits, and projected engine flight hours.

Aircraft rentals expense for second quarter 2012 increased by \$11 million, or 13.9 percent, compared to second quarter 2011. There was an increase of \$13 million due to the inclusion of AirTran results for the full three months in second quarter 2012, while second quarter 2011 results only include AirTran Aircraft rentals expense following the acquisition date. Excluding the results of AirTran in both periods, as well as the impact of amortization associated with the unfavorable aircraft lease liability created as part of purchase accounting adjustments based on the estimated fair value of AirTran's Boeing 717 leases, Aircraft rentals expense for second quarter 2012 increased slightly on a dollar basis compared to second quarter 2011. This increase was primarily due to expense associated with five Boeing 737-800 aircraft received during second quarter 2012 that are accounted for as operating leases. See Note 2 to the unaudited Condensed Consolidated Financial Statements. On a per-ASM basis compared to second quarter 2011, Aircraft rentals expense in second quarter 2012 increased 8.0 percent. This increase on a per-ASM basis primarily was due to the fact that AirTran leases the majority of its aircraft fleet. Over 70 percent of AirTran's fleet as of June 30, 2012, are on operating leases, versus 18 percent for Southwest's fleet at June 30, 2012. The Company currently expects Aircraft rentals expense per ASM for third quarter 2012 to be slightly higher than second quarter 2012's results due to the second quarter lease of the five new Boeing 737-800s.

Landing fees and other rentals expense for second quarter 2012 increased by \$13 million, or 5.3 percent, compared to second quarter 2011, of which approximately \$4 million was due to the inclusion of AirTran results for the full three months in second quarter 2012, while second quarter 2011 results only include AirTran Landing fees and other rentals expense following the acquisition date. Excluding the results of AirTran in both periods, Landing fees and other rentals expense for second quarter 2012 increased by 4.1 percent on a dollar basis compared to second quarter 2011. The majority of this increase was due to an increase in rates charged by airports for both landing fees and space rentals versus the same prior year period. On a per-ASM basis compared to second quarter 2011, Landing fees and other rentals expense were flat. The Company currently expects Landing fees and other rentals expense for third quarter 2012 to be higher than second quarter 2012's results on a per-ASM basis.

Depreciation and amortization expense for second quarter 2012 increased by \$26 million, or 14.8 percent, compared to second quarter 2011, of which approximately \$4 million was due to the inclusion of AirTran results for the full three months in second quarter 2012, while second quarter 2011 results only include AirTran Depreciation and amortization expense following the acquisition date. Excluding the results of AirTran in both periods, Depreciation and amortization expense for second quarter 2012 increased by 12.7 percent on a dollar basis compared to second quarter 2011. Approximately 57 percent of this increase was due to an acceleration of depreciation expense associated with aircraft in the Company's Classic Fleet (737-300s and 737-500s) that are currently expected to be retired during 2012, based on the Company's current fleet plans. In addition, approximately 29 percent of the increase was due to the purchase of 12 aircraft (737-800s) during the first half of 2012 and 10 purchased aircraft (737-700s) during the last half of 2011. On a per-ASM basis, Depreciation and amortization expense increased 8.9 percent compared to second quarter 2011, primarily due to the acceleration of depreciation expense associated with aircraft that are currently expected to be retired during 2012, based on the Company's current fleet plans. For third quarter 2012, the Company currently expects Depreciation and amortization expense per ASM to increase compared to second quarter 2012's results primarily to reflect the Company's new expectation with respect to how it will manage and utilize its Classic Fleet as a result of the agreement reached to lease/sublease its entire fleet of Boeing 717s. See Note 8 to the unaudited Condensed Consolidated Financial Statements for further information on the Boeing 717 lease/sublease transaction. This transaction will result in a modification of useful lives and salvage values for the Classic Fleet, and such change in estimate is being accounted for prospectively.

For second quarter 2012, the Company incurred \$11 million of Acquisition and integration costs related to the acquisition of AirTran compared to \$58 million in second quarter 2011. The second quarter 2012 costs primarily consisted of consulting, flight crew training, seniority integration, and facility integration expenses. See Note 2 to the unaudited Condensed Consolidated Financial Statements.

Other operating expenses for second quarter 2012 increased by \$32 million, or 6.8 percent, compared to second quarter 2011, of which approximately \$10 million was due to the inclusion of AirTran results for the full three months in second quarter 2012, while second quarter 2011 results only include AirTran Other operating expenses following the acquisition date. Excluding the results of AirTran in both periods, Other operating expenses for second quarter 2012 increased by 5.4 percent on a dollar basis compared to second quarter 2011. The majority of this increase was due to technology and consulting costs associated with many of the Company's strategic initiatives as previously discussed. For third quarter 2012, the Company currently expects Other operating expenses per ASM to increase from second quarter 2012's results, primarily due to higher advertising costs.

Other

Other expenses (income) include interest expense, capitalized interest, interest income, and other gains and losses. Interest expense for second quarter 2012 decreased by \$13 million, or 25.5 percent, compared to second quarter 2011, primarily as a result of the Company's repayment of its \$400 million 10.5% notes in December 2011 and \$385 million 6.5% notes in March 2012. For third quarter 2012, the Company expects interest expense to decline slightly from second quarter 2012's results.

Capitalized interest for second quarter 2012 increased by \$4 million compared to second quarter 2011, primarily due to an increase in average progress payment balances for scheduled future aircraft deliveries.

Interest income for second quarter 2012 decreased by \$2 million, or 50.0 percent, compared to second quarter 2011, primarily due to lower rates earned on invested cash and short-term investments.

Other (gains) losses, net, primarily includes amounts recorded as a result of the Company's hedging activities. See Note 5 to the unaudited Condensed Consolidated Financial Statements for further information on the Company's hedging activities. The following table displays the components of Other (gains) losses, net, for the three months ended June 30, 2012 and 2011:

(in millions)	Three months ended June 30,	
	2012	2011
Mark-to-market impact from fuel contracts settling in future periods	\$ 50	\$ (136)
Ineffectiveness from fuel hedges settling in future periods	8	7
Realized ineffectiveness and mark-to-market (gains) or losses	(10)	(11)
Premium cost of fuel contracts	12	26
Other	2	1
	\$ 62	\$ (113)

Income Taxes

The Company's effective tax rate was approximately 38 percent in second quarter 2012 compared to 41 percent in second quarter 2011. The Company's second quarter 2011 rate was higher primarily due to a portion of AirTran acquisition-related costs being non-deductible for tax purposes. The Company currently projects a full year 2012 effective tax rate of approximately 38 to 40 percent based on currently forecasted financial results.

Comparison of six months ended June 30, 2012 to six months ended June 30, 2011

Operating Revenues

Operating revenues for the six months ended June 30, 2012, increased by \$1.4 billion, or 18.9 percent, compared to the first six months of 2011. The majority of the increase was due to the fact that the first six months of 2012 results include six full months of AirTran Operating revenues, while the first six months of 2011 results only include AirTran Operating revenues following the May 2, 2011 acquisition date. Excluding the results of AirTran in both periods, Operating revenues for the six months ended June 30, 2012 increased by 7.1 percent on a dollar basis compared to the first six months of 2011, primarily due to a 7.0 percent increase in Southwest's passenger revenues. The majority of the increase in passenger revenues was attributable to higher passenger yields, as the Company implemented fare increases in an attempt to buffer a portion of the impact of high fuel costs. The remainder of the increase primarily was due to the 1.7 percent increase in Southwest's capacity, versus the first six months of 2011. In the first six months of 2012, Southwest's passenger revenue yields increased 5.4 percent, and average passenger fare increased 4.7 percent, compared to the first six months of 2011. In addition to the fare increases the Company has been able to implement and other revenue management techniques, the year-over-year increase in passenger revenues benefitted from continued optimization of the Company's flight schedule to better match demand in certain markets and, at certain times, targeted marketing campaigns in which the Company differentiates its product and services from competitors. This increase in passenger revenues was partially offset by a slight decrease in the Company's load factor, partially due to the impact of higher airfares on Customer demand.

Freight revenues for the first six months of 2012 increased by \$12 million, or 17.9 percent, compared to the first six months of 2011, primarily due to an increase in shipments as a result of better domestic economic conditions than the prior year.

Other revenues for the first six months of 2012 increased by \$116 million, or 35.0 percent, compared to the first six months of 2011, of which approximately \$97 million was due to the inclusion of the full six months of AirTran results in 2012, while the first six months of 2011 results only include AirTran Other revenues following the acquisition date. Excluding the results of AirTran in both periods, Other revenues for the first six months of 2012 increased by 7.4 percent on a dollar basis compared to the first six months of 2011. This increase was due to increased revenues from initiatives, such as the Company's EarlyBird product, for which Customers can pay \$10 to automatically receive an assigned boarding position before general checkin begins, and service charges for unaccompanied minors and pets. Southwest's EarlyBird product and service charges for unaccompanied minors, pets, and excess bags contributed \$108 million to Other revenues in the six months ended June 30, 2012. The year-over-year increase in revenues from these initiatives and other ancillary revenue sources was partially offset by a year-over-year increase in the portion of the commissions earned from programs the Company sponsors with certain business partners that were classified as Passenger revenues as opposed to Other revenues. The classification of such amounts is influenced by average fares, among other factors. Other revenues for the first six months of 2012 included approximately \$76 million in baggage fees collected from AirTran Customers, versus approximately \$31 million in baggage fees for the six months ended June 30, 2011.

Operating expenses

Operating expenses for the first six months of 2012 increased by \$1.2 billion, or 17.5 percent, compared to the first six months of 2011, while capacity increased 14.1 percent compared to the first six months of 2011. The increase in consolidated operating expenses was primarily due to the inclusion of AirTran's operating expenses following the acquisition. Historically, except for changes in the price of fuel, changes in operating expenses for airlines are largely driven by changes in capacity, or ASMs. The following table presents the Company's operating expenses per ASM for the first six months of 2012 and 2011, followed by explanations of these changes on a per-ASM basis and/or on a dollar basis:

(in cents, except for percentages)	Six months ended June 30,		Per ASM	Percent
	2012	2011	change	change
Salaries, wages, and benefits	3.70¢	3.71¢	(.01) ¢	(0.3) %
Fuel and oil	4.83	4.59	.24	5.2
Maintenance materials				
and repairs	.88	.79	.09	11.4
Aircraft rentals	.28	.22	.06	27.3
Landing fees and other rentals	.80	.80	-	-
Depreciation and amortization	.63	.59	.04	6.8
Acquisition and integration	.04	.13	(.09)	(69.2)
Other operating expenses	1.56	1.53	.03	2.0
Total	12.72¢	12.36¢	.36¢	2.9%

On a dollar basis, excluding the results for AirTran in both periods, Operating expenses increased by 5.7 percent for the first six months of 2012 compared to the first six months of 2011, approximately 40 percent of which was due to a higher average jet fuel cost per gallon. On a per-ASM basis, Operating expenses (unit costs) for the first six months of 2012 increased 2.9 percent compared to the first six months of 2011. Over 60 percent of this year-over-year cost per available seat mile increase was due to higher fuel costs, as the Company's average jet fuel cost per gallon increased 6.1 percent to \$3.32, including the impact of hedging activity. On a non-GAAP basis, the Company's Operating expenses per ASM for the first six months of 2012, excluding fuel, increased by 2.7 percent compared to the first six months of 2011. See the previous Note Regarding Use of Non-GAAP Financial Measures.

Salaries, wages, and benefits expense for the six months ended June 30, 2012, increased by \$285 million, or 13.7 percent, compared to the six months ended June 30, 2011. Approximately \$183 million of this increase was due to the inclusion of the full six months of AirTran results in 2012, while the first six months of 2011 results only include AirTran Salaries, wages, and benefits expense following the acquisition date. Excluding the results of AirTran in both periods, Salaries, wages, and benefits expense increased by 5.1 percent on a dollar basis for the first six months of 2012 compared to the first six months of 2011. Approximately 59 percent of this year-over-year increase was a result of higher salaries expense, primarily associated with the increase in Southwest's capacity. In addition, approximately 34 percent of the increase was due to an increase in profitsharing expense resulting from higher income available for profitsharing. The Company's profitsharing expense is based on profits that exclude the unrealized gains and/or losses the Company records for its fuel hedging program as well as acquisition and integration costs. See Note 5 to the unaudited Condensed Consolidated Financial Statements for further information on fuel hedging. On a per-ASM basis, consolidated Salaries, wages, and benefits expense for the first six months of 2012 decreased 0.3 percent compared to the first six months of 2011. On a per-ASM basis, the majority of this decrease was due to AirTran unit costs for Salaries, wages, and benefits being lower than Southwest's. This decrease was partially offset by a significant increase in profitsharing expense.

Fuel and oil expense for the six months ended June 30, 2012, increased by \$522 million, or 20.4 percent, compared to the six months ended June 30, 2011. Approximately \$364 million of this increase was due to the inclusion of the full six months of AirTran results in 2012, while the first six months of 2011 results only include AirTran Fuel and oil expense following the acquisition date. Excluding the results of AirTran in both periods, Fuel and oil expense for the first six months of 2012 increased 6.8 percent on a dollar basis versus the first six months of 2011. On a per-ASM basis, Fuel and oil expense for the first six months of 2012 increased by 5.2 percent versus the first six months of 2011. Both of these increases were primarily due to a 6.1 percent increase in the Company's average fuel cost per gallon. As a result of the Company's fuel hedging program and inclusive of accounting for derivatives and hedging, the Company recognized net losses totaling \$64 million in the first six months of 2012 in Fuel and oil expense relating to fuel derivative instruments versus net gains of \$12 million recognized in Fuel and oil expense in the first six months of 2011. These totals are inclusive of cash settlements realized from the expiration/settlement of fuel derivatives, which were \$74 million paid to counterparties in the first six months of 2012 versus \$5 million paid to counterparties for the first six months of 2011. These totals exclude gains and/or losses recognized from hedge ineffectiveness and from derivatives that do not qualify for hedge accounting, which impacts are recorded as a component of Other (gains) losses, net. See Note 5 to the unaudited Condensed Consolidated Financial Statements.

Maintenance materials and repairs expense for the six months ended June 30, 2012, increased by \$118 million, or 26.6 percent, compared to the six months ended June 30, 2011. Approximately \$99 million of this increase was due to the inclusion of the full six months of AirTran results in 2012, while the first six months of 2011 results only include AirTran Maintenance materials and repairs expense following the acquisition date. Excluding the results of AirTran in both periods, Maintenance materials and repairs expense for the first six months of 2012 increased 4.8 percent on a dollar basis compared to the first six months of 2011. This increase primarily was attributable to higher airframe expense associated with the Company's ongoing *Evolve* modifications which began in first quarter 2012. On a per-ASM basis, Maintenance materials and repairs expense for the first six months of 2012 increased 11.4 percent compared to the first six months of 2011, as a result of higher airframe repairs.

Aircraft rentals expense for the six months ended June 30, 2012, increased by \$53 million, or 42.4 percent, compared to the six months ended June 30, 2011. There was an increase of \$67 million due to the inclusion of the full six months of AirTran results in 2012, while the first six months of 2011 results only include AirTran Aircraft rentals expense following the acquisition date. Excluding the results of AirTran in both periods, as well as the impact of amortization associated with the unfavorable aircraft lease liability created as part of purchase accounting adjustments based on the estimated fair value of AirTran Boeing 717 leases, Aircraft rentals expense for the first six months of 2012 was flat on a dollar basis compared to the first six months of 2011. See Note 2 to the unaudited Condensed Consolidated Financial Statements. Excluding the impact of this amortization in both periods, year-over-year expense was approximately flat on a dollar basis. On a per-ASM basis, Aircraft rentals expense for the first six months of 2012 increased 27.3 percent compared to the first six months of 2011. This increase on a per-ASM basis primarily was due to the fact that AirTran leases the majority of its aircraft fleet.

Landing fees and other rentals expense for the six months ended June 30, 2012, increased by \$65 million, or 14.5 percent, compared to the six months ended June 30, 2011. Approximately \$42 million of this increase was due to the inclusion of the full six months of AirTran results in 2012, while the first six months of 2011 results only include AirTran Landing fees and other rentals expense following the acquisition date. Excluding the results of AirTran in both periods, Landing fees and other rentals expense for the first six months of 2012 increased by 5.5 percent on a dollar basis compared to the first six months of 2011. The majority of the dollar increase was due to an increase in rates charged by airports for both landing fees and space rentals versus the same prior year period. On a per-ASM basis, Landing fees and other rentals expense for the six months of 2012 were flat compared to the first six months of 2011.

Depreciation and amortization expense for the six months ended June 30, 2012, increased by \$71 million, or 21.4 percent, compared to the six months ended June 30, 2011. Approximately \$20 million of this increase was due to the inclusion of the full six months of AirTran results in 2012, while the first six months of 2011 results only include AirTran Depreciation and amortization expense following the acquisition date. Excluding the results of AirTran in both periods, Depreciation and amortization expense for the first six months of 2012 increased 15.8 percent on a dollar basis compared to the first six months of 2011. Approximately 43 percent of this increase was due to an acceleration of depreciation expense associated with aircraft in the Company's Classic Fleet (737-300s and 737-500s) that are currently expected to be retired during 2012, based on the Company's current fleet plans, and approximately 25 percent of this increase was due to capitalized modifications made to the Company's aircraft fleet during the past twelve months including WiFi equipment and equipment associated with Required Navigational Performance. On a per-ASM basis, Depreciation and amortization expense for the first six months of 2012 increased by 6.8 percent compared to the first six months of 2011, primarily due to the acceleration of depreciation expense associated with the Company's 737-300s and 737-500s that have been retired thus far in 2012 or are expected to be retired later in 2012.

For the first six months of 2012, the Company incurred \$24 million of Acquisition and integration costs related to the acquisition of AirTran compared to \$75 million in the first six months of 2011. These 2012 costs primarily consisted of consulting, flight crew training, seniority integration, and facility integration expenses. See Note 2 to the unaudited Condensed Consolidated Financial Statements.

Other operating expenses for the six months ended June 30, 2012, increased by \$145 million, or 17.1 percent, compared to the six months ended June 30, 2011. Approximately \$93 million of this increase was due to the inclusion of the full six months of AirTran results in 2012, while the first six months of 2011 results only include AirTran Other operating expenses following the acquisition date. Excluding the results of AirTran in both periods, Other operating expenses for the first six months of 2012 increased 6.2 percent on a dollar basis compared to the first six months of 2011. Approximately 88 percent of this increase was due to consulting and other outside services costs associated with completed and ongoing projects related to the Company's strategic initiatives as previously discussed. On a per-ASM basis, Other operating expenses for the first six months of 2012 increased 2.0 percent compared to the first six months of 2011. This increase per ASM was primarily due to professional fees, consulting, and other outside services costs associated with completed and ongoing projects.

Other

Other expenses (income) include interest expense, capitalized interest, interest income, and other gains and losses. Interest expense for the first six months of 2012 decreased by \$17 million, or 18.1 percent, compared to the first six months of 2011, primarily as a result of the Company's repayment of its \$400 million 10.5% notes in December 2011 and \$385 million 6.5% notes in March 2012.

Capitalized interest for the first six months of 2012 increased by \$6 million, or 120.0 percent, compared to the first six months of 2011, primarily due to an increase in average progress payment balances for scheduled future aircraft deliveries.

Interest income for the first six months of 2012 decreased by \$4 million, or 57.1 percent, compared to the first six months of 2011, primarily due to lower rates earned on invested cash and short-term investments.

Other (gains) losses, net, primarily includes amounts recorded as a result of the Company's hedging activities. See Note 5 to the unaudited Condensed Consolidated Financial Statements for further information on the Company's hedging activities. The following table displays the components of Other (gains) losses, net, for the six months ended June 30, 2012 and 2011:

<u>(in millions)</u>	Six months ended June 30,	
	2012	2011
Mark-to-market impact from fuel contracts settling in future periods	\$ (156)	\$ (139)
Ineffectiveness from fuel hedges settling in future periods	39	37
Realized ineffectiveness and mark-to-market (gains) or losses	(12)	(9)
Premium cost of fuel contracts	18	57
Other	2	-
	<u>\$ (109)</u>	<u>\$ (54)</u>

Income taxes

The Company's effective tax rate was approximately 38 percent for the first six months of 2012, compared to approximately 43 percent for the first six months of 2011. The higher rate for the first six months of 2011 primarily was driven by a portion of acquisition-related costs being non-deductible, additional income tax expense of \$5 million as a result of an IRS settlement agreed to in first quarter 2011 related to tax years 2007 through 2009, and a first quarter 2011 \$2 million charge as a result of a State of Illinois tax law change.

Liquidity and Capital Resources

Net cash provided by operating activities was \$145 million for the three months ended June 30, 2012, compared to \$237 million provided by operating activities in the same prior year period. For the six months ended June 30, 2012, net cash provided by operating activities was \$1.4 billion compared to \$1.2 billion provided by operating activities in the first six months of 2011. The operating cash flows for the six months ended June 30, 2012 were largely impacted by the Company's results of operations (as adjusted for noncash depreciation and amortization expense), changes in Air traffic liability, and Accounts payable and Accrued liabilities. For the six months ended June 30, 2012, in addition to net income (as adjusted for noncash depreciation and amortization expense), there was a \$693 million increase in Air traffic liability as a result of bookings for future travel, and a net \$301 million increase in cash flow associated with higher balances in Accounts payable and Accrued liabilities due to timing of payments. For the six months ended June 30, 2011, there was a \$576 million increase in Air traffic liability as a result of bookings for future travel, and a net \$305 million increase in cash flow associated with higher balances in Accounts payable and Accrued liabilities. Net cash provided by operating activities is primarily used to finance capital expenditures, repay debt, and provide working capital.

Net cash used in investing activities during the three months ended June 30, 2012 totaled \$355 million, versus \$589 million used in investing activities in the same prior year period. For the six months ended June 30, 2012, net cash used in investing activities was \$368 million, compared to \$820 million used in the same prior year period. Investing activities in both years included payments for new aircraft delivered to the Company and progress payments for future aircraft deliveries, as well as changes in the balance of the Company's short-term investments and noncurrent investments. During the six months ended June 30, 2012, the Company's short-term and noncurrent investments decreased by a net \$161 million, versus an increase of \$513 million during the same prior year period.

Net cash used in financing activities during the three months ended June 30, 2012 was \$265 million, compared to \$92 million used in financing activities for the same period in 2011. For the six months ended June 30, 2012, net cash flows used in financing activities was \$748 million compared to \$48 million used in financing activities in the same prior year period. During the six months ended June 30, 2012, the Company repaid \$469 million in debt and capital lease obligations that came due and repurchased approximately \$275 million of its outstanding common stock through a share repurchase program. During the six months ended June 30, 2011, the Company repaid \$62 million in debt and capital lease obligations that came due, and also used \$81 million in cash to repay convertible noteholders. See Note 5 to the unaudited Condensed Consolidated Financial Statements for further information on the Company's interest rate derivative activities.

In May 2012, the Company's Board of Directors declared an increase in the Company's quarterly dividend from \$.0045 per share to \$.01 per share, which dividend was payable on June 20, 2012 to the Company's shareholders of record as of June 6, 2012. Although the Company currently intends to continue paying dividends on a quarterly basis for the foreseeable future, the Company's Board of Directors may change the timing, amount, and payment of dividends on the basis of results of operations, financial condition, cash requirements, future prospects, and other factors deemed relevant by the Board of Directors.

The Company is a “well-known seasoned issuer” and currently has an effective shelf registration statement registering an indeterminate amount of debt and equity securities for future sales. The Company intends to use the proceeds from any future securities sales off this shelf registration statement for general corporate purposes. The Company has not issued any securities under this shelf registration statement to date.

Contractual Obligations and Contingent Liabilities and Commitments

The Company has contractual obligations and commitments primarily with regard to future purchases of aircraft, payment of debt, and lease arrangements. During the six months ended June 30, 2012, the Company purchased 12 new 737-800 aircraft from Boeing (two of which will not enter active service until third quarter 2012), leased five new 737-800 aircraft from a third party, and retired 18 of its older 737-300 and 737-500 aircraft from service. The Company currently plans to retire 22 additional 737-300 and/or 737-500 aircraft from its current fleet during the remainder of 2012, which would result in the Company ending the year with 692 aircraft. In May 2012, the Company announced it had deferred 30 Boeing aircraft deliveries scheduled for 2013 and 2014 to 2017 and 2018, resulting in a reduction in the Company’s expected capital expenditures totaling approximately \$1 billion from 2012 through 2014. As of June 30, 2012, the Company had the following scheduled aircraft deliveries:

	The Boeing Company 737NG			The Boeing Company 737MAX		Total
	-700 Firm Orders	-800 Firm Orders	Options	Additional -800s	Firm Orders	
2012		29		5		34 (b)
2013		20				20
2014	5	24	15			44
2015	36		12			48
2016	31		12			43
2017	30		25		4	59
2018	25		28		15	68
2019					33	33
2020					34	34
2021					34	52
2022					30	49
2023						23
2024						23
Through 2027						67
Total	127 (a)	73	92	5 (c)	150 (d)	597

(a) The Company has flexibility to substitute 737-800s or 737-600s in lieu of 737-700 firm orders.

(b) Includes 19 aircraft delivered as of July 18, 2012.

(c) New delivery leased aircraft.

(d) The Company has flexibility to accept MAX 7 or MAX 8 deliveries.

The Company’s financial commitments associated with the firm orders in the above aircraft table are as follows: \$536 million remaining in 2012, \$650 million in 2013, \$967 million in 2014, \$1.2 billion in 2015, \$1.3 billion in 2016, and \$7.9 billion thereafter.

For aircraft commitments with Boeing, the Company is required to make cash deposits towards the purchase of aircraft. These deposits are classified as Deposits on flight equipment purchase contracts in the unaudited Condensed Consolidated Balance Sheet until the aircraft is delivered, at which time deposits previously made are deducted from the final purchase price of the aircraft and are reclassified as Flight Equipment.

The following table details information on the active aircraft in the Company's fleet that were in service as of June 30, 2012:

Type	Seats	Average Age (Yrs)	Number of Aircraft	Number Owned	Number Leased
717-200	117	11	88	8	80
737-300	137	20	147	88	59
737-500	122	21	21	12	9
737-700	137 or 143	8	424	379	45
737-800	175	-	15	10	5
TOTALS			695	497	198

The Company expects to incur approximately \$550 million in integration and acquisition costs associated with the AirTran acquisition, a portion of which will be in 2012, and which have been, and are expected to continue to be, funded with cash. The Company believes that its current liquidity position, including unrestricted cash and short-term investments of \$3.3 billion as of June 30, 2012, anticipated future internally generated funds from operations, and its fully available, unsecured revolving credit facility of \$800 million that expires in April 2016, will enable it to meet these future integration expenditures. However, if a liquidity need were to arise, the Company believes it has access to financing arrangements because of its current investment grade credit ratings, large value of unencumbered assets, and modest leverage, which should enable it to meet its ongoing capital, operating, and other liquidity requirements. The Company will continue to consider various borrowing or leasing options to maximize liquidity and supplement cash requirements as necessary.

In January 2008, the Company's Board of Directors authorized the repurchase of up to \$500 million of the Company's common stock. Through February 15, 2008, the Company had repurchased 4.4 million shares for a total of approximately \$54 million, at which time repurchases under the program were suspended. On August 5, 2011, the Company's Board of Directors authorized the Company to resume a share repurchase program and approved the Company's repurchase, on a discretionary basis, of a total of up to \$500 million of the Company's common stock following such authorization. In May 2012, the Company's Board of Directors increased the previous share repurchase authorization by an additional \$500 million. During the three months ended June 30, 2012, the Company purchased approximately 26 million shares of its common stock for approximately \$225 million, which brings its cumulative purchases under this program to approximately 59 million shares for approximately \$500 million of the \$1 billion in total authorized by the Board.

Cautionary Statement Regarding Forward-Looking Statements

This Form 10-Q contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements are based on, and include statements about, the Company's estimates, expectations, beliefs, intentions, and strategies for the future, and the assumptions underlying these forward-looking statements. Specific forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts and include, without limitation, statements related to the following:

- the Company's strategic initiatives and related financial and operational plans and expectations;
- the Company's plans and expectations with respect to its acquisition of AirTran, including without limitation anticipated integration timeframes and expected benefits and costs associated with the acquisition;
- the Company's fleet plans and related expectations;
- the Company's growth plans and expectations, including its network and capacity plans and expectations;
- the Company's financial outlook and projected results of operations;
- the Company's plans and expectations with respect to managing risk associated with changing jet fuel prices;
- the Company's expectations with respect to liquidity, including anticipated needs for, and sources of, funds;
- the Company's assessment of market risks; and
- the Company's plans and expectations related to legal proceedings.

While management believes these forward-looking statements are reasonable as and when made, forward-looking statements are not guarantees of future performance and involve risks and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed in or indicated by the Company's forward-looking statements or from historical experience or the Company's present expectations. Factors that could cause these differences include, among others:

- changes in the price of aircraft fuel, the impact of hedge accounting, and any changes to the Company's fuel hedging strategies and positions;
- the impact of the economy on demand for the Company's services and the impact of fuel prices, economic conditions, and actions of competitors on the Company's business decisions, plans, and strategies;
- the Company's ability to effectively integrate AirTran and realize the expected synergies and other benefits from the acquisition;
- the Company's dependence on third parties with respect to certain of its initiatives, in particular its fleet plans;
- the Company's ability to timely and effectively implement, transition, and maintain the necessary information technology systems and infrastructure to support its operations and the impact of technological initiatives on the Company's operations and reporting;
- the Company's ability to timely and effectively prioritize its strategic initiatives and related expenditures;
- the impact of governmental and other regulation on the Company's operations; and
- other factors as set forth in the Company's filings with the Securities and Exchange Commission, including the detailed factors discussed under the heading "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

Caution should be taken not to place undue reliance on the Company's forward-looking statements, which represent the Company's views only as of the date this report is filed. The Company undertakes no obligation to update publicly or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

As discussed in Note 5 to the unaudited Condensed Consolidated Financial Statements, the Company uses financial derivative instruments to hedge its exposure to material increases in jet fuel prices. At June 30, 2012, the estimated fair value of outstanding contracts, excluding the impact of cash collateral provided to or held from counterparties, was a liability of \$140 million.

The Company's credit exposure related to fuel derivative instruments is represented by the fair value of contracts with a net positive fair value to the Company. At such times, these outstanding instruments expose the Company to credit loss in the event of nonperformance by the counterparties to the agreements. As of June 30, 2012, the Company had four counterparties with which the derivatives held were a net asset, totaling \$68 million, and five counterparties with which the derivatives held were a net liability, totaling \$208 million. To manage credit risk, the Company selects and periodically reviews counterparties based on credit ratings, limits its exposure to a single counterparty with collateral support agreements, and monitors the market position of the program and its relative market position with each counterparty. However, if one or more of these counterparties were in a liability position to the Company and were unable to meet their obligations, any open derivative contracts with the counterparty could be subject to early termination, which could result in substantial losses for the Company. At June 30, 2012, the Company had agreements with all of its counterparties containing early termination rights triggered by credit rating thresholds and/or bilateral collateral provisions whereby security is required if market risk exposure exceeds a specified threshold amount based on the counterparty's credit rating. The Company also had agreements with counterparties in which cash deposits and/or pledged aircraft are required to be posted whenever the net fair value of derivatives associated with those counterparties exceeds specific thresholds—cash is either posted by the counterparty if the value of derivatives is an asset to the Company or is posted by the Company if the value of derivatives is a liability to the Company.

At June 30, 2012, there were no cash collateral deposits held by the Company. At June 30, 2012, there were \$265 million in cash collateral deposits posted with counterparties under the Company's bilateral collateral provisions, of which \$32 million was netted against noncurrent fuel derivative instruments within Other noncurrent liabilities, and \$135 million was netted against current fuel derivative instruments within Accrued liabilities in the unaudited Condensed Consolidated Balance Sheet. However, as a result of the timing of cash collateral settlements with counterparties, the Company had provided \$98 million in "excess" deposits based on the fair market value of derivatives as of June 30, 2012, which were classified in Accounts and other receivables in the unaudited Condensed Consolidated Balance Sheet. No aircraft were pledged as collateral with such counterparties at June 30, 2012. Due to the terms of the Company's current fuel hedging agreements with counterparties and the types of derivatives held, in the Company's judgment, it does have some exposure to future cash collateral requirements. As an example, if market prices for the commodities used in the Company's fuel hedging activities were to decrease by 25% from market prices as of June 30, 2012, given the Company's current fuel derivative portfolio, its aircraft collateral facilities, and its investment grade credit rating, it would likely provide an additional \$399 million in cash collateral, post \$342 million in aircraft collateral, and post \$204 million in letters of credit against these positions with its current counterparties. However, the Company would expect to also benefit from lower market prices paid for fuel used in its operations. See Note 5 to the unaudited Condensed Consolidated Financial Statements.

The Company is also subject to the risk that the fuel derivatives it uses to hedge against fuel price volatility do not provide adequate protection. The majority of fuel derivatives in the Company's hedge portfolio are based on the market price of West Texas intermediate crude oil ("WTI"). In recent periods, however, the spread between WTI and jet fuel has widened, which has led to more of the Company's hedges being ineffective. Jet fuel prices have more closely correlated with changes in the price of Brent crude oil ("Brent"). Although the Company has increased its hedge position of fuel derivatives based on the price of Brent, to the extent the spread between jet fuel and WTI stays at current levels or continues to widen, the Company's hedges could continue to be ineffective and not provide adequate protection against jet fuel price volatility.

See Item 7A "Quantitative and Qualitative Disclosures About Market Risk" in the Company's Annual Report on Form 10-K for the year ended December 31, 2011, and Note 5 to the unaudited Condensed Consolidated Financial Statements in this Form 10-Q for further information about market risk.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures (as defined in Rule 13a-15(e) of the Securities Exchange Act) designed to provide reasonable assurance that the information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms. These include controls and procedures designed to ensure that this information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Management, with the participation of the Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures as of June 30, 2012. Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were effective as of June 30, 2012, at the reasonable assurance level.

Changes in Internal Control over Financial Reporting

There were no changes in the Company's internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) during the fiscal quarter ended June 30, 2012, that have materially affected, or are reasonably likely to materially affect the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

A complaint alleging violations of federal antitrust laws and seeking certification as a class action was filed against Delta Air Lines, Inc. ("Delta") and AirTran in the United States District Court for the Northern District of Georgia in Atlanta on May 22, 2009. The complaint alleged, among other things, that AirTran attempted to monopolize air travel in violation of Section 2 of the Sherman Act, and conspired with Delta in imposing \$15-per-bag fees for the first item of checked luggage in violation of Section 1 of the Sherman Act. The initial complaint sought treble damages on behalf of a putative class of persons or entities in the United States who directly paid Delta and/or AirTran such fees on domestic flights beginning December 5, 2008. After the filing of the May 2009 complaint, several nearly identical complaints also seeking certification as class actions were filed in federal district courts in Atlanta, Georgia; Orlando, Florida; and Las Vegas, Nevada. All of the cases were consolidated before a single federal district court judge in Atlanta. A Consolidated Amended Complaint was filed in the consolidated action on February 1, 2010, which broadened the allegations to add claims that Delta and AirTran conspired to reduce capacity on competitive routes and to raise prices in violation of Section 1 of the Sherman Act. In addition to treble damages for the amount of first baggage fees paid to AirTran and to Delta, the Consolidated Amended Complaint seeks injunctive relief against a broad range of alleged anticompetitive activities, as well as attorneys' fees. On August 2, 2010, the Court dismissed plaintiffs' claims that AirTran and Delta had violated Section 2 of the Sherman Act; the Court let stand the claims of a conspiracy with respect to the imposition of a first bag fee and the airlines' capacity and pricing decisions. On June 30, 2010, the plaintiffs filed a motion to certify a class, which AirTran and Delta have opposed. The Court has not yet ruled on the class certification motion. Although the original period for fact and expert discovery had ended, on February 3, 2012, the Court granted plaintiffs' motion for supplemental discovery. The period for supplemental discovery against AirTran ended on May 3, 2012, but Delta was ordered to produce certain additional documents by July 16, 2012. Delta has now completed its production of documents, and the court has issued an order revising the case schedule. Motions for summary judgment and plaintiffs' supplemental class certification briefing are due on August 31, 2012. All summary judgment and class certification supplemental briefing, including response and reply briefs, will be concluded by October 23, 2012. AirTran denies all allegations of wrongdoing, including those in the Consolidated Amended Complaint, and intends to defend vigorously any and all such allegations.

The Company is from time to time subject to various legal proceedings and claims arising in the ordinary course of business, including, but not limited to, examinations by the Internal Revenue Service.

The Company's management does not expect that the outcome in any of its currently ongoing legal proceedings or the outcome of any proposed adjustments presented to date by the Internal Revenue Service, individually or collectively, will have a material adverse effect on the Company's financial condition, results of operations, or cash flow.

Item 1A. Risk Factors

There have been no material changes to the factors disclosed in Item 1A. Risk Factors in the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Period	Issuer Purchases of Equity Securities (1)			
	(a) Total number of shares purchased	(b) Average price paid per share	(c) Total number of shares purchased as part of publicly announced plans or programs	(d) Maximum dollar value of shares that may yet be purchased under the plans or programs
April 1, 2012 through April 30, 2012	4,800,000	\$ 8.06	4,800,000	\$ 186,301,679
May 1, 2012 through May 31, 2012	10,169,230	\$ 8.53	10,169,230	\$ 599,540,926
June 1, 2012 through June 30, 2012	11,116,901	\$ 8.95	11,116,901	\$ 500,015,860
Total	<u>26,086,131</u>		<u>26,086,131</u>	

- (1) In January 2008, the Company's Board of Directors authorized the repurchase of up to \$500 million of the Company's common stock. Through February 15, 2008, the Company had repurchased 4.4 million shares for a total of approximately \$54 million, at which time repurchases under the program were suspended. On August 5, 2011, the Company's Board of Directors authorized the Company to resume a share repurchase program and approved the Company's repurchase, on a discretionary basis, of a total of up to \$500 million of the Company's common stock following such authorization. On May 16, 2012, the Company's Board of Directors increased the previous share repurchase authorization by an additional \$500 million. Repurchases are made in accordance with applicable securities laws in the open market or in private transactions from time to time, depending on market conditions, and may be discontinued at any time.

Item 3. Defaults Upon Senior Securities

None

Item 4. Mine Safety Disclosures

Not applicable

Item 5. Other Information

None

Item 6.**Exhibits**

a) Exhibits

3.1	Restated Certificate of Formation of the Company, effective May 18, 2012.
3.2	Amended and Restated Bylaws of the Company, effective November 19, 2009 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated November 19, 2009 (File No. 1-7259)).
10.1	Supplemental Agreement No. 76 to Purchase Agreement No. 1810, dated January 19, 1994, between The Boeing Company and the Company. (1)
10.2	Supplemental Agreement No. 77 to Purchase Agreement No. 1810, dated January 19, 1994, between The Boeing Company and the Company. (1)
31.1	Rule 13a-14(a) Certification of Chief Executive Officer.
31.2	Rule 13a-14(a) Certification of Chief Financial Officer.
32.1	Section 1350 Certifications of Chief Executive Officer and Chief Financial Officer. (2)
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.

(1) Pursuant to 17 CFR 240.24b-2, confidential information has been omitted and has been filed separately with the Securities and Exchange Commission pursuant to a Confidential Treatment Application filed with the Commission.

(2) Furnished, not filed.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

July 26, 2012

SOUTHWEST AIRLINES CO.

By /s/ Laura Wright

Laura Wright
Chief Financial Officer
(On behalf of the Registrant and in
her capacity as Principal Financial
and Accounting Officer)

EXHIBIT INDEX

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(1) Pursuant to 17 CFR 240.24b-2, confidential information has been omitted and has been filed separately with the Securities and Exchange Commission pursuant to a Confidential Treatment Application filed with the Commission.

(2) Furnished, not filed.

CERTIFICATION

I, Gary C. Kelly, Chief Executive Officer of Southwest Airlines Co., certify that:

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended June 30, 2012 of Southwest Airlines Co.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 26, 2012

By: /s/ Gary C. Kelly
Gary C. Kelly
Chief Executive Officer

CERTIFICATION

I, Laura H. Wright, Chief Financial Officer of Southwest Airlines Co., certify that:

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended June 30, 2012 of Southwest Airlines Co.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 26, 2012

By: /s/ Laura H. Wright
Laura H. Wright
Chief Financial Officer

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Southwest Airlines Co. (the "Company") for the period ended June 30, 2012 as filed with the Securities and Exchange Commission (the "Report"), Gary C. Kelly, Chief Executive Officer of the Company, and Laura H. Wright, Chief Financial Officer of the Company, each certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: July 26, 2012

By: /s/ Gary C. Kelly
Gary C. Kelly
Chief Executive Officer

By: /s/ Laura H. Wright
Laura H. Wright
Chief Financial Officer

**RESTATED CERTIFICATE OF FORMATION
OF
SOUTHWEST AIRLINES CO.**

ARTICLE ONE

The name of the corporation is Southwest Airlines Co.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purposes for which the corporation is organized are:

To deal generally in airplanes and flying machines of any and all types whatsoever, of every name and nature, whether of domestic or foreign make; to carry for hire passengers and freight in said machines, on special trips, or as common carriers on regularly established routes; to maintain facilities for the repair, overhauling, supply and testing of said machines; and to manufacture, buy, sell, lease and otherwise deal in and with personal property of all kinds and description, including, but not limited to any and all machinery, parts, supplies and equipment necessary or incidental to carrying on the general business of the corporation.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is Two Billion (2,000,000,000) shares of Common Stock of the par value of One Dollar (\$1.00) each.

No holder of any class of shares of the corporation, whether now or hereafter authorized, shall have any pre-emptive rights or preferential rights of subscription to any shares of any class of the corporation, whether now or hereafter authorized, or to any notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of the corporation, issued, optioned or sold by it at any time. All or any of its shares and the notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of the corporation authorized by these articles of incorporation or by any amended articles of incorporation duly filed, may at any time be issued, optioned for sale, and sold or disposed of by the corporation pursuant to resolution of its board of directors to such persons and upon such terms as may to such board seem proper without first offering such shares or securities or any part thereof to existing shareholders.

At each election for directors every shareholder entitled to vote at such election shall have the right to vote, either in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, and cumulative voting for directors is expressly prohibited.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of at least One Thousand Dollars (\$1,000) consisting of money, labor done, or property actually received.

ARTICLE SIX

The address, including street and number, of its registered office is 211 E. 7th Street, Suite 620, Austin, Texas 78701-3218, and the name of its registered agent is Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company.

ARTICLE SEVEN

The Board of Directors currently consists of ten persons. The names and addresses of the persons who are directors are:

Name	Address
Gary C. Kelly	2702 Love Field Drive Dallas, Texas 75235-1611
David W. Biegler	2702 Love Field Drive Dallas, Texas 75235-1611
J. Veronica Biggins	2702 Love Field Drive Dallas, Texas 75235-1611
Douglas H. Brooks	2702 Love Field Drive Dallas, Texas 75235-1611
William H. Cunningham	2702 Love Field Drive Dallas, Texas 75235-1611
John G. Denison	2702 Love Field Drive Dallas, Texas 75235-1611
Nancy B. Loeffler	2702 Love Field Drive Dallas, Texas 75235-1611
John T. Montford	2702 Love Field Drive Dallas, Texas 75235-1611
Thomas M. Nealon	2702 Love Field Drive Dallas, Texas 75235-1611
Daniel D. Villanueva	2702 Love Field Drive Dallas, Texas 75235-1611

ARTICLE EIGHT

[Intentionally Omitted]

ARTICLE NINE

[Intentionally Omitted]

ARTICLE TEN

A director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this Article Ten shall not eliminate or limit the liability of a director for:

- (1) a breach of a director's duty of loyalty to the corporation or its shareholders;
- (2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
- (3) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office;
- (4) an act or omission for which the liability of a director is expressly provided by statute; or
- (5) an act related to an unlawful stock repurchase or payment of a dividend.

Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE ELEVEN:

Any action of the Corporation which, under the provisions of the Texas Business Organizations Code or any other applicable law, is required to be authorized or approved by the holders of any specified fraction which is in excess of one-half or any specified percentage which is in excess of fifty percent of the outstanding shares (or of any class or series thereof) of the Corporation entitled to vote on such action shall, notwithstanding any such provision, be deemed effectively and properly authorized or approved if authorized or approved by the vote of the holders of a majority of the outstanding shares entitled to vote thereon (or, if the holders of any class or series of the Corporation's shares shall be entitled by the Texas Business Organizations Code or any other applicable law to vote thereon separately as a class, by the vote of the holders of a majority of the outstanding shares of each such class or series). Without limiting the generality of the foregoing, the foregoing provisions of this ARTICLE ELEVEN shall be applicable to any required Shareholder authorization or approval of: (a) any amendment to this Certificate of Formation; (b) any plan of merger, share exchange or conversion involving the Corporation; (c) any sale, lease, exchange or other disposition of all, or substantially all, of the property and assets of the Corporation; and (d) any voluntary winding up of the Corporation.

IN WITNESS THEREOF, the Corporation has caused this Restated Certificate of Formation to be executed this 17th day of May, 2012.

SOUTHWEST AIRLINES CO.

By: /s/ Ron Ricks

Ron Ricks
Executive Vice President, Chief Legal &
Regulatory Officer, & Corporate Secretary

Supplemental Agreement No. 76

to

Purchase Agreement No. 1810

between

THE BOEING COMPANY

and

SOUTHWEST AIRLINES CO.

Relating to Boeing Model 737-7H4 and 737-8H4 Aircraft

THIS SUPPLEMENTAL AGREEMENT, entered into as of March 14, 2012, by and between THE BOEING COMPANY, a Delaware corporation with principal offices in Seattle, Washington, (**Boeing**) and SOUTHWEST AIRLINES CO., a Texas corporation with principal offices in Dallas, Texas (**Buyer**);

Buyer and Boeing entered into Purchase Agreement No. 1810 dated January 19, 1994 as amended, and supplemented, (**Purchase Agreement**) relating to the purchase and sale of Boeing Model 737-7H4 aircraft (**737-7H4 Aircraft**) and 737-8H4 aircraft (**737-8H4 Aircraft**); and this Supplemental Agreement is an amendment to and is incorporated into the Purchase Agreement:

WHEREAS, Buyer and Boeing agree to correct the delivery month for one (1) Block 737-800LUV Aircraft with manufacturer serial number 35966 from October 2012 to November 2012; and

WHEREAS, Buyer and Boeing agree to swap the manufacturer serial numbers for the (2) Block 737-800LUV Aircraft with delivery month in March 2012; and

WHEREAS, Buyer and Boeing agree to document the manufacturer serial numbers for aircraft previously assigned with temporary designations "nf" and "of".

NOW THEREFORE, in consideration of the mutual covenants herein contained, the parties agree to amend the Purchase Agreement as follows:

1. The Table of Contents of the Purchase Agreement is deleted in its entirety and a new Table of Contents is attached hereto and incorporated into the Purchase Agreement by this reference. To aid administration of the Purchase Agreement, the new Table of Contents includes a section for Tables, Exhibits, and Letter Agreements to the Purchase Agreement that Boeing and Buyer agree are inactive or have been deleted from the Purchase Agreement.

*****Pursuant to 17 CFR 240.24b-2, confidential information has been omitted and has been filed separately with the Securities and Exchange Commission pursuant to a Confidential Treatment Application filed with the Commission.**

P.A. No. 1810

SA-76-1

2. Table 1a, "Aircraft Information Table – Block 700LUV Aircraft," is deleted in its entirety and a new Table 1a is attached hereto and incorporated into the Purchase Agreement by this reference.
3. Table 1b, "Aircraft Information Table – Block 800LUV Aircraft," is deleted in its entirety and a new Table 1b is attached hereto and incorporated into the Purchase Agreement by this reference.
4. Attachment A to Letter Agreement No. SWA-PA-1810-LA-1001315R1 is deleted in its entirety and a new Attachment A (identified by "SA-76") is attached hereto and incorporated into the Purchase Agreement by this reference.

The Purchase Agreement will be deemed to be supplemented to the extent herein provided and as so supplemented will continue in full force and effect.

EXECUTED IN DUPLICATE as of the day and year first above written.

THE BOEING COMPANY

SOUTHWEST AIRLINES CO.

By: /s/ Cheri A. Fischer

By: /s/ Michael Van de Ven

Its: Attorney-In-Fact

Its: EVP-COO

P.A. No. 1810

SA-76-2

TABLE OF CONTENTS

		<u>Page</u> <u>Number</u>	<u>SA</u> <u>Number</u>
<u>ARTICLES</u>			
1.	Subject Matter of Sale	1-1	SA-75
2.	Delivery, Title and Risk of Loss	2-1	SA-28
3.	Price of Aircraft	3-1	SA-75
4.	Taxes	4-1	
5.	Payment	5-1	
6.	Excusable Delay	6-1	
7.	Changes to the Detail Specification	7-1	SA-73
8.	Federal Aviation Requirements and Certificates and Export License	8-1	
9.	Representatives, Inspection, Flights and Test Data	9-1	
10.	Assignment, Resale or Lease	10-1	
11.	Termination for Certain Events	11-1	
12.	Product Assurance; Disclaimer and Release; Exclusion of Liabilities; Customer Support; Indemnification and Insurance	12-1	
13.	Buyer Furnished Equipment and Spare Parts	13-1	
14.	Contractual Notices and Requests	14-1	
15.	Miscellaneous	15-1	

TABLE OF CONTENTS

**SA
Number**

TABLE

1.	Aircraft Information Table	SA-75
1a	Aircraft Information Table – Block 700LUV Aircraft	SA-76
1b	Aircraft Information Table – Block 800LUV Aircraft	SA-76

EXHIBITS

A-4	Aircraft Configuration - 737-700 Block T-W-2b Aircraft	SA-66
A-5	Aircraft Configuration – Block 700LUV Aircraft	SA-75
A-6	Aircraft Configuration – Block 800LUV Aircraft	SA-75
B	***	SA-75
C	Customer Support Document	
C-2	737-800 Customer Support Document	SA-75
D	Price Adjustment Due to Economic Fluctuations – Aircraft Price Adjustment (July 1992 Base Price)	
D-1	Price Adjustment Due to Economic Fluctuations – Aircraft Price Adjustment (July 1999 Base Price)	SA-13
D-2	Economic Price Adjustment ECI-MFG/CPI (July 2011 Base Price)	SA-75
E	Buyer Furnished Equipment Provisions Document Attachment A – 737-7H4 Aircraft (through 2012) Attachment B – 737-8H4 Aircraft (2012-2018)	SA-75 SA-75
F	Defined Terms Document	

LETTER AGREEMENTS

1810-1R1	Waiver of Aircraft Demonstration Flight	SA-75
----------	---	-------

TABLE OF CONTENTS

**SA
Number**

RESTRICTED LETTER AGREEMENTS

6-1162-RLL-932R3	***	SA-75
6-1162-RLL-934R5	Disclosure of Confidential Information	SA-75
6-1162-NIW-890R1	***	SA-75
		SA-39
6-1162-RLL-941R3	Other Matters	SA-75
6-1162-KJJ-054R2	Business Matters <i>(Not applicable to Block 700LUV & Block 800LUV Aircraft)</i>	SA-75
6-1162-KJJ-055R1 SA-25	Structural Matters	
6-1162-KJJ-056	Noise and Emission Matters	SA-13
6-1162-KJJ-057	Product Development Matters	SA-13
6-1162-JMG-669R9	***	SA-75
		SA-75
		SA-54
SWA-PA-1810-LA-1001315R1	***	SA-75
	Attachment A	SA-76
SWA-PA-1810-LA-02710	***	SA-72
SWA-PA-1810-LA-1003498 R1	***	SA-75
SWA-PA-1810-LA-1003490R1	***	SA-75
SWA-PA-1810-LA-1003367R1	***	SA-75
SWA-PA-1810-LA-1105883	Aircraft Model Substitution	SA-75
SWA-PA-1810-LA-1105884	Option Aircraft Attachment – Option Aircraft Information Table	SA-75
P.A. No. 1810 K/SWA	iii	SA-76

TABLE OF CONTENTS

			<u>SA Number</u>
SWA-PA-1810-LA-1105885	***		SA-75
SWA-PA-1810-LA-1105886	***		SA-75
SWA-PA-1810-LA-1105887	***		SA-75
SWA-PA-1810-LA-1105888	***		SA-75
SWA-PA-1810-LA-1105889	***		SA-75

ADDITIONAL LETTERS (FOR REFERENCE)

6-1162-MSA-288	Business Offer – Enhanced Ground Proximity Warning System (EGPWS) – Activation – Peaks and Obstacles Feature <i>(Not applicable to Block 700LUV & Block 800LUV Aircraft)</i>
6-1162-JMG-501R2	Business Offer – ACARS package <i>(Not applicable to Block 700LUV & Block 800LUV Aircraft)</i>

INACTIVE / DELETED TABLES, EXHIBITS, AND LETTER AGREEMENTS

TABLE

Table	Title	Last Updated under SA	Current Status
2	Option Aircraft Information Table	SA-74	Deleted under SA-75

EXHIBITS

Exhibits	Title	Last Updated under SA	Current Status
A	Aircraft Configuration – 737-700	SA-36	Inactive
A-Winglet	Aircraft Configuration	SA-36	Inactive
A-1-Winglet	Aircraft Configuration	SA-36	Inactive
A-1A	Aircraft Configuration - 737-700	SA-36	Inactive

TABLE OF CONTENTS

Exhibits	Title	Last Updated under SA	Current Status
	Block T-W-2c		
A-2	Aircraft Configuration - 737-700 Block T-W-2 / T-W-2a	SA-47	Inactive
A-3	Aircraft Configuration - 737-700 Block T-W-2 / T-W-2a	SA-61	Inactive
C.2	737-800 Customer Support Variables	SA-71	Deleted under SA-75
E.2	737-800 Buyer Furnished Equipment Provisions Document	SA-73	Deleted under SA-75

RESTRICTED LETTER AGREEMENTS

Letter Agreement	Title	Last Updated under SA	Current Status
6-1162-RLL-933R21	Option Aircraft	SA-60	Deleted under SA-75
6-1162-RLL-935R1	Performance Guarantees	SA-1	Inactive
6-1162-RLL-936R4	Certain Contractual Matters	SA-4	Inactive
6-1162-RLL-937	Alternate Advance Payment Schedule		Inactive
6-1162-RLL-938	***		Inactive
6-1162-RLL-939R1	Certification Flight Test Aircraft	SA-1	Inactive
6-1162-RLL-940R1	Training Matters	SA-1	Inactive
6-1162-RLL-942	Open Configuration Matters		Inactive
6-1162-RLL-943R1	Substitution Rights	SA-6	Deleted under SA 75
6-1162-RLL-944	***		Inactive
6-1162-RLL-945	Comparison of 737-7H4 and 737-3H4 Block Fuel Burn		Inactive
6-1162-RLL-1855R3	Additional Contractual Matters	SA-4	Inactive
6-1162-RLL-1856	***	SA-1	Inactive
6-1162-RLL-1857	Service Ready Validation Program Field Test	SA-1	Inactive
6-1162-RLL-1858R1	Escalation Matters	SA-4	Inactive
6-1162-RLL-2036	Amortization of Costs for Customer Unique Changes	SA-1	Inactive
6-1162-RLL-2037	Reconciliation of the Aircraft Basic Price	SA-1	Inactive

TABLE OF CONTENTS

Letter Agreement	Title	Last Updated under	Current Status
6-1162-RLL-2073	Maintenance Training Matters	SA-1	Inactive
6-1162-KJJ-058R1	Additional Substitution Rights	SA-71	Deleted under SA-75
6-1162-KJJ-150	Flight Control Computer & Mode Control Panel Spares Matter	SA-14	Inactive
6-1162-MSA-185R3	Delivery Change Contractual Matters	SA-21	Inactive
6-1162-JMG-747R1	***	SA-36	Inactive
6-1162-CHL-217	Rescheduled Flight Test Aircraft	SA-32	Inactive
6-1162-NIW-606R1	***	SA-36	Inactive
6-1162-NIW-640	Early Delivery of Two April 2004 Aircraft	SA-35	Inactive
6-1162-NIW-889	Warranty - Exterior Color Schemes and Markings for YA143 and on	SA-39	Inactive
6-1162-NIW-1142	***	SA-43	Inactive
6-1162-NIW-1369	***	SA-46	Inactive
6-1162-NIW-1983	***	SA-62	Inactive
SWA-PA-1810-LA-1000419	***	SA-64	Inactive

**Table 1a to
Purchase Agreement No. PA-1810
Aircraft Delivery, Description, Price and Advance Payments
Block 700LUV Aircraft**

Airframe Model/MTOW:	737-700	154500 pounds	Detail Specification:	D019A001SWA37P-1 Rev New
Engine Model/Thrust:	CFM56-7B24	24000 pounds	Airframe Base Aircraft Price Base Year/Escalation Formula:	Jul-11 ECI-
Base Aircraft Price:		***	Engine Price Base Year/Escalation Formula:	N/A MFG/CPI
Special Features:		***		N/A
Sub-Total of Aircraft Base Price and Features:		***	Aircraft Price Escalation Data:	
Engine Price (Per Aircraft):		***	Base Year Index (ECI):	***
Aircraft Basic Price (Excluding BFE/SPE):		***	Base Year Index (CPI):	***
Buyer Furnished Equipment (BFE) Estimate:		***		
Seller Purchased Equipment (SPE) Estimate:		***		

Delivery Date	Number of Aircraft	Escalation Factor (Airframe)	Aircraft Serial Number	Escalation Estimate Adv Payment Base Price Per A/P	Advance Payment Per Aircraft (Amts. Due/Mos. Prior to Delivery):			
					At Signing	24 Mos.	21/18/12/9/6 Mos.	Total
Feb-2014	4	***	36922, 36910, 35968, 42532	***	***	***	***	***
Mar-2014	3	***	36943, 36927, 36925	***	***	***	***	***
Apr-2014	4	***	36944, 36929, 35971, 36926	***	***	***	***	***
May-2014	3	***	36946, 42533, 42534	***	***	***	***	***
Jun-2014	3	***	36968, 36949, 38804	***	***	***	***	***
Jul-2014	2	***	36951, 38805	***	***	***	***	***
Aug-2014	4	***	36928, 36952, 37019, 36729	***	***	***	***	***
Sep-2014	4	***	36954, 36733, 37042, 36930	***	***	***	***	***
Oct-2014	4	***	36957, 37034, 38806, 36934	***	***	***	***	***
Nov-2014	2	***	36971, 37043	***	***	***	***	***
Dec-2014	2	***	37037, 37045	***	***	***	***	***
Jan-2015	2	***	36899, 42535	***	***	***	***	***
Feb-2015	3	***	36901, 36722, 42536	***	***	***	***	***
Mar-2015	4	***	36902, 36936, 36727, 42537	***	***	***	***	***

Table 1a to
Purchase Agreement No. PA-1810
Aircraft Delivery, Description, Price and Advance Payments
Block 700LUV Aircraft

Delivery Date	Number of Aircraft	Escalation Factor (Airframe)	Aircraft Serial Number	Advance Payment Per Aircraft (Amts. Due/Mos. Prior to Delivery)				
				Escalation Estimate Adv Payment Base Price per A/P	At Signing	24 Mos.	21/18/12/9/6 Mos.	Total
Apr-2015	4	***	36649, 36652, 38815, 42538	***	***	***	***	***
May-2015	3	***	36903, 38817, 42539	***	***	***	***	***
Jun-2015	3	***	36906, 36654, 42540	***	***	***	***	***
Jul-2015	2	***	36655, 42541	***	***	***	***	***
Aug-2015	3	***	36656, 35967, 42542	***	***	***	***	***
Sep-2015	3	***	36657, 36730, 42543	***	***	***	***	***
Oct-2015	3	***	36937, 35974, 33940	***	***	***	***	***
Nov-2015	3	***	35975, 36715, 36940	***	***	***	***	***
Dec-2015	3	***	36941, 36734, 35976	***	***	***	***	***
Jan-2016	2	***	36650, 36735	***	***	***	***	***
Feb-2016	3	***	36904, 36932, 36737	***	***	***	***	***
Mar-2016	2	***	36651, 36738	***	***	***	***	***
Apr-2016	3	***	36653, 36938, 36723	***	***	***	***	***
May-2016	3	***	36658, 36939, 33937	***	***	***	***	***
Jun-2016	1	***	36916	***	***	***	***	***
Jul-2016	3	***	36921, 36945, 33942	***	***	***	***	***
Aug-2016	4	***	36678, 36661, 35965, 36728	***	***	***	***	***
Sep-2016	3	***	36977, 36923, 41530	***	***	***	***	***
Oct-2016	3	***	36666, 38812, 38813	***	***	***	***	***
Nov-2016	3	***	36670, 38814, 41531	***	***	***	***	***
Dec-2016	1	***	38816	***	***	***	***	***
Jan-2017	1	***	36970	***	***	***	***	***
Feb-2017	2	***	35970, 36969	***	***	***	***	***
Mar-2017	2	***	35972, 36972	***	***	***	***	***
Apr-2017	2	***	36736, 36974	***	***	***	***	***
May-2017	2	***	33941, 36975	***	***	***	***	***
Jun-2017	2	***	35963, 36976	***	***	***	***	***

Table 1a to
Purchase Agreement No. PA-1810
Aircraft Delivery, Description, Price and Advance Payments
Block 700LUV Aircraft

Delivery Date	Number of Aircraft	Escalation Factor (Airframe)	Aircraft Serial Number	Advance Payment Per Aircraft (Amts. Due/Mos. Prior to Delivery)					Total
				Escalation Estimate Adv Payment Base Price per A/P	At Signing	24 Mos.	21/18/12/9/6 Mos.		
Aug-2017	1	***	36979	***	***	***	***	***	
Sep-2017	1	***	36984	***	***	***	***	***	
Oct-2017	1	***	36988	***	***	***	***	***	
Nov-2017	1	***	36989	***	***	***	***	***	
Jan-2018	1	***	42544	***	***	***	***	***	
Feb-2018	1	***	42545	***	***	***	***	***	
Mar-2018	1	***	42546	***	***	***	***	***	
Apr-2018	1	***	42547	***	***	***	***	***	
May-2018	1	***	42548	***	***	***	***	***	
Jun-2018	1	***	42549	***	***	***	***	***	
Jul-2018	1	***	42550	***	***	***	***	***	
Aug-2018	1	***	42551	***	***	***	***	***	
Sep-2018	1	***	42552	***	***	***	***	***	
Oct-2018	1	***	42553	***	***	***	***	***	
Total:	127								

**Table 1b to
Purchase Agreement No. PA-01810
Aircraft Delivery, Description, Price and Advance Payments
Block 800LUV Aircraft**

Airframe Model/MTOW:	737-800	174200 pounds	Detail Specification:	D019A001SWA38P-1 Rev New
Engine Model/Thrust:	CFM56-7B26	26400 pounds	Airframe Base Aircraft Price Base Year/Escalation Formula:	Jul- ECI-
Base Aircraft Price:		***	Engine Price Base Year/Escalation Formula:	11 MFG/CPI
Special Features:		***		N/A/N/A
Sub-Total of Aircraft Base Price and Features:		***	Aircraft Price Escalation Data:	
Engine Price (Per Aircraft):		***	Base Year Index (ECI):	***
Aircraft Basic Price (Excluding BFE/SPE):		***	Base Year Index (CPI):	***
Buyer Furnished Equipment (BFE) Estimate:		***		
Seller Purchased Equipment (SPE) Estimate:		***		

Delivery Date	Number of Aircraft	Escalation Factor (Airframe)	Aircraft Serial Number	Escalation Estimate Adv Payment Base Price Per A/P	Advance Payment Per Aircraft (Amts. Due/Mos. Prior to Delivery):				Total
					At Signing	24 Mos.	21/18/12/9/6 Mos.		
Mar-2012	1	***	36980	Note 1 & 3	***	***	***	***	***
Mar-2012	1	***	36680	Note 2 & 3	***	***	***	***	***
Apr-2012	3	***	36681, 36983, 36683	Note 3	***	***	***	***	***
May-2012	3	***	36682, 36985, 36987	Note 3	***	***	***	***	***
Jun-2012	4	***	38807, 38808, 38809, 38810	Note 3	***	***	***	***	***
Jul-2012	3	***	36684, 36990, 38811	Note 3	***	***	***	***	***
Aug-2012	2	***	36685, 36992	Note 3	***	***	***	***	***
Sep-2012	2	***	36686, 36994	Note 3	***	***	***	***	***
Oct-2012	2	***	36687, 36997	Note 3	***	***	***	***	***
Nov-2012	4	***	37005, 37003, 35969, 35966	Note 3	***	***	***	***	***
Dec-2012	3	***	37006, 37009, 38818	Note 3	***	***	***	***	***
Jan-2013	4	***	35964, 36638, 36891, 36634		***	***	***	***	***
Feb-2013	2	***	36635, 36893		***	***	***	***	***
Mar-2013	2	***	36892, 36973		***	***	***	***	***
Apr-2013	2	***	36908, 36998		***	***	***	***	***

**Table 1b to
Purchase Agreement No. PA-01810
Aircraft Delivery, Description, Price and Advance Payments
Block 800LUV Aircraft**

Delivery Date	Number of Aircraft	Escalation Factor (Airframe)	Aircraft Serial Number	Escalation Estimate Adv Payment Base Price Per A/P	Advance Payment Per Aircraft (Amts. Due/Mos. Prior to Delivery):			
					At Signing	24 Mos.	21/18/12/9/6 Mos.	Total
Jun-2013	2	***	36895, 36896	***	***	***	***	***
Jul-2013	3	***	36897, 42521, 42385	***	***	***	***	***
Aug-2013	4	***	36898, 36905, 42522, 42523	***	***	***	***	***
Sep-2013	4	***	36907, 36911, 36933, 42524	***	***	***	***	***
Oct-2013	5	***	36912, 36914, 35973, 36935, 42525	***	***	***	***	***
Nov-2013	5	***	36915, 33939, 42526, 42527, 42528	***	***	***	***	***
Dec-2013	5	***	36917, 36919, 36731, 42529, 42530	***	***	***	***	***
Jan-2014	4	***	36920, 36909, 36732, 42531	***	***	***	***	***
Total:	73							

Notes:

- 1) ***
- 2) ***
- 3) ***

Letter Agmt SWA-PA-1810-LA-1001315R1; paragraph 3

<u>No.</u>	<u>Model</u>	<u>Aircraft Block</u>	<u>MSN's</u>	<u>Current Delivery Mo.</u>	<u>Base Year</u>	
	1737-700	T-W-2b	36962	July-11	1999	***
	2737-700	T-W-2b	36963	July-11	1999	***
	3737-700	T-W-2b	36965	August-11	1999	***
	4737-700	T-W-2b	36967	October-11	1999	***
	5737-800	800LUV	36980	March-12	2011	
	6737-800	800LUV	36983	April-12	2011	
	7737-800	800LUV	36985	May-12	2011	
	8737-800	800LUV	36987	May-12	2011	
	9737-800	800LUV	36990	July-12	2011	
	10737-800	800LUV	36992	August-12	2011	
	11737-800	800LUV	36994	September-12	2011	
	12737-800	800LUV	37003	November-12	2011	
	13737-800	800LUV	37009	December-12	2011	
	14737-800	800LUV	36973	March-13	2011	
	15737-800	800LUV	36908	April-13	2011	
	16737-800	800LUV	36998	April-13	2011	
	17737-800	800LUV	37004	May-13	2011	
	18737-800	800LUV	42521	July-13	2011	
	19737-800	800LUV	42522	August-13	2011	
	20737-800	800LUV	42523	August-13	2011	
	21737-800	800LUV	42524	September-13	2011	
	22737-800	800LUV	36933	September-13	2011	
	23737-800	800LUV	42525	October-13	2011	
	24737-800	800LUV	36935	October-13	2011	
	25737-800	800LUV	42526	November-13	2011	
	26737-800	800LUV	42527	November-13	2011	
	27737-800	800LUV	42528	November-13	2011	
	28737-800	800LUV	42529	December-13	2011	
	29737-800	800LUV	42530	December-13	2011	
	30737-800	800LUV	42531	January-14	2011	
	31737-800	800LUV	36909	January-14	2011	
	32737-700	700LUV	42532	February-14	2011	
	33737-700	700LUV	36910	February-14	2011	
	34737-700	700LUV	36927	March-14	2011	
	35737-700	700LUV	36925	March-14	2011	
	36737-700	700LUV	36926	April-14	2011	
	37737-700	700LUV	36929	April-14	2011	
	38737-700	700LUV	42533	May-14	2011	
	39737-700	700LUV	42534	May-14	2011	
	40737-700	700LUV	37019	August-14	2011	
	41737-700	700LUV	36930	September-14	2011	
	42737-700	700LUV	37042	September-14	2011	
	43737-700	700LUV	36934	October-14	2011	
	44737-700	700LUV	37034	October-14	2011	
	45737-700	700LUV	37043	November-14	2011	
	46737-700	700LUV	37045	December-14	2011	
	47737-700	700LUV	37037	December-14	2011	

48737-700	700LUV	42535	January-15	2011
49737-700	700LUV	42536	February-15	2011
50737-700	700LUV	42537	March-15	2011
51737-700	700LUV	42538	April-15	2011
52737-700	700LUV	42539	May-15	2011
53737-700	700LUV	42540	June-15	2011
54737-700	700LUV	42541	July-15	2011
55737-700	700LUV	42542	August-15	2011
56737-700	700LUV	42543	September-15	2011
57737-700	700LUV	36940	November-15	2011
58737-700	700LUV	36938	April-16	2011
59737-700	700LUV	36939	May-16	2011
60737-700	700LUV	36945	July-16	2011
61737-700	700LUV	36977	September-16	2011
62737-700	700LUV	36970	January-17	2011
63737-700	700LUV	36969	February-17	2011
64737-700	700LUV	36972	March-17	2011
65737-700	700LUV	36974	April-17	2011
66737-700	700LUV	36975	May-17	2011
67737-700	700LUV	36976	June-17	2011
68737-700	700LUV	36979	August-17	2011
69737-700	700LUV	36984	September-17	2011
70737-700	700LUV	36988	October-17	2011
71737-700	700LUV	36989	November-17	2011
72737-700	700LUV	42544	January-18	2011
73737-700	700LUV	42545	February-18	2011
74737-700	700LUV	42546	March-18	2011
75737-700	700LUV	42547	April-18	2011
76737-700	700LUV	42548	May-18	2011
77737-700	700LUV	42549	June-18	2011
78737-700	700LUV	42550	July-18	2011
79737-700	700LUV	42551	August-18	2011
80737-700	700LUV	42552	September-18	2011
81737-700	700LUV	42553	October-18	2011
82			<i>tbd</i>	
83			<i>tbd</i>	
84			<i>tbd</i>	
85			<i>tbd</i>	
86			<i>tbd</i>	
87			<i>tbd</i>	
88			<i>tbd</i>	
89			<i>tbd</i>	
90			<i>tbd</i>	

Supplemental Agreement No. 77

to

Purchase Agreement No. 1810

between

THE BOEING COMPANY

and

SOUTHWEST AIRLINES CO.

Relating to Boeing Model 737-7H4 and 737-8H4 Aircraft

THIS SUPPLEMENTAL AGREEMENT, entered into as of May 15, 2012, by and between THE BOEING COMPANY, a Delaware corporation with principal offices in Seattle, Washington, (**Boeing**) and SOUTHWEST AIRLINES CO., a Texas corporation with principal offices in Dallas, Texas (**Buyer**);

Buyer and Boeing entered into Purchase Agreement No. 1810 dated January 19, 1994 as amended, and supplemented, (**Purchase Agreement**) relating to the purchase and sale of Boeing Model 737-7H4 aircraft (**737-7H4 Aircraft**) and 737-8H4 aircraft (**737-8H4 Aircraft**); and this Supplemental Agreement is an amendment to and is incorporated into the Purchase Agreement:

WHEREAS, Buyer and Boeing agree to revise the delivery month of twenty-four (24) 737-8H4 Aircraft as identified in the table below (**737-800 Subject Aircraft**); and

737-800 Subject Aircraft			
Model	Contract Delivery Month	Revised Delivery Month	MSN
737-800	May-13	Mar-14	37004
737-800	May-13	Apr-14	42384
737-800	May-13	Apr-14	36894
737-800	Jun-13	Apr-14	36895
737-800	Jun-13	Apr-14	36896
737-800	Jul-13	May-14	36897
737-800	Jul-13	May-14	42385
737-800	Jul-13	May-14	42521
737-800	Aug-13	Jun-14	36898
737-800	Aug-13	Jun-14	36905
737-800	Aug-13	Jun-14	42522
737-800	Aug-13	Jul-14	42523
737-800	Sep-13	Jul-14	36911

*****Pursuant to 17 CFR 240.24b-2, confidential information has been omitted and has been filed separately with the Securities and Exchange Commission pursuant to a Confidential Treatment Application filed with the Commission.**

737-800 Subject Aircraft			
Model	Contract Delivery Month	Revised Delivery Month	MSN
737-800	Sep-13	Aug-14	36907
737-800	Sep-13	Aug-14	42524
737-800	Oct-13	Aug-14	35973
737-800	Oct-13	Aug-14	42525
737-800	Oct-13	Sep-14	36935
737-800	Nov-13	Sep-14	42528
737-800	Nov-13	Sep-14	42527
737-800	Jan-14	Sep-14	42531
737-800	Jan-14	Oct-14	36909
737-800	Jan-14	Oct-14	36732
737-800	Jan-14	Oct-14	36920

WHEREAS, Buyer and Boeing agree to revise the delivery month of thirty (30) 737-7H4 Aircraft as identified in the table below (**737-700 Subject Aircraft**); and

737-700 Subject Aircraft			
Model	Contract Delivery Month	Revised Delivery Month	MSN
737-700	Feb-14	Jan-17	42532
737-700	Feb-14	Jan-17	36910
737-700	Feb-14	Feb-17	36922
737-700	Feb-14	Mar-17	35968
737-700	Mar-14	Apr-17	36927
737-700	Mar-14	May-17	36925
737-700	Mar-14	Jun-17	36943
737-700	Apr-14	Aug-17	36929
737-700	Apr-14	Aug-17	36944
737-700	Apr-14	Sep-17	35971
737-700	Apr-14	Jan-18	36926
737-700	May-14	Feb-18	42533
737-700	May-14	Mar-18	42534
737-700	May-14	Jul-17	36946
737-700	Jun-14	Jul-17	36949
737-700	Jun-14	Apr-18	38804
737-700	Jun-14	Apr-18	36968
737-700	Jul-14	May-18	38805
737-700	Jul-14	May-18	36951
737-700	Aug-14	May-18	36729
737-700	Aug-14	Jun-18	36952
737-700	Aug-14	Jun-18	36928
737-700	Aug-14	Jun-18	37019
737-700	Sep-14	Jul-18	37042
737-700	Sep-14	Jul-17	36733
737-700	Sep-14	Sep-17	36930
737-700	Sep-14	Aug-18	36954

737-700 Subject Aircraft			
Model	Contract Delivery Month	Revised Delivery Month	MSN
737-700	Oct-14	Oct-17	36934
737-700	Oct-14	Sep-18	36957
737-700	Oct-14	Sep-18	37034

WHEREAS, Buyer agrees that it will accelerate the delivery month of one (1) 737-8H4 Aircraft from January 2013 to December 2012 (**Accelerated Aircraft**) in the event that Boeing provides written notice of a request to Buyer for such acceleration no later than October 31, 2012. Following Boeing's written request of delivery acceleration, the parties will execute a definitive agreement within thirty (30) days of Boeing's written request. For the avoidance of doubt and unless otherwise agreed by the parties, the business considerations described in paragraphs *** of Letter Agreement SWA-PA-1810-1105888, "****," to the Purchase Agreement will remain in effect for the Accelerated Aircraft.

NOW THEREFORE, in consideration of the mutual covenants herein contained, the parties agree to amend the Purchase Agreement as follows:

1. The Table of Contents of the Purchase Agreement is deleted in its entirety and a new Table of Contents is attached hereto and incorporated into the Purchase Agreement by this reference.
2. Table 1a, "Aircraft Information Table – Block 700LUV Aircraft," is deleted in its entirety and a new Table 1a is attached hereto and incorporated into the Purchase Agreement by this reference. The new Table 1a reflects the revised delivery months and applicable escalation factors from Boeing's published 4th Qtr 2011 escalation forecast for the 737-700 Subject Aircraft.
3. Table 1b, "Aircraft Information Table – Block 800LUV Aircraft," is deleted in its entirety and a new Table 1b is attached hereto and incorporated into the Purchase Agreement by this reference. The new Table 1b reflects the revised delivery months and applicable escalation factors from Boeing's published 4th Qtr 2011 escalation forecast for the 737-800 Subject Aircraft.
4. Attachment B to Exhibit E, "Buyer Furnished Equipment Provisions Document," is deleted in its entirety and a new Attachment B (identified by "SA-77") is attached hereto and incorporated into the Purchase Agreement by this reference.
5. Attachment A to Letter Agreement No. SWA-PA-1810-LA-1001315R1 is deleted in its entirety and a new Attachment A (identified by "SA-77") is attached hereto and incorporated into the Purchase Agreement by this reference.

6. If Buyer owes Boeing any additional Advance Payment amounts as a result of the execution of this Supplemental Agreement, Buyer will pay such amounts to Boeing. If as a result of the execution of this Supplemental Agreement, there is any excess in Advance Payments made by Buyer to Boeing, Boeing will retain such excess amounts until the next Advance Payment is due, at which time Buyer may reduce the amount of such Advance Payment by the amount of such excess. A reconciliation regarding changes in Advance Payments arising from this Supplemental Agreement will be provided separately to Buyer by Boeing.

The Purchase Agreement will be deemed to be supplemented to the extent herein provided and as so supplemented will continue in full force and effect.

EXECUTED IN DUPLICATE as of the day and year first above written.

THE BOEING COMPANY

SOUTHWEST AIRLINES CO.

By: /s/ Cheri A. Fischer

By: /s/ Laura Wright

Laura Wright

Its: Attorney-In-Fact

Its: SVP CFO

P.A. No. 1810

SA-77-4

TABLE OF CONTENTS

		Page Number	SA Number
<u>ARTICLES</u>			
1.	Subject Matter of Sale	1-1	SA-75
2.	Delivery, Title and Risk of Loss	2-1	SA-28
3.	Price of Aircraft	3-1	SA-75
4.	Taxes	4-1	
5.	Payment	5-1	
6.	Excusable Delay	6-1	
7.	Changes to the Detail Specification	7-1	SA-73
8.	Federal Aviation Requirements and Certificates and Export License	8-1	
9.	Representatives, Inspection, Flights and Test Data	9-1	
10.	Assignment, Resale or Lease	10-1	
11.	Termination for Certain Events	11-1	
12.	Product Assurance; Disclaimer and Release; Exclusion of Liabilities; Customer Support; Indemnification and Insurance	12-1	
13.	Buyer Furnished Equipment and Spare Parts	13-1	
14.	Contractual Notices and Requests	14-1	
15.	Miscellaneous	15-1	

TABLE OF CONTENTS

SA
Number

TABLE

1.	Aircraft Information Table	SA-75
1a	Aircraft Information Table – Block 700LUV Aircraft	SA-77
1b	Aircraft Information Table – Block 800LUV Aircraft	SA-77

EXHIBITS

A-4	Aircraft Configuration - 737-700 Block T-W-2b Aircraft	SA-66
A-5	Aircraft Configuration – Block 700LUV Aircraft	SA-75
A-6	Aircraft Configuration – Block 800LUV Aircraft	SA-75
B	***	SA-75
C	Customer Support Document	
C-2	737-800 Customer Support Document	SA-75
D	Price Adjustment Due to Economic Fluctuations – Aircraft Price Adjustment (July 1992 Base Price)	
D-1	Price Adjustment Due to Economic Fluctuations – Aircraft Price Adjustment (July 1999 Base Price)	SA-13
D-2	Economic Price Adjustment ECI-MFG/CPI (July 2011 Base Price)	SA-75
E	Buyer Furnished Equipment Provisions Document Attachment A – 737-7H4 Aircraft (through 2012) Attachment B – 737-8H4 Aircraft (2012-2018)	SA-75 SA-77
F	Defined Terms Document	

LETTER AGREEMENTS

1810-1R1	Waiver of Aircraft Demonstration Flight	SA-75
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P.A. No. 1810
K/SWA

SA-77

TABLE OF CONTENTS

SA
Number

RESTRICTED LETTER AGREEMENTS

6-1162-RLL-932R3	***	SA-75
6-1162-RLL-934R5	Disclosure of Confidential Information	SA-75
6-1162-NIW-890R1	***	SA-75
		SA-39
6-1162-RLL-941R3	Other Matters	SA-75
6-1162-KJJ-054R2	Business Matters <i>(Not applicable to Block 700LUV & Block 800LUV Aircraft)</i>	SA-75
6-1162-KJJ-055R1	Structural Matters	SA-25
6-1162-KJJ-056	Noise and Emission Matters	SA-13
6-1162-KJJ-057	Product Development Matters	SA-13
6-1162-JMG-669R9	***	SA-75
		SA-75
		SA-54
SWA-PA-1810-LA-1001315R1	*** Attachment A	SA-75 SA-77
SWA-PA-1810-LA-02710	***	SA-72
SWA-PA-1810-LA-1003498 R1	***	SA-75
SWA-PA-1810-LA-1003490R1	***	SA-75
SWA-PA-1810-LA-1003367R1	***	SA-75
SWA-PA-1810-LA-1105883	Aircraft Model Substitution	SA-75
SWA-PA-1810-LA-1105884	Option Aircraft Attachment – Option Aircraft Information Table	SA-75

TABLE OF CONTENTS

SA
Number

SWA-PA-1810-LA-1105885	***		SA-75
SWA-PA-1810-LA-1105886	***		SA-75
SWA-PA-1810-LA-1105887	***		SA-75
SWA-PA-1810-LA-1105888	***		SA-75
SWA-PA-1810-LA-1105889	***		SA-75

ADDITIONAL LETTERS (FOR REFERENCE)

6-1162-MSA-288	Business Offer – Enhanced Ground Proximity Warning System (EGPWS) – Activation – Peaks and Obstacles Feature <i>(Not applicable to Block 700LUV & Block 800LUV Aircraft)</i>
6-1162-JMG-501R2	Business Offer – ACARS package <i>(Not applicable to Block 700LUV & Block 800LUV Aircraft)</i>

INACTIVE / DELETED TABLES, EXHIBITS, AND LETTER AGREEMENTS

TABLE

Table	Title	Last Updated under	Current Status
2	Option Aircraft Information Table	SA SA-74	Deleted under SA-75

EXHIBITS

Exhibits	Title	Last Updated under	Current Status
A	Aircraft Configuration – 737-700	SA-36	Inactive
A-Winglet	Aircraft Configuration	SA-36	Inactive
A-1-Winglet	Aircraft Configuration	SA-36	Inactive
A-1A	Aircraft Configuration - 737-700 Block T-W-2c	SA-36	Inactive

TABLE OF CONTENTS

SA
Number

Exhibits	Title	Last Updated under SA	Current Status
A-2	Aircraft Configuration - 737-700 Block T-W-2 / T-W-2a	SA-47	Inactive
A-3	Aircraft Configuration - 737-700 Block T-W-2 / T-W-2a	SA-61	Inactive
C.2	737-800 Customer Support Variables	SA-71	Deleted under SA-75
E.2	737-800 Buyer Furnished Equipment Provisions Document	SA-73	Deleted under SA-75

RESTRICTED LETTER AGREEMENTS

Letter Agreement	Title	Last Updated under SA	Current Status
6-1162-RLL-933R21	Option Aircraft	SA-60	Deleted under SA-75
6-1162-RLL-935R1	Performance Guarantees	SA-1	Inactive
6-1162-RLL-936R4	Certain Contractual Matters	SA-4	Inactive
6-1162-RLL-937	Alternate Advance Payment Schedule		Inactive
6-1162-RLL-938	***		Inactive
6-1162-RLL-939R1	Certification Flight Test Aircraft	SA-1	Inactive
6-1162-RLL-940R1	Training Matters	SA-1	Inactive
6-1162-RLL-942	Open Configuration Matters		Inactive
6-1162-RLL-943R1	Substitution Rights	SA-6	Deleted under SA 75
6-1162-RLL-944	***		Inactive
6-1162-RLL-945	Comparison of 737-7H4 and 737-3H4 Block Fuel Burn		Inactive
6-1162-RLL-1855R3	Additional Contractual Matters	SA-4	Inactive
6-1162-RLL-1856	***	SA-1	Inactive
6-1162-RLL-1857	Service Ready Validation Program Field Test	SA-1	Inactive
6-1162-RLL-1858R1	Escalation Matters	SA-4	Inactive
6-1162-RLL-2036	Amortization of Costs for Customer Unique Changes	SA-1	Inactive
6-1162-RLL-2037	Reconciliation of the Aircraft Basic Price	SA-1	Inactive

TABLE OF CONTENTS

SA
Number

Letter Agreement	Title	Last Updated under SA	Current Status
6-1162-RLL-2073	Maintenance Training Matters	SA-1	Inactive
6-1162-KJJ-058R1	Additional Substitution Rights	SA-71	Deleted under SA-75
6-1162-KJJ-150	Flight Control Computer & Mode Control Panel Spares Matter	SA-14	Inactive
6-1162-MSA-185R3	Delivery Change Contractual Matters	SA-21	Inactive
6-1162-JMG-747R1	***	SA-36	Inactive
6-1162-CHL-217	Rescheduled Flight Test Aircraft	SA-32	Inactive
6-1162-NIW-606R1	***	SA-36	Inactive
6-1162-NIW-640	Early Delivery of Two April 2004 Aircraft	SA-35	Inactive
6-1162-NIW-889	Warranty - Exterior Color Schemes and Markings for YA143 and on	SA-39	Inactive
6-1162-NIW-1142	***	SA-43	Inactive
6-1162-NIW-1369	***	SA-46	Inactive
6-1162-NIW-1983	***	SA-62	Inactive
SWA-PA-1810-LA-1000419	***	SA-64	Inactive

P.A. No. 1810
K/SWA

vi

SA-77

**Table 1a to
Purchase Agreement No. PA-1810
Aircraft Delivery, Description, Price and Advance Payments
Block 700LUV Aircraft**

Airframe Model/MTOW:	737-700	154500 pounds	Detail Specification:	D019A001SWA37P-1
Engine Model/Thrust:	CFM56-7B24	24000 pounds	Airframe Base Aircraft Price Base Year/Escalation Formula:	Rev New Jul-11 ECI-MFG/CPI
Base Aircraft Price:		***	Engine Price Base Year/Escalation Formula:	N/A N/A
Special Features:		***		
Sub-Total of Aircraft Base Price and Features:		***	Aircraft Price Escalation Data:	
Engine Price (Per Aircraft):		***	Base Year Index (ECI):	***
Aircraft Basic Price (Excluding BFE/SPE):		***	Base Year Index (CPI):	***
Buyer Furnished Equipment (BFE) Estimate:		***		
Seller Purchased Equipment (SPE) Estimate:		***		

Delivery Date	Number of Aircraft	Escalation Factor (Airframe)	Aircraft Serial Number	Escalation Estimate Adv Payment Base Price Per A/P	Advance Payment Per Aircraft (Amts. Due/Mos. Prior to Delivery):			
					At Signing	24 Mos.	21/18/12/9/6 Mos.	Total
Oct-2014	1	***	36934	***	***	***	***	***
Nov-2014	2	***	36971, 37043	***	***	***	***	***
Dec-2014	2	***	37037, 37045	***	***	***	***	***
Jan-2015	2	***	36899, 42535	***	***	***	***	***
Feb-2015	3	***	36901, 36722, 42536	***	***	***	***	***
Mar-2015	4	***	36902, 36936, 36727, 42537	***	***	***	***	***
Apr-2015	4	***	36649, 36652, 38815, 42538	***	***	***	***	***
May-2015	3	***	36903, 38817, 42539	***	***	***	***	***
Jun-2015	3	***	36906, 36654, 42540	***	***	***	***	***
Jul-2015	2	***	36655, 42541	***	***	***	***	***
Aug-2015	3	***	36656, 35967, 42542	***	***	***	***	***
Sep-2015	3	***	36657, 36730, 42543	***	***	***	***	***
Oct-2015	3	***	36937, 35974, 33940	***	***	***	***	***
Nov-2015	3	***	35975, 36715, 36940	***	***	***	***	***
Dec-2015	3	***	36941, 36734, 35976	***	***	***	***	***
Jan-2016	2	***	36650, 36735	***	***	***	***	***

**Table 1a to
Purchase Agreement No. PA-1810
Aircraft Delivery, Description, Price and Advance Payments
Block 700LUV Aircraft**

Delivery Date	Number of Aircraft	Escalation Factor (Airframe)	Aircraft Serial Number	Escalation Estimate Adv Payment Base Price Per A/P	Advance Payment Per Aircraft (Amts. Due/Mos. Prior to Delivery):			
					At Signing	24 Mos.	21/18/12/9/6 Mos.	Total
					***	***	***	***
Feb-2016	3	***	36904, 36932, 36737	***	***	***	***	***
Mar-2016	2	***	36651, 36738	***	***	***	***	***
Apr-2016	3	***	36653, 36938, 36723	***	***	***	***	***
May-2016	3	***	36658, 36939, 33937	***	***	***	***	***
Jun-2016	1	***	36916	***	***	***	***	***
Jul-2016	3	***	36921, 36945, 33942	***	***	***	***	***
Aug-2016	4	***	36678, 36661, 35965, 36728	***	***	***	***	***
Sep-2016	3	***	36977, 36923, 41530	***	***	***	***	***
Oct-2016	3	***	36666, 38812, 38813	***	***	***	***	***
Nov-2016	3	***	36670, 38814, 41531	***	***	***	***	***
Dec-2016	1	***	38816	***	***	***	***	***
Jan-2017	1	***	36970	***	***	***	***	***
Jan-2017	2	***	42532, 36910	Note 1	***	***	***	***
Feb-2017	2	***	35970, 36969	***	***	***	***	***
Feb-2017	1	***	36922	Note 1	***	***	***	***
Mar-2017	2	***	35972, 36972	***	***	***	***	***
Mar-2017	1	***	35968	Note 1	***	***	***	***
Apr-2017	2	***	36736, 36974	***	***	***	***	***
Apr-2017	1	***	36927	Note 1	***	***	***	***
May-2017	2	***	33941, 36975	***	***	***	***	***
May-2017	1	***	36925	Note 1	***	***	***	***
Jun-2017	2	***	35963, 36976	***	***	***	***	***
Jun-2017	1	***	36943	Note 1	***	***	***	***
Jul-2017	3	***	36946, 36949, 36733	Note 1	***	***	***	***
Aug-2017	1	***	36979	***	***	***	***	***
Aug-2017	2	***	36929, 36944	Note 1	***	***	***	***
Sep-2017	1	***	36984	***	***	***	***	***

**Table 1a to
Purchase Agreement No. PA-1810
Aircraft Delivery, Description, Price and Advance Payments
Block 700LUV Aircraft**

Delivery Date	Number of Aircraft	Escalation Factor (Airframe)	Aircraft Serial Number	Escalation Estimate Adv Payment Base Price Per A/P	Advance Payment Per Aircraft (Amts. Due/Mos. Prior to Delivery):			
					At Signing	24 Mos.	21/18/12/9/6 Mos.	Total
Sep-2017	2	***	35971, 36930	Note 1	***	***	***	***
Oct-2017	1	***	36988		***	***	***	***
Oct-2017	1	***	36934	Note 1	***	***	***	***
Nov-2017	1	***	36989		***	***	***	***
Jan-2018	1	***	42544		***	***	***	***
Jan-2018	1	***	36926	Note 1	***	***	***	***
Feb-2018	1	***	42545		***	***	***	***
Feb-2018	1	***	42533	Note 1	***	***	***	***
Mar-2018	1	***	42546		***	***	***	***
Mar-2018	1	***	42534	Note 1	***	***	***	***
Apr-2018	1	***	42547		***	***	***	***
Apr-2018	2	***	38804, 36968	Note 1	***	***	***	***
May-2018	1	***	42548		***	***	***	***
May-2018	3	***	38805, 36951, 36729	Note 1	***	***	***	***
Jun-2018	1	***	42549		***	***	***	***
Jun-2018	3	***	36952, 36928, 37019	Note 1	***	***	***	***
Jul-2018	1	***	42550		***	***	***	***
Jul-2018	1	***	37042	Note 1	***	***	***	***
Aug-2018	1	***	42551		***	***	***	***
Aug-2018	1	***	36954	Note 1	***	***	***	***
Sep-2018	1	***	42552		***	***	***	***
Sep-2018	2	***	36957, 37034	Note 1	***	***	***	***
Oct-2018	1	***	42553		***	***	***	***

Total:

127

Notes:

1) The Advance Payment Base Price is determined using the escalation factor from Boeing's 4th Qtr 2011 forecast.

**Table 1b to
Purchase Agreement No. PA-1810
Aircraft Delivery, Description, Price and Advance Payments
Block 800LUV Aircraft**

Airframe Model/MTOW:
pounds

737-800

174200

Detail Specification:

D019A001SWA38P-1 Rev New

Engine Model/Thrust: CFM56-7B26 26400 pounds
Base Aircraft Price: ***
Special Features: ***

Airframe Base Aircraft Price Base Year/Escalation Formul Jul-11 ECI-MFG/CPI
Engine Price Base Year/Escalation Formula: N/A N/A

Sub-Total of Aircraft Base Price and Features: ***
Engine Price (Per Aircraft): ***
Aircraft Basic Price (Excluding BFE/SPE): ***
Buyer Furnished Equipment (BFE) Estimate: ***
Seller Purchased Equipment (SPE) Estimate: ***

Aircraft Price Escalation Data:
Base Year Index (ECI): ***
Base Year Index (CPI): ***

Delivery Date	Number of Aircraft	Escalation Factor (Airframe)	Aircraft Serial Number	Escalation Estimate	Advance Payment Per Aircraft (Amts. Due/Mos. Prior to Delivery):	Advance Payment Per Aircraft (Amts. Due/Mos. Prior to Delivery):			
						At Signing	24 Mos.	21/18/12/9/6 Mos.	Total
Mar-2012	1	***	36980	Note 1 & 3	***	***	***	***	***
Mar-2012	1	***	36680	Note 2 & 3	***	***	***	***	***
Apr-2012	3	***	36681, 36983, 36683	Note 3	***	***	***	***	***
May-2012	3	***	36682, 36985, 36987	Note 3	***	***	***	***	***
Jun-2012	4	***	38807, 38808, 38809, 38810	Note 3	***	***	***	***	***
Jul-2012	3	***	36684, 36990, 38811	Note 3	***	***	***	***	***
Aug-2012	2	***	36685, 36992	Note 3	***	***	***	***	***
Sep-2012	2	***	36686, 36994	Note 3	***	***	***	***	***
Oct-2012	2	***	36687, 36997	Note 3	***	***	***	***	***
Nov-2012	4	***	37005, 37003, 35969, 35966	Note 3	***	***	***	***	***
Dec-2012	3	***	37006, 37009, 38818	Note 3	***	***	***	***	***
Jan-2013	4	***	35964, 36638, 36891, 36634		***	***	***	***	***
Feb-2013	2	***	36635, 36893		***	***	***	***	***
Mar-2013	2	***	36892, 36973		***	***	***	***	***
Apr-2013	2	***	36908, 36998		***	***	***	***	***
Sep-2013	1	***	36933		***	***	***	***	***
Oct-2013	2	***	36912, 36914		***	***	***	***	***
Nov-2013	3	***	36915, 33939, 42526		***	***	***	***	***

**Table 1b to
Purchase Agreement No. PA-1810
Aircraft Delivery, Description, Price and Advance Payments
Block 800LUV Aircraft**

Delivery Date	Number of Aircraft	Escalation Factor (Airframe)	Aircraft Serial Number	Escalation Estimate Adv Payment Base Price Per A/P	Advance Payment Per Aircraft (Amts. Due/Mos. Prior to Delivery):			
					At Signing	24 Mos.	21/18/12/9/6 Mos.	Total
		***		***	***	***	***	***
Dec-2013	5	***	36917, 36919, 36731, 42529, 42530	***	***	***	***	***
Mar-2014	1	***	37004	Note 4	***	***	***	***
Apr-2014	4	***	42384, 36894, 36895, 36896	Note 4	***	***	***	***
May-2014	3	***	36897, 42385, 42521	Note 4	***	***	***	***
Jun-2014	3	***	36898, 36905, 42522	Note 4	***	***	***	***
Jul-2014	2	***	42523, 36911	Note 4	***	***	***	***
Aug-2014	4	***	36907, 42524, 35973, 42525	Note 4	***	***	***	***
Sep-2014	4	***	36935, 42528, 42527, 42531	Note 4	***	***	***	***
Oct-2014	3	***	36909, 36732, 36920	Note 4	***	***	***	***
Total:	<u>73</u>							

Notes:

- 1) ***
- 2) ***
- 3) ***
- 4) The Advance Payment Base Price is determined using the escalation factor from Boeing's 4th Qtr 2011 forecast.

BUYER FURNISHED EQUIPMENT VARIABLES
 relating to
BOEING MODEL 737-7H4 and 737-8H4 AIRCRAFT

This Attachment B to Exhibit E of Purchase Agreement No. 1810 contains supplier selection dates, preliminary on-dock dates and other requirements applicable to the 737-7H4 Aircraft and 737-8H4 Aircraft.

1. Supplier Selection for 737-8H4 Aircraft.

Buyer will select and notify Boeing of the suppliers and part numbers of the following BFE items by the following dates:

Galley System	March 1, 2011 Completed
Galley Inserts	March 1, 2011 Completed
Seats (passenger)	January 17, 2011 Completed
Miscellaneous Emergency Equipment	March 1, 2011 Completed

2. Preliminary On-dock Dates for 737-7H4 Aircraft & 737-8H4 Aircraft.

For planning purposes, preliminary BFE on-dock dates are set forth below:

Item	Preliminary On-Dock Dates						
	Mar 2012	Apr 2012	May 2012	Jun-2012	Jul 2012	Aug 2012	Sep 2012
Seats	1/23/2012	2/21/2012	3/22/2012	4/20/2012	5/22/2012	6/21/2012	7/23/2012
Galleys/Furnishings	1/16/2012	2/14/2012	3/15/2012	4/13/2012	5/15/2012	6/14/2012	7/16/2012
Antennas & Mounting Equipment	11/23/2011	12/21/2011	1/23/2012	2/20/2012	3/22/2012	4/20/2012	5/23/2012
Avionics	1/16/2012	2/14/2012	3/15/2012	4/13/2012	5/15/2012	6/14/2012	7/16/2012
Cabin Systems Equipment	1/16/2012	2/14/2012	3/15/2012	4/13/2012	5/15/2012	6/14/2012	7/16/2012

Miscellaneous Emergency Equipment	1/16/2012	2/14/2012	3/15/2012	4/13/2012	5/15/2012	6/14/2012	7/16/2012
Textiles/Raw Material	9/29/2011	10/28/2011	12/1/2011	1/10/2012	2/9/2012	3/9/2012	4/9/2012
Cargo Systems (Single Aisle Programs)	1/3/2012	1/31/2012	3/1/2012	3/30/2012	5/1/2012	5/31/2012	7/2/2012
Provision Kits (Single Aisle Programs)	9/2/2011	9/30/2011	11/1/2011	11/30/2011	1/3/2012	1/31/2012	3/2/2012
Radomes (Single Aisle Programs)	12/16/2011	1/13/2012	2/15/2012	3/13/2012	4/16/2012	5/14/2012	6/15/2012

**Preliminary On-Dock Dates
Month of Delivery**

Item	Oct 2012	Nov 2012	Dec 2012	Jan-2013	Feb-2013	Mar-2013	Apr-2013
Seats	8/23/2012	9/20/2012	10/23/2012	11/20/2012	12/13/2012	1/23/2013	2/20/2013
Galleys/Furnishings	8/16/2012	9/13/2012	10/16/2012	11/13/2012	12/6/2012	1/16/2013	2/13/2013
Antennas & Mounting Equipment	6/22/2012	7/20/2012	8/23/2012	9/20/2012	10/12/2012	11/21/2012	12/20/2012
Avionics	8/16/2012	9/13/2012	10/16/2012	11/13/2012	12/6/2012	1/16/2013	2/13/2013
Cabin Systems Equipment	8/16/2012	9/13/2012	10/16/2012	11/13/2012	12/6/2012	1/16/2013	2/13/2013
Miscellaneous Emergency Equipment	8/16/2012	9/13/2012	10/16/2012	11/13/2012	12/6/2012	1/16/2013	2/13/2013
Textiles/Raw Material	5/10/2012	6/7/2012	7/11/2012	8/8/2012	8/29/2012	10/1/2012	10/29/2013
Cargo Systems (Single Aisle Programs)	8/2/2012	8/30/2012	10/2/2012	10/30/2012	11/21/2012	1/2/2013	1/30/2013
Provision Kits (Single Aisle Programs)	4/2/2012	4/30/2012	6/1/2012	6/29/2012	7/20/2012	9/4/2012	10/1/2012
Radomes (Single Aisle Programs)	7/16/2012	8/13/2012	9/17/2012	10/12/2012	11/6/2012	12/17/2012	1/13/2013

**Preliminary On-Dock Dates
Month of Delivery**

Item	Sep 2013	Oct 2013	Nov 2013
Seats	7/23/2013	8/22/2013	9/20/2013
Galleys/Furnishings	7/16/2013	8/15/2013	9/13/2013
Antennas & Mounting Equipment	5/23/2013	6/21/2013	7/19/2013
Avionics	7/16/2013	8/15/2013	9/13/2013
Cabin Systems Equipment	7/16/2013	8/15/2013	9/13/2013
Miscellaneous Emergency Equipment	7/16/2013	8/15/2013	9/13/2013

Textiles/Raw Material	4/9/2013	5/9/2013	6/7/2013
Cargo Systems (Single Aisle Programs)	7/2/2013	8/1/2013	8/30/2013
Provision Kits (Single Aisle Programs)	3/1/2013	4/1/2013	4/30/2013
Radomes (Single Aisle Programs)	6/17/2013	7/15/2013	8/13/2013

**Preliminary On-Dock Dates
Month of Delivery**

Item	Dec 2013	Mar-2014	Apr 2014	May 2014	Jun 2014
Seats	10/23/2013	1/23/2014	2/20/2014	3/21/2014	4/22/2014
Galleys/Furnishings	10/16/2013	1/16/2014	2/13/2014	3/14/2014	4/15/2014
Antennas & Mounting Equipment	8/23/2013	11/22/2013	12/20/2013	1/21/2014	2/21/2014
Avionics	10/16/2013	1/16/2014	2/13/2014	3/14/2014	4/15/2014
Cabin Systems Equipment	10/16/2013	1/16/2014	2/13/2014	3/14/2014	4/15/2014
Miscellaneous Emergency Equipment	10/16/2013	1/16/2014	2/13/2014	3/14/2014	4/15/2014
Textiles/Raw Material	7/11/2013	10/1/2013	10/29/2013	11/27/2013	1/9/2014
Cargo Systems (Single Aisle Programs)	10/2/2013	1/2/2014	1/30/2014	3/1/2014	4/2/2014
Provision Kits (Single Aisle Programs)	6/3/2013	9/3/2013	9/30/2013	11/1/2013	12/2/2013
Radomes (Single Aisle Programs)	10/11/2013	12/16/2013	1/13/2014	2/14/2014	3/14/2014

**Preliminary On-Dock Dates
Month of Delivery**

Item	Jul 2014	Aug 2014	Sep 2014	Oct 2014	Nov 2014	Dec 2014	Jan 2015
Seats	5/21/2014	6/20/2014	7/23/2014	8/21/2014	9/23/2014	10/24/2014	11/18/2014
Galleys/Furnishings	5/14/2014	6/13/2014	7/16/2014	8/14/2014	9/16/2014	10/17/2014	11/11/2014
Antennas & Mounting Equipment	3/21/2014	6/13/2014	5/23/2014	6/20/2014	7/23/2014	8/25/2014	9/18/2014
Avionics	5/14/2014	4/21/2014	7/16/2014	8/14/2014	9/16/2014	10/17/2014	11/11/2014
Cabin Systems Equipment	5/14/2014	4/21/2014	7/16/2014	8/14/2014	9/16/2014	10/17/2014	11/11/2014
Miscellaneous Emergency Equipment	5/14/2014	4/21/2014	7/16/2014	8/14/2014	9/16/2014	10/17/2014	11/11/2014

Textiles/Raw Material	2/7/2014	3/10/2014	4/9/2014	5/8/2014	6/10/2014	7/14/2014	8/6/2014
Cargo Systems (Single Aisle Programs)	5/1/2014	5/30/2014	7/2/2014	7/31/2014	9/2/2014	10/3/2014	10/28/2014
Provision Kits (Single Aisle Programs)	1/2/2014	1/30/2014	3/3/2014	3/31/2014	5/2/2014	8/4/2014	6/27/2014
Radomes (Single Aisle Programs)	4/14/2014	5/13/2014	6/16/2014	7/14/2014	8/15/2014	9/17/2014	10/10/2014

**Preliminary On-Dock Dates
Month of Delivery**

Item	Feb 2015	Mar 2015	Apr 2015	May 2015	Jun 2015	Jul 2015
Seats	12/15/2014	1/22/2015	2/19/2015	3/23/2015	4/22/2015	5/21/2015
Galleys/Furnishings	12/8/2014	1/15/2015	2/12/2015	3/16/2015	4/15/2015	5/14/2015
Antennas & Mounting Equipment	10/15/2014	11/21/2014	12/19/2014	1/23/2015	2/23/2015	3/20/2015
Avionics	12/8/2014	1/15/2015	2/12/2015	3/16/2015	4/15/2015	3/13/2015
Cabin Systems Equipment	12/8/2014	1/15/2015	2/12/2015	3/16/2015	4/15/2015	5/14/2015
Miscellaneous Emergency Equipment	12/8/2014	1/15/2015	2/12/2015	3/16/2015	4/15/2015	5/14/2015
Textiles/Raw Material	8/29/2014	11/17/2014	10/28/2014	12/1/2014	1/9/2015	5/14/2015
Cargo Systems (Single Aisle Programs)	11/24/2014	1/2/2015	1/29/2015	3/2/2015	4/1/2015	4/30/2015
Provision Kits (Single Aisle Programs)	7/24/2014	9/2/2014	9/29/2014	11/2/2015	12/1/2014	12/23/2014
Radomes (Single Aisle Programs)	11/7/2014	12/15/2014	1/12/2015	2/16/2015	3/16/2015	4/14/2015

**Preliminary On-Dock Dates
Month of Delivery**

Item	Aug 2015	Sep 2015	Oct 2015	Nov 2015	Dec 2015	Jan 2016
Seats	6/22/2015	7/23/2015	8/21/2015	9/22/2015	10/22/2015	11/18/2015
Galleys/Furnishings	6/15/2015	7/16/2015	8/14/2015	9/15/2015	10/15/2015	11/11/2015
Antennas & Mounting Equipment	4/22/2015	5/22/2015	6/22/2015	7/22/2015	8/21/2015	9/18/2016
Avionics	6/15/2015	7/16/2015	8/14/2015	9/15/2015	10/15/2015	11/11/2015
Cabin Systems Equipment	6/15/2015	7/16/2015	8/14/2015	9/15/2015	10/15/2015	11/11/2015
Miscellaneous Emergency Equipment	6/15/2015	7/16/2015	8/14/2015	9/15/2015	10/15/2015	11/11/2015

Textiles/Raw Material	3/10/2015	4/9/2015	5/8/2015	6/9/2015	7/10/2015	8/6/2015
Cargo Systems (Single Aisle Programs)	5/1/2015	7/2/2015	8/1/2015	9/1/2015	10/1/2015	10/28/2015
Provision Kits (Single Aisle Programs)	2/2/2015	3/2/2015	4/1/2015	5/1/2015	6/1/2015	6/29/2015
Radomes (Single Aisle Programs)	5/15/2015	6/16/2015	7/14/2015	8/14/2015	9/15/2015	10/12/2015

**Preliminary On-Dock Dates
Month of Delivery**

Item	Feb 2016	Mar 2016	Apr 2016	May 2016	Jun 2016	Jul 2016
Seats	12/15/2015	1/21/2016	2/19/2016	3/23/2016	4/21/2016	5/20/2016
Galleys/Furnishings	12/8/2015	1/14/2016	2/12/2016	3/16/2016	4/14/2016	5/13/2016
Antennas & Mounting Equipment	10/15/2015	11/20/2015	12/18/2015	1/22/2016	2/22/2016	3/21/2016
Avionics	12/8/2015	1/14/2016	2/12/2016	3/16/2016	4/14/2016	5/13/2016
Cabin Systems Equipment	12/8/2015	1/14/2016	2/12/2016	3/16/2016	4/14/2016	5/13/2016
Miscellaneous Emergency Equipment	12/8/2015	1/14/2016	2/12/2016	3/16/2016	4/14/2016	5/13/2016
Textiles/Raw Material	8/31/2015	9/29/2015	10/28/2015	12/2/2015	1/11/2016	2/9/2016
Cargo Systems (Single Aisle Programs)	11/24/2015	12/23/2015	1/29/2016	3/2/2016	3/31/2016	4/29/2016
Provision Kits (Single Aisle Programs)	7/24/2015	8/24/2015	9/29/2015	11/2/2015	12/1/2015	12/23/2015
Radomes (Single Aisle Programs)	11/9/2015	12/14/2015	1/12/2016	2/16/2016	3/14/2016	4/13/2016

**Preliminary On-Dock Dates
Month of Delivery**

Item	Aug 2016	Sep 2016	Oct 2016	Nov 2016	Dec 2016	Jan 2017
Seats	6/22/2015	7/21/2016	8/23/2016	9/22/2016	10/21/2016	11/18/2016
Galleys/Furnishings	6/15/2016	7/14/2016	8/16/2016	9/15/2016	10/14/2016	11/11/2016
Antennas & Mounting Equipment	4/22/2016	5/20/2016	6/23/2016	7/22/2016	8/22/2016	9/19/2016
Avionics	6/15/2016	7/14/2016	8/16/2016	9/15/2016	10/14/2016	11/11/2016
Cabin Systems Equipment	6/15/2016	7/14/2016	8/16/2016	9/15/2016	10/14/2016	11/11/2016
Miscellaneous Emergency Equipment	6/15/2016	7/14/2016	8/16/2016	9/15/2016	10/14/2016	11/11/2016

Textiles/Raw Material	3/10/2016	4/7/2016	5/10/2016	6/9/2016	7/11/2016	8/9/2016
Cargo Systems (Single Aisle Programs)	6/1/2016	7/1/2016	8/2/2016	9/1/2016	10/1/2016	10/28/2016
Provision Kits (Single Aisle Programs)	2/1/2016	3/1/2016	4/1/2016	5/2/2016	6/1/2016	6/28/2016
Radomes (Single Aisle Programs)	5/16/2016	5/13/2016	7/15/2016	8/15/2016	9/14/2016	10/11/2016

**Preliminary On-Dock Dates
Month of Delivery**

Item	Feb 2017	Mar 2017	Apr 2017	May 2017	Jun 2017	Jul 2017
Seats	12/14/2016	1/23/2017	2/20/2017	3/23/2017	4/20/2017	5/22/2017
Galleys/Furnishings	12/7/2016	1/16/2017	2/13/2017	3/16/2017	4/13/2017	5/15/2017
Antennas & Mounting Equipment	10/14/2016	11/23/2016	12/20/2016	1/23/2017	2/20/2017	3/22/2017
Avionics	12/7/2016	1/16/2017	2/13/2017	3/16/2017	4/13/2017	5/15/2017
Cabin Systems Equipment	12/7/2016	1/16/2017	2/13/2017	3/16/2017	4/13/2017	5/15/2017
Miscellaneous Emergency Equipment	12/7/2016	1/16/2017	2/13/2017	3/16/2017	4/13/2017	5/15/2017
Textiles/Raw Material	8/30/2016	9/29/2016	10/27/2016	12/1/2016	1/9/2017	2/8/2017
Cargo Systems (Single Aisle Programs)	11/23/2016	1/3/2017	1/30/2017	3/2/2017	3/30/2017	5/1/2017
Provision Kits (Single Aisle Programs)	7/22/2016	9/2/2016	9/30/2016	11/2/2016	11/30/2016	1/3/2017
Radomes (Single Aisle Programs)	12/14/2016	1/23/2017	1/13/2017	2/16/2017	3/13/2017	4/14/2017

**Preliminary On-Dock Dates
Month of Delivery**

Item	Aug 2017	Sep 2017	Oct 2017	Nov 2017	Dec 2017
Seats	6/22/2017	6/22/2017	8/23/2017	9/21/2017	10/23/2017
Galleys/Furnishings	6/15/2017	6/15/2017	8/16/2017	9/14/2017	10/18/2017
Antennas & Mounting Equipment	4/21/2017	4/21/2017	6/23/2017	7/21/2017	8/23/2017
Avionics	6/15/2017	6/15/2017	8/16/2017	9/14/2017	10/18/2017
Cabin Systems Equipment	6/15/2017	6/15/2017	8/16/2017	9/14/2017	10/18/2017
Miscellaneous Emergency Equipment	6/15/2017	6/15/2017	8/16/2017	9/14/2017	10/18/2017

Textiles/Raw Material	3/10/2017	3/10/2017	5/10/2017	6/8/2017	7/11/2017
Cargo Systems (Single Aisle Programs)	6/1/2017	6/1/2017	8/2/2017	8/31/2017	10/4/2017
Provision Kits (Single Aisle Programs)	2/1/2017	2/1/2017	4/3/2017	4/28/2017	6/5/2017
Radomes (Single Aisle Programs)	5/15/2017	5/15/2017	7/17/2017	8/14/2017	9/18/2017

Preliminary On-Dock Dates for deliveries from January 2018 to December 2018 are TBD.

3. Additional Delivery Requirements - Import

Buyer will be the “**importer of record**” (as defined by the U.S. Customs and Border Protection) for all BFE imported into the United States, and as such, it has the responsibility to ensure all of Buyer’s BFE shipments comply with U.S. Customs Service regulations. In the event Buyer requests Boeing, in writing, to act as importer of record for Buyer’s BFE, and Boeing agrees to such request, Buyer is responsible for ensuring Boeing can comply with all U.S. Customs Import Regulations by making certain that, at the time of shipment, all BFE shipments comply with the requirements in the “International Shipment Routing Instructions”, including the Customs Trade Partnership Against Terrorism (C-TPAT), as set out on the Boeing website referenced below. Buyer agrees to include the International Shipment Routing Instructions, including C-TPAT requirements, in each contract between Buyer and BFE supplier.

http://www.boeing.com/companyoffices/doingbiz/supplier_portal/index_general.html

Letter Agmt SWA-PA-1810-LA-1001315R1; paragraph 3

No.	Model	Aircraft Block	MSN's	Current Delivery Mo.	Base Year	Status
1	737-700	T-W-2b	36962	July-11	1999	***
2	737-700	T-W-2b	36963	July-11	1999	***
3	737-700	T-W-2b	36965	August-11	1999	***
4	737-700	T-W-2b	36967	October-11	1999	***
5	737-800	800LUV	36980	March-12	2011	***
6	737-800	800LUV	36983	April-12	2011	***
7	737-800	800LUV	36985	May-12	2011	
8	737-800	800LUV	36987	May-12	2011	***
9	737-800	800LUV	36990	July-12	2011	
10	737-800	800LUV	36992	August-12	2011	
11	737-800	800LUV	36994	September-12	2011	
12	737-800	800LUV	37003	November-12	2011	
13	737-800	800LUV	37009	December-12	2011	
14	737-800	800LUV	36973	March-13	2011	
15	737-800	800LUV	36908	April-13	2011	
16	737-800	800LUV	36998	April-13	2011	
17	737-800	800LUV	37004	May-13 March-14	2011	
18	737-800	800LUV	42521	July-13 May-14	2011	
19	737-800	800LUV	42522	August-13 June-14	2011	
20	737-800	800LUV	42523	August-13 July-14	2011	
21	737-800	800LUV	42524	September-13 August-14	2011	
22	737-800	800LUV	36933	September-13	2011	
23	737-800	800LUV	42525	October-13 August-14	2011	
24	737-800	800LUV	36935	October-13 September-14	2011	
25	737-800	800LUV	42526	November-13	2011	
26	737-800	800LUV	42527	November-13 September-14	2011	
27	737-800	800LUV	42528	November-13 September-14	2011	
28	737-800	800LUV	42529	December-13	2011	
29	737-800	800LUV	42530	December-13	2011	
30	737-800	800LUV	42531	January-14 September-14	2011	
31	737-800	800LUV	36909	January-14 October-14	2011	
32	737-700	700LUV	42532	February-14 January-17	2011	
33	737-700	700LUV	36910	February-14 January-17	2011	
34	737-700	700LUV	36927	March-14 April-17	2011	
35	737-700	700LUV	36925	March-14 May-17	2011	
36	737-700	700LUV	36926	April-14 January-18	2011	
37	737-700	700LUV	36929	April-14 August-17	2011	
38	737-700	700LUV	42533	May-14 February-18	2011	
39	737-700	700LUV	42534	May-14 March-18	2011	
40	737-700	700LUV	37019	August-14 June-18	2011	
41	737-700	700LUV	36930	September-14 September-17	2011	
42	737-700	700LUV	37042	September-14 July-18	2011	
43	737-700	700LUV	36934	October-14 October-17	2011	
44	737-700	700LUV	37034	October-14 September-18	2011	
45	737-700	700LUV	37043	November-14	2011	
46	737-700	700LUV	37045	December-14	2011	
47	737-700	700LUV	37037	December-14	2011	
48	737-700	700LUV	42535	January-15	2011	

49	737-700	700LUV	42536	February-15	2011
50	737-700	700LUV	42537	March-15	2011
51	737-700	700LUV	42538	April-15	2011
52	737-700	700LUV	42539	May-15	2011
53	737-700	700LUV	42540	June-15	2011
54	737-700	700LUV	42541	July-15	2011
55	737-700	700LUV	42542	August-15	2011
56	737-700	700LUV	42543	September-15	2011
57	737-700	700LUV	36940	November-15	2011
58	737-700	700LUV	36938	April-16	2011
59	737-700	700LUV	36939	May-16	2011
60	737-700	700LUV	36945	July-16	2011
61	737-700	700LUV	36977	September-16	2011
62	737-700	700LUV	36970	January-17	2011
63	737-700	700LUV	36969	February-17	2011
64	737-700	700LUV	36972	March-17	2011
65	737-700	700LUV	36974	April-17	2011
66	737-700	700LUV	36975	May-17	2011
67	737-700	700LUV	36976	June-17	2011
68	737-700	700LUV	36979	August-17	2011
69	737-700	700LUV	36984	September-17	2011
70	737-700	700LUV	36988	October-17	2011
71	737-700	700LUV	36989	November-17	2011
72	737-700	700LUV	42544	January-18	2011
73	737-700	700LUV	42545	February-18	2011
74	737-700	700LUV	42546	March-18	2011
75	737-700	700LUV	42547	April-18	2011
76	737-700	700LUV	42548	May-18	2011
77	737-700	700LUV	42549	June-18	2011
78	737-700	700LUV	42550	July-18	2011
79	737-700	700LUV	42551	August-18	2011
80	737-700	700LUV	42552	September-18	2011
81	737-700	700LUV	42553	October-18	2011
82					<i>ibid</i>
83					<i>ibid</i>
84					<i>ibid</i>
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