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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0047

2009

Open to Public Inspection

For the 2009 calendar year, or tax year beginning , 2009, and ending ,

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Termination
- ☐ Amended return
- ☐ Application pending

Please use IRS label or print or type. See specific instructions.

C
SOUTHWEST AIRLINES PILOTS' ASSOCIATION
1450 EMPIRE CENTRAL DR. #737
DALLAS, TX 75247

D Employer Identification Number
75-1711418

E Telephone number
214-350-9237

G Gross receipts $ 10,062,895.

F Name and address of principal officer
SAME AS C ABOVE

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If 'No,' attach a list (see instructions)

I Tax-exempt status ☒ 501(c) (5) ◄ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ► N/A

H(c) Group exemption number ►

K Form of organization ☐ Corporation ☐ Trust ☐ Association ☐ Other ► **L** Year of Formation **M** State of legal domicile

Part I Summary

1 Briefly describe the organization's mission or most significant activities: PROMOTE AIR TRANSPORTATION SAFETY, EFFICIENCY OF OPERATION, AND CONTINUATION OF EMPLOYMENT OF ALL PILOTS OF THE AIRLINE UNDER REASONABLE WORK CONDITIONS.

2 Check this box ► ☐ if the organization discontinued its operations or disposed of more than 25% of its assets.

3	Number of voting members of the governing body (Part VI, line 1a)	3	24
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	5,895
5	Total number of employees (Part V, line 2a)	5	26
6	Total number of volunteers (estimate if necessary)	6	0
7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)		
9	Program service revenue (Part VIII, line 2g)	9,344,955.	9,632,763.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	293,763.	208,184.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	75,935.	32,823.
12	Total revenue — add lines 8 through 11 (must equal Part VIII, column (A), line 12)	9,714,653.	9,873,770.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)		
14	Benefits paid to or for members (Part IX, column (A), line 4)		
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	2,155,516.	2,233,795.
16a	Professional fundraising fees (Part IX, column (A), line 11e)		
b	Total fundraising expenses (Part IX, column (D), line 25) ►		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	6,148,463.	6,698,769.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	8,303,979.	8,932,564.
19	Revenue less expenses. Subtract line 18 from line 12	1,410,674.	941,206.

		Beginning of Year	End of Year
20	Total assets (Part X, line 16)	11,631,551.	13,941,745.
21	Total liabilities (Part X, line 26)	1,282,550.	1,884,181.
22	Net assets or fund balances. Subtract line 21 from line 20	10,349,001.	12,057,564.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

► Amy Johns — Signature of officer — Date 9/23/10

► Amy Johns - Executive Director — Type or print name and title

Paid Preparer's Use Only

Preparer's signature ►	Larry Nichols, CPA	Date 9/15/10	Check if self-employed ► ☐
Preparer's identifying number (see instructions)	P00131391		
Firm's name (or yours if self-employed), address, and ZIP + 4 ►	WAGNER, EUBANK & NICHOLS, LLP 5950 BERKSHIRE, #300 DALLAS, TX 75225	EIN ► 75-2904993	Phone no ► (214) 692-6800

May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No

BAA For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions. TEEA0113L 12/29/09 Form **990** (2009)

SCANNED OCT 14 2010

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission:

PROMOTE AIR TRANSPORTATION SAFETY, EFFICIENCY OF OPERATION, AND CONTINUATION OF EMPLOYMENT OF ALL PILOTS OF THE AIRLINE UNDER REASONABLE WORK CONDITIONS.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If 'Yes,' describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If 'Yes,' describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: [redacted]) (Expenses $_____ including grants of $_____) (Revenue $_____)

4b (Code: [redacted]) (Expenses $_____ including grants of $_____) (Revenue $_____)

4c (Code: [redacted]) (Expenses $_____ including grants of $_____) (Revenue $_____)

4d Other program services. (Describe in Schedule O.)
(Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4e Total program service expenses ►

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If 'Yes,' complete Schedule A*	1		X
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2		X
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If 'Yes,' complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? *If 'Yes,' complete Schedule C, Part II*	4		
5	**Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? *If 'Yes,' complete Schedule C, Part III.*	5		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If 'Yes,' complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If 'Yes,' complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If 'Yes,' complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? *If 'Yes,' complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? *If 'Yes,' complete Schedule D, Part V*	10		X
11	Is the organization's answer to any of the following questions 'Yes'? *If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.*	11	X	
	• Did the organization report an amount for land, buildings and equipment in Part X, line 10? *If 'Yes,' complete Schedule D, Part VI*			
	• Did the organization report an amount for investments – other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part VII*			
	• Did the organization report an amount for investments – program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part VIII*			
	• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part IX*			
	• Did the organization report an amount for other liabilities in Part X, line 25? *If 'Yes,' complete Schedule D, Part X.*			
	• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organizaiton's liability for uncertain tax positions under FIN 48? If *'Yes,' complete Schedule D, Part X*			
12	Did the organization obtain separate, independent audited financial statement for the tax year? *If 'Yes,' complete Schedule D, Parts XI, XII, and XIII*	12	X	
12A	Was the organization included in consolidated, independent audited financial statement for the tax year? *If 'Yes,' completing Schedule D, Parts XI, XII, and XIII is optional.* (Yes / No: No)	12 A		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If 'Yes,' complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the United States? *If 'Yes,' complete Schedule F, Part I*	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If 'Yes,' complete Schedule F, Part II.*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If 'Yes,' complete Schedule F, Part III*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If 'Yes,' complete Schedule G, Part I.*	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If 'Yes,' complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If 'Yes,' complete Schedule G, Part III*	19		X
20	Did the organization operate one or more hospitals? *If 'Yes,' complete Schedule H*	20		X

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If 'Yes,' complete Schedule I, Parts I and II*	21		X
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If 'Yes,' complete Schedule I, Parts I and III*	22		X
23	Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If 'Yes,' complete Schedule J*	23	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, and that was issued after December 31, 2002? *If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If 'Yes,' complete Schedule L, Part I*	25a		
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If 'Yes,' complete Schedule L, Part I*	25b		
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If 'Yes,' complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection comittee member, or to a person related to such an individual? *If 'Yes,' complete Schedule L, Part III.*	27		X
28	Was the organization a party to a business transation with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
a	A current or former officer, director, trustee, or key employee? *If 'Yes,' complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If 'Yes,' complete Schedule L, Part IV.*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? *If 'Yes,' complete Schedule L, Part IV.*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If 'Yes,' complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If 'Yes,' complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If 'Yes,' complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If 'Yes,' complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301 7701-3? *If 'Yes,' complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1*	34		X
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If 'Yes,' complete Schedule R, Part V, line 2*	35		X
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If 'Yes,' complete Schedule R, Part V, line 2*	36		
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If 'Yes,' complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

			Yes	No
1a	Enter the number reported in Box 3 of form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable	1a 0		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b 0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 26		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b		X
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* this return. (see instructions)			
3a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?	3a		X
b	If 'Yes' has it filed a Form 990-T for this year? *If 'No,' provide an explanation in Schedule O*	3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
b	If 'Yes,' enter the name of the foreign country: ►			
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c	If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?	6a		X
b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not deductible?	6b		
7	**Organizations that may receive deductible contributions under section 170(c).**			
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	7a		
b	If 'Yes,' did the organization notify the donor of the value of the goods or services provided?	7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		
d	If 'Yes,' indicate the number of Forms 8282 filed during the year	7d		
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		
9	**Sponsoring organizations maintaining donor advised funds.**			
a	Did the organization make any taxable distributions under section 4966?	9a		
b	Did the organization make any distribution to a donor, donor advisor, or related person?	9b		
10	**Section 501(c)(7) organizations.** Enter:			
a	Initiation fees and capital contributions included on Part VIII, line 12	10a		
b	Gross Receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11	**Section 501(c)(12) organizations.** Enter:			
a	Gross income from other members or shareholders	11a		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b		
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	12a		
b	If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year	12b		

Part VI **Governance, Management and Disclosure** *For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.*

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body	1a 24		
b	Enter the number of voting members that are independent	1b 5,895		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?	2		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4		X
5	Did the organization become aware during the year of a material diversion of the organization's assets?	5		X
6	Does the organization have members or stockholders?	6	X	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	X	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons? SEE SCH O	7b	X	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b	X	
9	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If 'Yes,' provide the names and addresses in Schedule O*	9		X

Section B. Policies *(This Section B requests information about policies not required by the Internal Revenue Code.)*

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		X
b	If 'Yes,' does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b		
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11	X	
11A	Describe in Schedule O the process, if any, used by the organization to review this Form 990. SEE SCHEDULE O			
12a	Does the organization have a written conflict of interest policy? *If 'No,' go to line 13*	12a		X
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b		
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? *If 'Yes,' describe in Schedule O how this is done*	12c		
13	Does the organization have a written whistleblower policy?	13		X
14	Does the organization have a written document retention and destruction policy?	14	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	X	
b	Other officers of key employees of the organization SEE SCHEDULE O	15b	X	
	If 'Yes' to line 15a or 15b, describe the process in Schedule O. (See instructions.)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If 'Yes,' has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosures

17 List the states with which a copy of this Form 990 is required to be filed ► NONE

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.

☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. SEE SCHEDULE O

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization:

► AMY JOHNS 1450 EMPIRE CENTRAL DR. #737, DALLAS, TX 75247 214-350-9237

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees. See instructions for definition of 'key employees.'
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors, institutional trustees, officers; key employees; highest compensated employees; and former such persons.

[X] Check this box if the organization did not compensate any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
JOE EICHELKRAUT BOARD MEMBER	15	X						0.	9,645.	0.
DENNIS GRANQUIST BOARD MEMBER	15	X						0.	41,693.	0.
ROBERT ZERBE BOARD MEMBER	15	X						0.	45,876.	0.
RUSS GALLAGHER BOARD MEMBER	15	X						0.	37,710.	0.
JAMES ADAMS BOARD MEMBER	15	X						0.	28,029.	0.
TERRY ATKINS BOARD MEMBER	15	X						0.	36,353.	0.
STEVE CHASE BOARD MEMBER	15	X						0.	13,352.	0.
MATTHEW BECK BOARD MEMBER	15	X						0.	42,261.	0.
CORY PETTIT BOARD MEMBER	15	X						0.	20,292.	0.
TIMOTHY TRUSELL BOARD MEMBER	15	X						0.	6,058.	0.
THOMAS WINSOR BOARD MEMBER	15	X						0.	23,291.	0.
GARY RHOADES BOARD MEMBER	15	X						0.	16,151.	0.
THOMAS GASPAROLO BOARD MEMBER	15	X						0.	55,533.	0.
THOMAS FERRISO BOARD MEMBER	15	X						0.	34,070.	0.
SCOTT RACHELS BOARD MEMBER	15	X						0.	46,038.	0.
KENNETH TERRELL BOARD MEMBER	15	X						0.	45,456.	0.
DENNIS GEESAMAN BOARD MEMBER	15	X						0.	40,196.	0.

Part VII | Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(cont.)*

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
JOHN HUFFMAN BOARD MEMBER	15	X						0.	47,755.	0.
LAWRENCE LONERO BOARD MEMBER	15	X						0.	42,855.	0.
SEAN MCMAHON BOARD MEMBER	15	X						0.	53,988.	0.
MICHAEL MORRISSEY BOARD MEMBER	15	X						0.	41,855.	0.
SCOTT SCHLEGELMILCH VICE PRESIDENT	40			X				0.	203,150.	0.
CARL KUWITZKY PRESIDENT	40			X				0.	224,590.	0.
MARK RICHARDSON SECRETARY/TRES	40			X				0.	191,799.	0.
RICHARD DOHERTY DIR. MEBR BENEFITS	40					X		140,363.	0.	0.
TERI CURRO STAFF COUNSEL	40					X		126,643.	0.	0.
AMY JOHNS EXECUTIVE DIRECTOR	40					X		134,550.	0.	0.
KAREN ABSALOM DIRECTOR ELECTIONS	40					X		104,331.	0.	0.
MARK KENDALL SOFTWARE ENGINEER	40					X		104,677.	0.	0.
1b Total ►								610,564.	1,347,996.	0.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 in reportable compensation from the organization ► 5

		Yes	No
3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If 'Yes,' complete Schedule J for such individual.*	3		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If 'Yes' complete Schedule J for such individual.*	4	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? *If 'Yes,' complete Schedule J for such person.*	5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization.

(A) Name and business address	(B) Description of Services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ► 0

Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1a Federated campaigns 1a				
	b Membership dues 1b				
	c Fundraising events 1c				
	d Related organizations 1d				
	e Government grants (contributions) 1e				
	f All other contributions, gifts, grants, and similar amounts not included above 1f				
	g Noncash contribns included in lns 1a-1f: $				
	h **Total.** Add lines 1a-1f ►				
PROGRAM SERVICE REVENUE		Business Code			
	2a MEMBERSHIP DUES & ASSESSMENTS		9,632,763.	9,632,763.	
	b				
	c				
	d				
	e				
	f All other program service revenue				
	g **Total.** Add lines 2a-2f ►		9,632,763.		
	3 Investment income (including dividends, interest and other similar amounts) ►		208,184.		208,184.
	4 Income from investment of tax-exempt bond proceeds ►				
	5 Royalties ►				
		(i) Real / (ii) Personal			
	6a Gross Rents 221,948.				
	b Less: rental expenses 189,125.				
	c Rental income or (loss) 32,823.				
	d Net rental income or (loss) ►		32,823.		32,823.
		(i) Securities / (ii) Other			
	7a Gross amount from sales of assets other than inventory				
	b Less: cost or other basis and sales expenses				
	c Gain or (loss)				
	d Net gain or (loss) ►				
OTHER REVENUE	8a Gross income from fundraising events (not including $ _____ of contributions reported on line 1c). See Part IV, line 18 a				
	b Less: direct expenses b				
	c Net income or (loss) from fundraising events ►				
	9a Gross income from gaming activities. See Part IV, line 19. a				
	b Less: direct expenses b				
	c Net income or (loss) from gaming activities ►				
	10a Gross sales of inventory, less returns and allowances a				
	b Less: cost of goods sold b				
	c Net income or (loss) from sales of inventory ►				
	Miscellaneous Revenue	Business Code			
	11a				
	b				
	c				
	d All other revenue				
	e **Total.** Add lines 11a-11d ►				
	12 **Total revenue.** See instructions. ►	9,873,770.	9,632,763.	0.	241,007.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	0.			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1) and persons described in section 4958(c)(3)(B)	0.			
7 Other salaries and wages	1,976,134.			
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	117,995.			
9 Other employee benefits				
10 Payroll taxes	139,666.			
11 Fees for services (non-employees)				
a Management				
b Legal	653,538.			
c Accounting	34,209.			
d Lobbying				
e Prof fundraising svcs. See Part IV, ln 17				
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel	248,570.			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	117,331.			
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a TRIP LOSS	3,576,378.			
b INSURANCE	461,855.			
c CONSULTING FEES	449,690.			
d ADMINISTRATIVE	158,212.			
e PRINTING AND PUBLICATIONS	151,911.			
f All other expenses	847,075.			
25 Total functional expenses. Add lines 1 through 24f	8,932,564.			
26 **Joint costs.** Check here ► ☐ if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
ASSETS	1	Cash – non-interest-bearing		1,417,746.	1	1,563,468.
	2	Savings and temporary cash investments		7,376,832.	2	9,430,184.
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		376,002.	4	407,898.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L			5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L.			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges			9	
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 3,286,135.			
	b	Less: accumulated depreciation	10b 843,854.	2,429,925.	10c	2,442,281.
	11	Investments – publicly-traded securities			11	
	12	Investments – other securities. See Part IV, line 11			12	
	13	Investments – program-related. See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets. See Part IV, line 11		31,046.	15	97,914.
	16	**Total assets** Add lines 1 through 15 (must equal line 34)		11,631,551.	16	13,941,745.
LIABILITIES	17	Accounts payable and accrued expenses		892,938.	17	1,260,871.
	18	Grants payable			18	
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities. Complete Part X of Schedule D		389,612.	25	623,310.
	26	**Total liabilities.** Add lines 17 through 25		1,282,550.	26	1,884,181.
NET ASSETS OR FUND BALANCES		**Organizations that follow SFAS 117, check here ► [X] and complete lines 27 through 29 and lines 33 and 34.**				
	27	Unrestricted net assets		10,349,001.	27	12,057,564.
	28	Temporarily restricted net assets			28	
	29	Permanently restricted net assets			29	
		Organizations that do not follow SFAS 117, check here ► [ ] and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building, and equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		10,349,001.	33	12,057,564.
	34	Total liabilities and net assets/fund balances		11,631,551.	34	13,941,745.

Part XI Financial Statements and Reporting

		Yes	No
1 Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O.			
2a Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
b Were the organization's financial statements audited by an independent accountant?	2b	X	
c If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	2c		X
d If 'Yes' to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both: ☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	3b		

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered 'Yes,' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11, or 12.
► Attach to Form 990. ► See separate instructions

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization

SOUTHWEST AIRLINES PILOTS' ASSOCIATION

Employer identification number

75-1711418

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts Complete if the organization answered 'Yes' to Form 990, Part IV, line 6.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or for any other purpose conferring impermissible private benefit?? ☐ Yes ☐ No

Part II Conservation Easements Complete if the organization answered 'Yes' to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

☐ Preservation of land for public use (e g., recreation or pleasure)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically important land area
☐ Preservation of certified historic structure

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

		Held at the End of the Year
a	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	2b
c	Number of conservation easements on a certified historic structure included in (a)	2c
d	Number of conservation easements included in (c) acquired after 8/17/06	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____

4 Number of states where property subject to conservation easement is located ► _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easement it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► $ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets Complete if the organization answered 'Yes' to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ► $ _____

(ii) Assets included in Form 990, Part X ► $ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ► $ _____

b Assets included in Form 990, Part X ► $ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's acquisition accession and other records, check any of the following that are a significant use of its collection items (check all that apply):

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements Complete if organization answered 'Yes' to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If 'Yes,' explain the arrangement in Part XIV and complete the following table:

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If 'Yes,' explain the arrangement in Part XIV.

Part V Endowment Funds Complete if organization answered 'Yes' to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the year end balance held as:

a Board designated or quasi-endowment ► _____ %
b Permanent endowment ► _____ %
c Term endowment ► _____ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

		Yes	No
(i) unrelated organizations	3a(i)		
(ii) related organizations	3a(ii)		
b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Investments—Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated Depreciation	(d) Book Value
1a Land		774,046.		774,046.
b Buildings		688,971.	110,357.	578,614.
c Leasehold improvements		1,178,999.	262,072.	916,927.
d Equipment		536,864.	403,745.	133,119.
e Other		107,255.	67,680.	39,575.
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ►				2,442,281.

Part VII Investments—Other Securities See Form 990, Part X, line 12. N/A

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives		
Closely-held equity interests		
Other		
Total. *(Column (b) must equal Form 990 Part X, col. (B) line 12.)* ►		

Part VIII Investments—Program Related (See Form 990, Part X, line 13) N/A

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) must equal Form 990, Part X, Col. (B) line 13.)* ►		

Part IX Other Assets (See Form 990, Part X, line 15) N/A

(a) Description	(b) Book value
Total. *(Column (b) must equal Form 990, Part X, col.(B), line 15).* ►	

Part X Other Liabilities (See Form 990, Part X, line 25)

(a) Description of Liability	(b) Amount
Federal Income Taxes	
TRIP LOSS PAYABLE	623,310.
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 25)* ►	623,310.

2. FIN 48 Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48.

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	9,873,770.
2	Total expenses (Form 990, Part IX, column (A), line 25)	8,932,564.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	941,206.
4	Net unrealized gains (losses) on investments	809,046.
5	Donated services and use of facilities	
6	Investment expenses	
7	Prior period adjustments	
8	Other (Describe in Part XIV). SEE PART XIV	-41,692.
9	Total adjustments (net). Add lines 4 through 8	767,354.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	1,708,560.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	10,871,941.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a	809,046.		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV). SEE PART XIV	2d	189,125.		
e	Add lines 2a through 2d			2e	998,171.
3	Subtract line 2e from line 1			3	9,873,770.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:				
a	Investments expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines 4a and 4b			4c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)			5	9,873,770.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	9,163,381.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV). SEE PART XIV	2d	230,817.		
e	Add lines 2a through 2d			2e	230,817.
3	Subtract line 2e from line 1			3	8,932,564.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:				
a	Investments expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines 4a and 4b			4c	
5	Total expenses. Add lines 3 and 4c (This must equal Form 990, Part I, line 18.)			5	8,932,564.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8, Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Part XIV Supplemental Information *(continued)*

SCHEDULE J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

► **Complete if the organization answered 'Yes' to Form 990, Part IV, line 23.**
► **Attach to Form 990.** ► **See separate instructions.**

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
SOUTHWEST AIRLINES PILOTS' ASSOCIATION

Employer identification number
75-1711418

Part I Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.		
	☐ First-class or charter travel ☐ Travel for companions ☐ Tax indemnification and gross-up payments ☐ Discretionary spending account ☐ Housing allowance or residence for personal use ☐ Payments for business use of personal residence ☐ Health or social club dues or initiation fees ☐ Personal services (e.g., maid, chauffeur, chef)		
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If 'No,' complete Part III to explain . .	1b	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a? . . .	2	
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.		
	☐ Compensation committee ☐ Independent compensation consultant ☐ Form 990 of other organizations ☐ Written employment contract ☐ Compensation survey or study ☐ Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization:		
a	Receive a severance payment or change-of-control payment?	4a	X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	X
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c	X
	If 'Yes' to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.		
	Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.		
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:		
a	The organization?	5a	
b	Any related organization? . .	5b	
	If 'Yes' to line 5a or 5b, describe in Part III.		
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:		
a	The organization?	6a	
b	Any related organization?	6b	
	If 'Yes' to line 6a or 6b, describe in Part III.		
7	For person listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If 'Yes,' describe in Part III	7	
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If 'Yes,' describe in Part III .	8	
9	If 'Yes' to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? . . .	9	

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations described in the instructions on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus and incentive compensation	(iii) Other reportable compensation				
SCOTT SCHLEGELMILCH	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	203,150.	0.	0.	0.	0.	203,150.	0.
CARL KUWITZKY	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	224,590.	0.	0.	0.	0.	224,590.	0.
MARK RICHARDSON	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	191,799.	0.	0.	0.	0.	191,799.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
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	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

SCHEDULE O (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
► Attach to Form 990.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
SOUTHWEST AIRLINES PILOTS' ASSOCIATION

Employer identification number
75-1711418

FORM 990, PART VI, LINE 7B - DECISIONS OF GOVERNING BODY APPROVAL BY MEMBERS OR SHAREHOLDERS

ITEMS SUCH AS CHANGES TO THE CONSTITUTION OR OTHER REFERENDUM ITEMS OTHER THAN ELECTION OF OFFICERS AND DOMICILE REPRESENTATIVES

FORM 990, PART VI, LINE 11 - FORM 990 REVIEW PROCESS

EACH ELECTED OFFICER WILL RECEIVE A COPY FOR REVIEW

FORM 990, PART VI, LINE 15B - COMPENSATION REVIEW & APPROVAL PROCESS FOR OFFICERS & KEY EMPLOYEES

EXECUTIVE PAY IS OUTLINED IN THE POLICY MANUAL AND STAFF SALARIES ARE REVIEWED ANNUALLY AND COMPARED WITH LOCAL STATISTICS, AS WELL AS REVIEWED BY AN OUTSIDE INDEPENDENT HR CONSULTANT.

FORM 990, PART VI, LINE 19 - OTHER ORGANIZATION DOCUMENTS PUBLICLY AVAILABLE

DOCUMENTS CAN BE FOUND ON THE SWAPA WEBSITE.

Name of the organization: SOUTHWEST AIRLINES PILOTS' ASSOCIATION

Employer identification number: 75-1711418

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

► See separate instructions. ► Attach to your tax return.

OMB No 1545-0172

2009

Attachment Sequence No **67**

Name(s) shown on return

SOUTHWEST AIRLINES PILOTS' ASSOCIATION

Identifying number

75-1711418

Business or activity to which this form relates

FORM 990/990-PF

Part I Election To Expense Certain Property Under Section 179

Note: *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount. See the instructions for a higher limit for certain businesses.	1	$250,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	$800,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2010. Add lines 9 and 10, less line 12 ►	13	

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V.*

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2009	17	103,891.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ► ☐		

Section B — Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

	(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a	3-year property						
b	5-year property		58,949.	5	HY	200DB	11,791.
c	7-year property						
d	10-year property						
e	15-year property						
f	20-year property						
g	25-year property			25 yrs		S/L	
h	Residential rental property			27.5 yrs	MM	S/L	
				27.5 yrs	MM	S/L	
i	Nonresidential real property	VARIOUS	122,782.	39 yrs	MM	S/L	1,649.
					MM	S/L	

Section C — Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a	Class life					S/L	
b	12-year			12 yrs		S/L	
c	40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations — see instructions	22	117,331.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

CLIENT SOUTHWES SOUTHWEST AIRLINES PILOTS' ASSOCIATION 75-1711418

SCHEDULE D, PART IX
OTHER ASSETS

DESCRIPTION	BOOK VALUE
INVESTMENT - COMMON STOCK	$ 43.
PREPAID EXPENSE	34,899.
PREPAID AUTO INSURANCE	334.
PREPAID GENERAL	12,333.
PREPAID INSURANCE - SWAPA GENERAL	10,364.
PREPAID LICENSE RENEWAL	39,066.
UTILITY/OTHER DEPOSITS	875.
TOTAL	$ 97,914.

SCHEDULE D, PART XI, LINE 8
OTHER CHANGES IN NET ASSETS OR FUND BALANCES

DEPRECIATION	$ -41,692.
TOTAL	$ -41,692.

SCHEDULE D, PART XII, LINE 2D
OTHER REVENUE INCLUDED IN F/S BUT NOT INCLUDED ON FORM 990

RENTAL EXPENSES	$ 189,125.
TOTAL	$ 189,125.

SCHEDULE D, PART XIII, LINE 2D
OTHER EXPENSES AND LOSSES PER AUDITED F/S

DEPRECIATION	$ 41,692.
RENTAL EXPENSES	189,125.
TOTAL	$ 230,817.

CLIENT SOUTHWES SOUTHWEST AIRLINES PILOTS' ASSOCIATION 75-1711418

RENTAL INCOME WORKSHEET

GROSS RENTAL INCOME	$ 221,948.
EXPENSES	
AUTO AND TRAVEL	4,126.
CLEANING AND MAINTENANCE	29,343.
GARDENING	13,065.
PEST CONTROL	955.
REPAIRS	86,154.
TAXES	49,948.
SECURITY	2,549.
FIRE/SECURITY	1,985.
CHARITABLE CONTRIBUTIONS	1,000.
TOTAL EXPENSES	$ 189,125.
NET RENTAL INCOME OR LOSS	$ 32,823.

FORM 990, PART IX, LINE 24 OTHER EXPENSES

	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT & GENERAL	(D) FUNDRAISING
COMP EXPENSES	33,904.			
COMPUTER EXPENSE	100,429.			
CONTRACT LABOR	77,315.			
DUES	121,076.			
EQUIPMENT RENTAL AND MAINT	98,928.			
MEALS & ENTERTAINMENT	90,453.			
MISCELLANEOUS	1,684.			
PER DIEM	96,713.			
POSTAGE AND SHIPPING	47,670.			
PROPERTY TAXES	6,793.			
SUPPLIES	39,398.			
TELEPHONE	53,308.			
TRAINING	79,404.			
TOTAL	$ 847,075.	$ 0.	$ 0.	$ 0.

OFFICER COMPENSATION

THE OFFICER COMPENSATION LISTED IN PART VII, COLUMN E, IS REPORTED TO THE OFFICERS ON A FORM W-2 ISSUED BY SOUTHWEST AIRLINES COMPANY. THE AMOUNTS REPORTED IN PART VII IS PAID BY THE SOUTHWEST AIRLINES PILOTS' ASSOCIATION TO SOUTHWEST AIRLINES COMPANY AS A REIMBUREMENT FOR TIME SPENT BY THE OFFICERS DOING WORK FOR THE ASSOCIATION.

CLIENT SOUTHWES **SOUTHWEST AIRLINES PILOTS' ASSOCIATION** 75-1711418

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS. PCT.	CUR 179 BONUS	SPECIAL DEPR. ALLOW.	PRIOR 179/ BONUS/ SP. DEPR.	PRIOR DEC. BAL DEPR.	SALVAG /BASIS REDUCT	DEPR. BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.
FORM 990/990-PF																
	AUTO / TRANSPORT EQUIPMENT															
23	AUTOMOBILES	7/01/03		33,319							33,319	33,319	200DB HY	5		0
	TOTAL AUTO / TRANSPORT EQUIP			33,319		0	0	0	0	0	33,319	33,319				0
	BUILDINGS															
24	BUILDING	10/01/03		688,454							688,454	91,937	S/L MM	39	.02564	17,652
27	BUILDING	7/01/04		517							517	58	S/L MM	39	.02564	13
	TOTAL BUILDINGS			688,971		0	0	0	0	0	688,971	91,995				17,665
	FURNITURE AND FIXTURES															
1	FURNITURE & FIXTURES	1/01/96		11,561							11,561	11,561	S/L	7		0
2	FURNITURE & EQUIPMENT	1/01/97		5,690							5,690	5,555	S/L	7		0
3	FURNITURE & EQUIPMENT	1/01/98		5,113							5,113	5,113	S/L	7		0
22	FURNITURE	7/01/03		28,182							28,182	24,408	200DB HY	7	.08930	2,517
28	FURNITURE & FIXTURES	7/01/04		6,185							6,185	4,806	200DB HY	7	.08920	552
35	FF&E	7/01/06		5,485							5,485	3,905	200DB HY	5	.11520	632
36	FF&E	4/01/07		1,252							1,252	651	200DB HY	5	.19200	240
37	FF&E	6/01/07		2,264							2,264	1,177	200DB HY	5	.19200	435
38	FF&E	8/01/07		14,078							14,078	7,321	200DB HY	5	.19200	2,703
39	FF&E	9/01/07		3,009							3,009	1,565	200DB HY	5	.19200	578
40	FF&E	10/01/07		8,011							8,011	4,166	200DB HY	5	.19200	1,538
57	FURNITURE & FIXTURES	3/01/08		877							877	175	200DB HY	5	.32000	281
74	DESK, CREDENZA, FILE AND	1/09/09		4,209							4,209		200DB HY	5	.20000	842

NO	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS. PCT	CUR 179 BONUS	SPECIAL DEPR ALLOW.	PRIOR 179/ BONUS/ SP. DEPR	PRIOR DEC. BAL DEPR	SALVAG /BASIS REDUCT	DEPR. BASIS	PRIOR DEPR	METHOD	LIFE	RATE	CURRENT DEPR
75	DESK, GUEST CHAIRS, BOOK	1/29/09		2,716							2,716		200DB HY	5	.20000	543
76	4 EXECUTIVE BOARD ROOM CH	11/16/09		2,646							2,646		200DB HY	5	.20000	529
77	2 TABLES - BOD ROOM	12/09/09		3,370							3,370		200DB HY	5	.20000	674
78	4 BOD ROOM CHAIRS	12/31/09		2,646							2,646		200DB HY	5	.20000	529
90	18 OFFICE CHAIRS	12/18/08		2,608							2,608		200DB HY	5	.32000	835
	TOTAL FURNITURE AND FIXTURE			109,902		0	0	0	0	0	109,902	70,403				13,428
	IMPROVEMENTS															
25	LEASEHOLD IMPROVEMENTS	10/01/03		644,256							644,256	86,240	S/L MM	39	.02564	16,519
29	LEASEHOLD IMPROVEMENTS	7/01/04		294,471							294,471	38,438	S/L MM	39	.02564	7,550
32	LEASEHOLD IMPROVMENTS	7/01/05		62,641							62,641	1,830	S/L MM	39	.02564	1,606
34	LEASEHOLD IMPROVEMENTS	7/01/06		48,327							48,327	3,047	S/L MM	39	.02564	1,239
60	LEASEHOLD IMPROVEMENTS	12/31/08		6,522							6,522	16	S/L MM	39	.02564	167
61	BENEFITS BUILDOUT - DEDIC	1/15/09		996							996		S/L MM	39	.02461	25
79	LEASE COMM - USHW 3YR	1/01/09		9,841							9,841		S/L MM	39	.02461	242
80	LEGAL FEES - USHW 3YR	1/01/09		5,074							5,074		S/L MM	39	.02461	125
81	USHW TI-3YR LEASE	7/01/09		67,649							67,649		S/L MM	39	.01177	796
82	SAM LEASE LEGAL	7/01/09		850							850		S/L MM	39	.01177	10
83	SAM LEASE - THOMSON REALT	7/01/09		7,879							7,879		S/L MM	39	.01177	93
84	SAM LEASE - REAL ESTATE B	7/01/09		15,757							15,757		S/L MM	39	.01177	185
85	SAM TENANT IMPROVEMENT	7/01/09		9,163							9,163		S/L MM	39	.01177	108
86	SAM TEN IMPROVEMENT PAINT	7/01/09		4,871							4,871		S/L MM	39	.01177	57
87	SAM TI - BRADFORD MGT FEE	7/01/09		702							702		S/L MM	39	.01177	8
	TOTAL IMPROVEMENTS			1,178,999		0	0	0	0	0	1,178,999	129,571				28,730

NO	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS. PCT	CUR 179 BONUS	SPECIAL DEPR. ALLOW.	PRIOR 179/ BONUS/ SP. DEPR.	PRIOR DEC. BAL DEPR.	SALVAG /BASIS REDUCT	DEPR. BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.
MACHINERY AND EQUIPMENT																
4	COMPUTER EQUIPMENT	1/01/99		6,024							6,024	6,024	S/L	5		0
5	COMPUTER EQUIPMENT	2/01/99		3,636							3,636	2,821	S/L	5		0
6	COMPUTER EQUIPMENT	3/01/99		2,648							2,648	2,067	S/L	5		0
7	COMPUTER EQUIPMENT	8/01/99		7,374							7,374	6,760	S/L	5		0
8	COMPUTER EQUIPMENT	11/01/99		1,856							1,856	1,856	S/L	5		0
9	COMPUTER EQUIPMENT	11/01/99		7,057							7,057	6,440	S/L	5		0
10	COMPUTER EQUIPMENT	12/01/99		5,726							5,726	5,111	S/L	5		0
11	COMPUTER EQUIPMENT	1/01/00		21,451							21,451	20,835	S/L	5		0
12	COMPUTER EQUIPMENT	2/01/00		4,657							4,657	4,657	S/L	5		0
13	COMPUTER EQUIPMENT	9/01/00		2,603							2,603	2,603	S/L	5		0
14	COMPUTER EQUIPMENT	11/01/00		1,080							1,080	1,080	S/L	5		0
15	COMPUTER EQUIPMENT	12/01/00		9,339							9,339	9,339	S/L	5		0
16	EQUIPMENT	10/04/01		3,172							3,172	3,172	S/L	5		0
17	EQUIPMENT	10/24/01		1,691							1,691	1,691	S/L	5		0
18	EQUIPMENT	11/13/01		2,429							2,429	2,429	S/L	5		0
19	EQUIPMENT	12/06/01		1,875							1,875	1,875	S/L	5		0
20	EQUIPMENT	7/01/02		21,886							21,886	21,886	200DB HY	5		0
21	EQUIPMENT	7/01/03		41,377							41,377	41,377	200DB HY	5		0
30	COMPUTER EQUIPMENT	7/01/04		39,057							39,057	36,806	200DB HY	5	05760	2,251
31	OFFICE EQUIPMENT	7/01/05		53,764							53,764	44,474	200DB HY	5	.11520	6,194
33	COMPUTER EQUIPME	7/01/06		78,600							78,600	55,963	200DB HY	5	.11520	9,055
41	COMPUTER EQUIPMENT	3/01/07		4,441							4,441	2,309	200DB HY	5	.19200	853
42	COMPUTER EQUIPMENT	4/01/07		27,467							27,467	14,282	200DB HY	5	.19200	5,274
43	COMPUTER EQUIPMENT	6/01/07		12,528							12,528	6,515	200DB HY	5	.19200	2,405
44	COMPUTER EQUIPMENT	8/01/07		43,238							43,238	22,484	200DB HY	5	.19200	8,302

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS. PCT.	CUR 179 BONUS	SPECIAL DEPR. ALLOW.	PRIOR 179/ BONUS/ SP. DEPR.	PRIOR DEC. BAL DEPR.	SALVAG /BASIS REDUCT	DEPR. BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.
45	COMPUTER EQUIPMENT	5/01/07		2,246							2,246	1,168	200DB HY	5	.19200	431
46	COMPUTER EQUIPMENT	10/01/07		14,950							14,950	7,774	200DB HY	5	19200	2,870
47	COMPUTER EQUIPMENT	12/01/07		10,309							10,309	5,361	200DB HY	5	.19200	1,979
48	COMPUTER EQUIPMENT	3/01/08		2,360							2,360	472	200DB HY	5	.32000	755
49	COMPUTER EQUIPMENT	6/04/08		3,213							3,213	643	200DB HY	5	.32000	1,028
50	COMPUTER EQUIPMENT	7/09/08		1,204							1,204	241	200DB HY	5	.32000	385
51	COMPUTER EQUIPMENT	7/11/08		1,422							1,422	284	200DB HY	5	.32000	455
52	COMPUTER EQUIPMENT	7/11/08		1,422							1,422	284	200DB HY	5	.32000	455
53	COMPUTER EQUIPMENT	7/19/08		4,452							4,452	890	200DB HY	5	.32000	1,425
54	COMPUTER EQUIPMENT	7/19/08		2,410							2,410	482	200DB HY	5	.32000	771
55	COMPUTER EQUIPMENT	9/10/08		3,879							3,879	776	200DB HY	5	.32000	1,241
56	COMPUTER EQUIPMENT	12/12/08		3,416							3,416	683	200DB HY	5	.32000	1,093
58	COMPUTER EQUIPMENT	10/07/08		2,207							2,207	441	200DB HY	5	.32000	706
59	COMPUTER EQUIPMENT	11/03/08		2,830							2,830	596	200DB HY	5	32000	906
62	CISCO 24 PORT SWITCH/TRAN	1/12/09		4,465							4,465		200DB HY	5	.20000	893
63	26" TOSHIBA HDTV W/WALL B	1/21/09		1,138							1,138		200DB HY	5	.20000	228
64	NEW STORAGE SERVER	2/05/09		7,710							7,710		200DB HY	5	.20000	1,542
65	2 DELL LAPTOPS ES400	4/09/09		3,128							3,128		200DB HY	5	.20000	626
66	48 PORT SWITCH	4/08/09		4,512							4,512		200DB HY	5	.20000	902
67	LATITUDE ES400 LAPTOP	5/22/09		1,624							1,624		200DB HY	5	.20000	325
68	DELL WIN 2003 SERVER	5/08/09		1,863							1,863		200DB HY	5	.20000	373
69	3 DELL LATITUDE ES400 LAP	8/07/09		3,852							3,852		200DB HY	5	.20000	770
70	3 OPTIPLEX DESKTOP COMPUT	8/28/09		3,679							3,679		200DB HY	5	.20000	736
71	DESKTOP COMPUTER-VIDEO ED	11/06/09		1,396							1,396		200DB HY	5	.20000	279
72	MAG 2000 EMAIL FIREWALL\	12/17/09		1,249							1,249		200DB HY	5	.20000	250
73	MICORPHONE SYSTEM FOR BOD	12/09/09		7,118							7,118		200DB HY	5	.20000	1,424
88	SONY VEGA PRO 9 SOFTWARE	11/06/09		515							515		200DB HY	5	.20000	103

NO	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS. PCT	CUR 179 BONUS	SPECIAL DEPR. ALLOW.	PRIOR 179/ BONUS/ SP. DEPR.	PRIOR DEC. BAL DEPR.	SALVAG /BASIS REDUCT	DEPR BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR
89	ADOBE CREATIVE SUITE 4 DE	12/31/09		1,113							1,113		200DB HY	5	.20000	223
	TOTAL MACHINERY AND EQUIPME			504,658		0	0	0	0	0	504,658	344,951				57,508
	TOTAL DEPRECIATION			2,515,849		0	0	0	0	0	2,515,849	670,239				117,331
	GRAND TOTAL DEPRECIATION			2,515,849		0	0	0	0	0	2,515,849	670,239				117,331

Form **8868**
(Rev April 2009)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . . ► [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only . . . ► [ ]

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing ***(e-file).*** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print

File by the due date for filing your return. See instructions.

Name of Exempt Organization	Employer identification number
SOUTHWEST AIRLINES PILOTS' ASSOCIATION	75-1711418

Number, street, and room or suite number. If a P O. box, see instructions.
1450 EMPIRE CENTRAL DR. #737

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
DALLAS, TX 75247

Check type of return to be filed (file a separate application for each return):

[X] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (section 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[ ] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of. ► AMY JOHNS

Telephone No. ► 214-350-9237 FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box . . . . ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . ► [ ]. If it is for part of the group, check this box. ► [ ] and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 10, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► [X] calendar year 20 09 or

► [ ] tax year beginning _____, 20 ___, and ending _____, 20 ___.

2 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$ 0.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 0.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions. Form **8868** (Rev. 4-2009)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . ► [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print / File by the extended due date for filing the return. See instructions	Name of Exempt Organization	Employer identification number
	SOUTHWEST AIRLINES PILOTS' ASSOCIATION	75-1711418
	Number, street, and room or suite number. If a P O box, see instructions.	For IRS use only
	WAGNER, EUBANK & NICHOLS, LLP 5950 BERKSHIRE, #300	
	City, town or post office, state, and ZIP code For a foreign address, see instructions.	
	DALLAS, TX 75225	

Check type of return to be filed (File a separate application for each return):

[X] Form 990	[ ] Form 990-PF	[ ] Form 1041-A	[ ] Form 6069
[ ] Form 990-BL	[ ] Form 990-T (section 401(a) or 408(a) trust)	[ ] Form 4720	[ ] Form 8870
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of ► AMY JOHNS
  Telephone No. ► 214-350-9237 FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box . ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN). _____ . If this is for the whole group, check this box ► [ ] If it is for part of the group, check this box. ► [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15 , 20 10.

5 For calendar year 2009 , or other tax year beginning , 20 , and ending , 20 .

6 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instrs	8c	$

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ► [signature] Title ► CPA Date ► 7/24/10