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Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2011

Department of the Treasury
Internal Revenue ServiceUnder 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.

Open to Public
Inspection**A** For the 2011 calendar year, or tax year beginning , 2011, and ending**B** Check if applicable:

- ☐ Address change
☐ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending

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 \$ 11,952,150.**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)(3) ☒ 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: 1978**M** State of legal domicile: TX**Part I Summary**

1 Briefly describe the organization's mission or most significant activities: <u>PROMOTE AIR TRANSPORTATION SAFETY, EFFICIENCY OF OPERATION, AND CONTINUATION OF EMPLOYMENT OF ALL PILOTS OF THE AIRLINE UNDER REASONABLE WORK CONDITIONS.</u>		
2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.		
3 Number of voting members of the governing body (Part VI, line 1a).....	3 19	
4 Number of independent voting members of the governing body (Part VI, line 1b).....	4 6,080	
5 Total number of individuals employed in calendar year 2011 (Part V, line 2a).....	5 31	
6 Total number of volunteers (estimate if necessary).....	6 0	
7a Total 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.	
8 Contributions and grants (Part VIII, line 1h).....	Prior Year	Current Year
9 Program service revenue (Part VIII, line 2g).....	10,682,365.	11,551,971.
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d).....	188,440.	184,355.
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e).....	60,619.	30,862.
12 Total revenue — add lines 8 through 11 (must equal Part VIII, column (A), line 12).....	10,931,424.	11,767,188.
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).....	2,089,804.	2,517,591.
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-24e).....	6,608,201.	6,769,231.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25).....	8,698,005.	9,286,822.
19 Revenue less expenses. Subtract line 18 from line 12.....	2,233,419.	2,480,366.
20 Total assets (Part X, line 16).....	Beginning of Current Year	End of Year
21 Total liabilities (Part X, line 26).....	16,739,196.	19,110,038.
22 Net assets or fund balances. Subtract line 21 from line 20.....	1,967,576.	1,873,000.
	14,771,620.	17,237,038.

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	Signature of officer <u>Amy Johns</u>		Date <u>10/19/12</u>	
	Type or print name and title. <u>Amy Johns, Executive Director</u>			
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
	LARRY W. NICHOLS	<u>Larry Nichols, CPA</u>	<u>10/18/12</u>	
	Firm's name ▶	WAGNER, EUBANK & NICHOLS, LLP		
	Firm's address ▶	5950 BERKSHIRE LN, #900 DALLAS, TX 75225		
			Firm's EIN ▶	PTIN
			75-2904993	P00131391
			Phone no.	(214) 692-6800

May the IRS discuss this return with the preparer shown above? (see instructions)...

☒ Yes ☐ No

BAA For Paperwork Reduction Act Notice, see the separate instructions.

TEEA0113L 08/18/11

Form 990 (2011)

SCANNED NOV 13 2012

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Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III. ☐

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 organization's program service accomplishments for each of its three largest program services, as measured 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: ☐) (Expenses \$ including grants of \$ (Revenue \$)4b (Code: ☐) (Expenses \$ including grants of \$ (Revenue \$)4c (Code: ☐) (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 (see instructions)?	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, or have a section 501(h) election in effect during the tax year? If 'Yes,' complete Schedule C, Part II.	4	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If 'Yes,' complete Schedule C, Part III.	5	X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which 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 temporarily restricted endowments, permanent endowments, or quasi-endowments? If 'Yes,' complete Schedule D, Part V.	10	X
11 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings and equipment in Part X, line 10? If 'Yes,' complete Schedule D, Part VI.	11a	X
b 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.	11b	X
c 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.	11c	X
d 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.	11d	X
e Did the organization report an amount for other liabilities in Part X, line 25? If 'Yes,' complete Schedule D, Part X.	11e	X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If 'Yes,' complete Schedule D, Part X.	11f	X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If 'Yes,' complete Schedule D, Parts XI, XII, and XIII.	12a	X
b Was the organization included in consolidated, independent audited financial statements for the tax year? If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.	12b	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, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If 'Yes,' complete Schedule F, Parts I and IV.	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, Parts II and IV.	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, Parts III and IV.	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 (see instructions).	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
20a Did the organization operate one or more hospital facilities? If 'Yes,' complete Schedule H.	20	X
b If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

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? <i>If 'Yes,' complete Schedule I, Parts I and II.</i>		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? <i>If 'Yes,' complete Schedule I, Parts I and III.</i>		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? <i>If 'Yes,' complete Schedule J.</i>	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? <i>If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25.</i>		X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?		
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? <i>If 'Yes,' complete Schedule L, Part I.</i>		
25b 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? <i>If 'Yes,' complete Schedule L, Part I.</i>		
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? <i>If 'Yes,' complete Schedule L, Part II.</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If 'Yes,' complete Schedule L, Part III.</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
28a A current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV.</i>		X
28b A family member of a current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV.</i>		X
28c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If 'Yes,' complete Schedule L, Part IV.</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If 'Yes,' complete Schedule M.</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If 'Yes,' complete Schedule M.</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If 'Yes,' complete Schedule N, Part I.</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If 'Yes,' complete Schedule N, Part II.</i>		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? <i>If 'Yes,' complete Schedule R, Part I.</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1.</i>		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
35b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If 'Yes,' complete Schedule R, Part V, line 2.</i>		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If 'Yes,' complete Schedule R, Part V, line 2.</i>		
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? <i>If 'Yes,' complete Schedule R, Part VI.</i>		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.	X	

BAA

Form 990 (2011)

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V. ☐

		Yes	No
1 a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1 a 63		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1 b 0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1 c		X
2 a 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.	2 a 31		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2 b		X
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions)			
3 a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3 a		X
b If 'Yes' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O.	3 b		
4 a 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)?	4 a		X
b If 'Yes,' enter the name of the foreign country: ▶ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5 a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5 a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5 b		X
c If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?	5 c		
6 a 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?	6 a		X
b If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6 b		
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?	7 a		
b If 'Yes,' did the organization notify the donor of the value of the goods or services provided?	7 b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7 c		
d If 'Yes,' indicate the number of Forms 8282 filed during the year.	7 d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7 e		
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7 f		
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7 g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7 h		
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?	9 a		
b Did the organization make a distribution to a donor, donor advisor, or related person?	9 b		
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12	10 a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10 b		
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders	11 a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11 b		
12 a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12 a		
b If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year	12 b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state?	13 a		
Note. See the instructions for additional information the organization must report on Schedule O.			
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13 b		
c Enter the amount of reserves on hand	13 c		
14 a Did the organization receive any payments for indoor tanning services during the tax year?	14 a		X
b If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O.	14 b		

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.Check if Schedule O contains a response to any question in this Part VI. ☒ X**Section A. Governing Body and Management**

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	19	
b Enter the number of voting members included in line 1a, above, who are independent.	6,080	
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?		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?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?	X	
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	X	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other persons other than the governing body?	SEE. SCH. O	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	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.		X

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

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?		X
b If 'Yes,' did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990. SEE SCHEDULE O		
12a Did the organization have a written conflict of interest policy? If 'No,' go to line 13.		X
b Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?		
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done		
13 Did the organization have a written whistleblower policy?		X
14 Did the organization have a written document retention and destruction policy?	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	X	
b Other officers of key employees of the organization. SEE SCHEDULE O	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?		X
b If 'Yes,' did the organization follow 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?		

Section C. Disclosure

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 during the tax year. 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 ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1 a** 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.

- 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, if any. See instructions for definition of 'key employee.'
- 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.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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			
(1) DUANE AMANN BOARD MEMBER	15	X						0.	33,579.	0.
(2) DENNIS GRANQUIST BOARD MEMBER	15	X						0.	47,963.	0.
(3) JAMES ADAMS BOARD MEMBER	15	X						0.	25,566.	0.
(4) TERRY ATKINS BOARD MEMBER	15	X						0.	10,302.	0.
(5) MATTHEW BECK BOARD MEMBER	15	X						0.	84,765.	0.
(6) CHARLES ELLSWORTH BOARD DIRECTOR	15	X						0.	42,061.	0.
(7) TIMOTHY TRUSELL BOARD MEMBER	15	X						0.	34,722.	0.
(8) ANTHONY EVANS BOARD DIRECTOR	15	X						0.	46,987.	0.
(9) ROBERT GLENN BOARD MEMBER	15	X						0.	29,176.	0.
(10) JACK HODGES BOARD MEMBER	15	X						0.	23,955.	0.
(11) BENJAMIN HUSTON BOARD MEMBER	15	X						0.	64,367.	0.
(12) DAVID KAHN BOARD DIRECTOR	15	X						0.	58,691.	0.
(13) PAUL KRELLA BOARD DIRECTOR	15	X						0.	30,220.	0.
(14) THOMAS GASPAROLO BOARD MEMBER	15	X						0.	72,481.	0.

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Sch O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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			
(15) THOMAS FERRISO BOARD MEMBER	15	X						0.	4,397.	0.
(16) DEBRA LANE BOARD DIRECTOR	15	X						0.	94,088.	0.
(17) TONY MCCOY BOARD DIRECTOR	15	X						0.	16,993.	0.
(18) JOHN HUFFMAN BOARD MEMBER	15	X						0.	12,362.	0.
(19) LAWRENCE LONERO BOARD MEMBER	15	X						0.	20,538.	0.
(20) SEAN MCMAHON BOARD MEMBER	15	X						0.	117,756.	0.
(21) MICHAEL MORRISSEY BOARD MEMBER	15	X						0.	95,386.	0.
(22) ROBERT PLYLER BOARD DIRECTOR	15	X						0.	37,063.	0.
(23) DONALD RENFRO BOARD DIRECTOR	15	X						0.	79,654.	0.
(24) MARK STEWART BOARD DIRECTOR	15	X						0.	27,839.	0.
(25) AARON ANTON VICE PRESIDENT	40			X				0.	164,730.	0.
1 b Sub-total								0.	703,320.	0.
c Total from continuation sheets to Part VII, Section A								685,378.	1,149,379.	0.
d Total (add lines 1b and 1c)								685,378.	1,852,699.	0.

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

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*

	Yes	No
3		X
4	X	
5		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*

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If 'Yes,' complete Schedule J for such person*

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. Report compensation for the calendar year ending with or within the organization's tax year.

(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**

Department of the Treasury
Internal Revenue Service

2011

Name of the Organization

Employer Identification number

SOUTHWEST AIRLINES PILOTS' ASSOCIATION

75-1711418

Part VII Continuation: Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

[illegible]

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	1 a Federated campaigns.....	1 a				
	b Membership dues.....	1 b				
	c Fundraising events.....	1 c				
	d Related organizations.....	1 d				
	e Government grants (contributions).....	1 e				
	f All other contributions, gifts, grants, and similar amounts not included above.....	1 f				
	g Noncash contributions included in lns 1a-1f: \$					
	h Total. Add lines 1a-1f.....					
PROGRAM SERVICE REVENUE	Business Code					
	2 a MEMBERSHIP DUES & ASSESSMENTS		11,551,971.	11,551,971.		
	b -----					
	c -----					
	d -----					
	e -----					
	f All other program service revenue.....					
	g Total. Add lines 2a-2f.....		11,551,971.			
OTHER REVENUE	3 Investment income (including dividends, interest and other similar amounts).....		177,855.			177,855.
	4 Income from investment of tax-exempt bond proceeds.....					
	5 Royalties.....					
	6 a Gross rents.....	(i) Real 215,824.				
	b Less: rental expenses.....	184,962.				
	c Rental income or (loss).....	30,862.				
	d Net rental income or (loss).....		30,862.			30,862.
	7 a Gross amount from sales of assets other than inventory.....	(i) Securities (ii) Other 6,500.				
	b Less: cost or other basis and sales expenses.....					
	c Gain or (loss).....	6,500.				
	d Net gain or (loss).....		6,500.	6,500.		
	8 a 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.....					
	9 a Gross income from gaming activities. See Part IV, line 19.....	a				
	b Less: direct expenses.....	b				
	c Net income or (loss) from gaming activities.....					
	10 a 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				
11 a -----						
b -----						
c -----						
d All other revenue.....						
e Total. Add lines 11a-11d.....						
12 Total revenue. See instructions.....			11,767,188.	11,558,471.	0.	208,717.

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).

Check if Schedule O contains a response to any question in this Part IX. ☒

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 United States. See Part IV, line 21.				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22.				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. 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	2,213,894.			
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	145,108.			
9 Other employee benefits				
10 Payroll taxes	158,589.			
11 Fees for services (non-employees):				
a Management				
b Legal	373,406.			
c Accounting	43,938.			
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel	233,833.			
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	173,274.			
23 Insurance				
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a TRIP LOSS	4,002,051.			
b INSURANCE	507,940.			
c CONSULTING FEES	215,512.			
d COMPUTER EXPENSE	195,729.			
e All other expenses. SEE. SCH...O.	1,023,548.			
25 Total functional expenses. Add lines 1 through 24e.	9,286,822.			
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
ASSETS	1 Cash — non-interest-bearing	1,449,841.	1	3,197,748.
	2 Savings and temporary cash investments	10,830,332.	2	12,052,550.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	1,630,640.	4	1,357,433.
	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)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		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 3,629,864.		
b Less: accumulated depreciation	10b 1,179,381.	2,515,474.	10c 2,450,483.	
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	312,909.	15	51,824.	
16 Total assets. Add lines 1 through 15 (must equal line 34) ..	16,739,196.	16	19,110,038.	
LIABILITIES	17 Accounts payable and accrued expenses ..	874,182.	17	710,584.
	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 (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D ..	1,093,394.	25	1,162,416.
	26 Total liabilities. Add lines 17 through 25 ..	1,967,576.	26	1,873,000.
RESTRICTED OR FUNDED BALANCES	Organizations that follow SFAS 117, check here ☒ and complete lines 27 through 29 and lines 33 and 34.			
	27 Unrestricted net assets	14,771,620.	27	17,237,038.
	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, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances.	14,771,620.	33	17,237,038.
	34 Total liabilities and net assets/fund balances. ..	16,739,196.	34	19,110,038.

BAA

Form 990 (2011)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI. ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	11,767,188.
2	Total expenses (must equal Part IX, column (A), line 25)	2	9,286,822.
3	Revenue less expenses. Subtract line 2 from line 1.	3	2,480,366.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	14,771,620.
5	Other changes in net assets or fund balances (explain in Schedule O). SEE SCHEDULE O.	5	-14,948.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B)).	6	17,237,038.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII. ☐

- 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?

	Yes	No
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?

2c		X
----	--	---

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.

- 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 separate basis, consolidated 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		
----	--	--

BAA

Form 990 (2011)

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

Supplemental Financial Statements

▶ Complete if the organization answered 'Yes,' to Form 990,
Part IV, lines 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public
Inspection

Employer identification number

SOUTHWEST AIRLINES PILOTS' ASSOCIATION

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 can 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 education) ☐ Preservation of an historically important land area

☐ Protection of natural habitat ☐ Preservation of a certified historic structure

☐ Preservation of open space

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 Tax 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, and not on a historic structure listed in the National Register.....	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 easements 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 section 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.

1 a If the organization elected, as permitted under SFAS 116 (ASC 958), 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 (ASC 958), 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 (ASC 958) 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

d ☐ Loan or exchange programs

b ☐ Scholarly research

e ☐ Other

c ☐ Preservation for future generations

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 the 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 the 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 current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ☐ %

b Permanent endowment ☐ %

c Temporarily restricted endowment ☐ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

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

(i) unrelated organizations

(ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R?

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

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

Description of property	(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.	145,689.	543,282.
c Leasehold improvements		1,248,787.	403,411.	845,376.
d Equipment		761,003.	535,507.	225,496.
e Other		157,057.	94,774.	62,283.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				2,450,483.

BAA

Schedule D (Form 990) 2011

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
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) _____		
(B) _____		
(C) _____		
(D) _____		
(E) _____		
(F) _____		
(G) _____		
(H) _____		
(I) _____		
Total. (Column (b) must equal Form 990 Part X, column (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
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, column (B) line 13.)		

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, column (B), line 15.)	

Part X Other Liabilities. See Form 990, Part X, line 25.

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) TRIP LOSS PAYABLE	1,162,416.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, column (B) line 25.)	

2 FIN 48 (ASC 740) 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 (ASC 740).

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	11,767,188.
2	Total expenses (Form 990, Part IX, column (A), line 25)	9,286,822.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	2,480,366.
4	Net unrealized gains (losses) on investments	7,594.
5	Donated services and use of facilities	
6	Investment expenses	
7	Prior period adjustments	
8	Other (Describe in Part XIV.) SEE PART XIV	-22,542.
9	Total adjustments (net). Add lines 4 through 8	-14,948.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	2,465,418.

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

1	Total revenue, gains, and other support per audited financial statements	1	11,959,744.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	7,594.
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	184,962.
e	Add lines 2a through 2d	2e	192,556.
3	Subtract line 2e from line 1	3	11,767,188.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment 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	11,767,188.

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

1	Total expenses and losses per audited financial statements	1	9,499,769.
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	212,947.
e	Add lines 2a through 2d	2e	212,947.
3	Subtract line 2e from line 1	3	9,286,822.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment 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	9,286,822.

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.

See Attached

Part XIV Supplemental Information (continued)

2011

SCHEDULE D, PART XIV - SUPPLEMENTAL INFORMATION PAGE 6

CLIENT SOUTHWES

SOUTHWEST AIRLINES PILOTS' ASSOCIATION

75-1711418

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

DEPRECIATION.....	\$	-22,542.
TOTAL	\$	<u>-22,542.</u>

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

RENTAL EXPENSES.....	\$	184,962.
TOTAL	\$	<u>184,962.</u>

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

DEPRECIATION	\$	27,985.
RENTAL EXPENSES.....		184,962.
TOTAL	\$	<u>212,947.</u>

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

2011

Open to Public
Inspection

Name of the organization

SOUTHWEST AIRLINES PILOTS' ASSOCIATION

Employer identification number

75-1711418

Part I Questions Regarding Compensation

1 a 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 | ☐ Housing allowance or residence for personal use |
| ☐ Travel for companions | ☐ Payments for business use of personal residence |
| ☐ Tax indemnification and gross-up payments | ☐ Health or social club dues or initiation fees |
| ☐ Discretionary spending account | ☐ 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.

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?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.

- | | |
|--|--|
| ☐ Compensation committee | ☐ Written employment contract |
| ☐ Independent compensation consultant | ☐ Compensation survey or study |
| ☐ Form 990 of other organizations | ☐ 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?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- 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?
- b** Any related organization?
- 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?
- b** Any related organization?
- If 'Yes' to line 6a or 6b, describe in Part III.

7 For persons 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.

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 Regulations section 53.4958-4(a)(3)? If 'Yes,' describe in Part III.

9 If 'Yes' to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1 a		
1 b		
2		
3		
4 a		X
4 b		X
4 c		X
5 a		
5 b		
6 a		
6 b		
7		
8		
9		

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2011

Part III Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies 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) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable columns (D) and (E) amounts for that individual.

(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 as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus and incentive compensation	(iii) Other reportable compensation				
1 AARON ANTON	(i)	0.	0.	0.	0.	0.	0.
	(ii)	164,730.	0.	0.	0.	164,730.	0.
2 STEVE CHASE	(i)	0.	0.	0.	0.	0.	0.
	(ii)	279,008.	0.	0.	0.	279,008.	0.
3 JASON PETTIT	(i)	0.	0.	0.	0.	0.	0.
	(ii)	214,456.	0.	0.	0.	214,456.	0.
4 TERI MERRICK	(i)	151,327.	0.	0.	0.	151,327.	0.
	(ii)	0.	0.	0.	0.	0.	0.
5 AMY JOHNS	(i)	161,252.	0.	0.	0.	161,252.	0.
	(ii)	0.	0.	0.	0.	0.	0.
6	(i)						
(ii)							
7	(i)						
(ii)							
8	(i)						
(ii)							
9	(i)						
(ii)							
10	(i)						
(ii)							
11	(i)						
(ii)							
12	(i)						
(ii)							
13	(i)						
(ii)							
14	(i)						
(ii)							
15	(i)						
(ii)							
16	(i)						
(ii)							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, for Part II. Also complete this part for any additional information.

Area with horizontal dashed lines for supplemental information.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2011

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 11B - 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 EMPLOYEE:

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.

CLIENT SOUTHWES

SOUTHWEST AIRLINES PILOTS' ASSOCIATION

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FORM 990, PART IX, LINE 24E
OTHER EXPENSES

	(A)	(B)	(C)	(D)
	TOTAL	PROGRAM SERVICES	MANAGEMENT & GENERAL	FUNDRAISING
ADMINISTRATIVE	169,648.			
COMP EXPENSES	24,298.			
CONTRACT LABOR	115,059.			
DUES	144,051.			
EQUIPMENT RENTAL AND MAINT	99,247.			
MEALS & ENTERTAINMENT	71,012.			
MISCELLANEOUS	-18,106.			
PER DIEM	96,507.			
POSTAGE AND SHIPPING	22,868.			
PRINTING AND PUBLICATIONS	59,623.			
PROPERTY TAXES	10,077.			
SUPPLIES	50,969.			
TELEPHONE	57,493.			
TRAINING	120,802.			
TOTAL	\$ 1,023,548.	\$ 0.	\$ 0.	\$ 0.

FORM 990, PART XI, LINE 5
OTHER CHANGES IN NET ASSETS OR FUND BALANCES

DEPRECIATION	\$	-22,542.
NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS		7,594.
TOTAL	\$	-14,948.

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FEDERAL WORKSHEETS

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SOUTHWEST AIRLINES PILOTS' ASSOCIATION

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RENTAL INCOME WORKSHEET

GROSS RENTAL INCOME.....	\$	215,824.
EXPENSES		
AUTO AND TRAVEL.....		5,678.
CLEANING AND MAINTENANCE.....		36,807.
GARDENING.....		8,404.
PEST CONTROL.....		1,353.
REPAIRS.....		77,188.
TAXES.....		50,001.
SECURITY.....		1,207.
FIRE/SECURITY.....		2,324.
CHARITABLE CONTRIBUTIONS.....		2,000.
TOTAL EXPENSES.....	\$	184,962.
NET RENTAL INCOME OR LOSS	\$	<u>30,862.</u>

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FEDERAL SUPPLEMENTAL INFORMATION

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CLIENT SOUTHWES

SOUTHWEST AIRLINES PILOTS' ASSOCIATION

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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 AND IS ALSO INCLUDED UNDER PART IX, LINE 24A (TRIP LOSS). THE AMOUNTS REPORTED IN PART VII ARE PAID BY THE SOUTHWEST AIRLINES PILOTS' ASSOCIATION TO SOUTHWEST AIRLINES COMPANY AS A REIMBURSEMENT FOR TIME SPENT BY THE OFFICERS DOING WORK FOR THE ASSOCIATION.

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SOUTHWEST AIRLINES PILOTS' ASSOCIATION

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FORM 990/990-PF																
AUTO / TRANSPORT EQUIPMENT																
88	2005 GMC YUKON	11/02/10		38,960							38,960	7,792	200DB HY	5	.32000	12,467
136	1997 BUICK LESABRE	7/01/03	10/20/11	5,610							5,610	5,610	200DB HY	5		0
137	1996 FORD TAURUS	7/01/03	10/20/11	6,626							6,626	6,626	200DB HY	5		0
138	2003 MERCURY SABLE	12/31/03	10/20/11	13,468							13,468	13,468	200DB HY	5		0
TOTAL AUTO / TRANSPORT EQUIP																
				64,664		0	0	0	0	0	64,664	33,496				12,467
BUILDINGS																
23	BUILDING	10/01/03		688,454							688,454	127,241	S/L MM	39	.02564	17,652
26	BUILDING	7/01/04		517							517	84	S/L MM	39	.02564	13
TOTAL BUILDINGS																
				688,971		0	0	0	0	0	688,971	127,325				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	28,182	200DB HY	7		0
27	FURNITURE & FIXTURES	7/01/04		6,185							6,185	5,910	200DB HY	7	.04460	275
34	FF&E	7/01/06		5,485							5,485	5,169	200DB HY	5	.05760	316
35	FF&E	4/01/07		1,252							1,252	1,035	200DB HY	5	.11520	144
36	FF&E	6/01/07		2,264							2,264	1,873	200DB HY	5	.11520	261
37	FF&E	8/01/07		14,078							14,078	11,646	200DB HY	5	.11520	1,622
38	FF&E	9/01/07		3,009							3,009	2,490	200DB HY	5	.11520	347

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39	FF&E	10/01/07		8,011							8,011	6,627	200DB HY	5	.11520	923
56	FURNITURE & FIXTURES	3/01/08		877							877	624	200DB HY	5	.11520	101
73	DESK, CREDENZA, FILE AND	1/09/09		4,209							4,209	2,189	200DB HY	5	.19200	808
74	DESK, GUEST CHAIRS, BOOK	1/29/09		2,716							2,716	1,412	200DB HY	5	.19200	521
75	4 EXECUTIVE BOARD ROOM CH	11/16/09		2,646							2,646	1,376	200DB HY	5	.19200	508
76	2 TABLES - BOD ROOM	12/09/09		3,370							3,370	1,752	200DB HY	5	.19200	647
87	18 OFFICE CHAIRS	12/18/08		2,608							2,608	1,336	200DB HY	5	.11520	300
118	4 BOD ROOM CHAIRS	1/04/10		2,646							2,646	529	200DB HY	5	.32000	847
119	2 BOD ROOM TABLES	1/12/10		3,370							3,370	674	200DB HY	5	.32000	1,078
120	360 DEGREE MOTION DETECTO	4/07/10		1,707							1,707	341	200DB HY	5	.32000	546
121	OFFICE FURNITURE - NC ARE	4/15/10		11,288							11,288	2,258	200DB HY	5	.32000	3,612
122	FURNITURE FOR COMM OFFICE	8/23/10		1,686							1,686	337	200DB HY	5	.32000	540
123	FURNITURE FOR SPC OFFICE	8/24/10		4,368							4,368	874	200DB HY	5	.32000	1,398
124	FLAT PANEL TV CART	8/26/10		429							429	86	200DB HY	5	.32000	137
125	SWIVEL TV BRACKET (SPC)	8/26/10		205							205	41	200DB HY	5	.32000	66
135	ICE MACHINE	5/11/10		1,492							1,492	298	200DB HY	5	.32000	477
169	OFFICE FURNITURE	2/10/11		2,589							2,589		200DB HY	5	.20000	518
170	OFFICE FURNITURE	3/16/11		6,000							6,000		200DB HY	5	.20000	1,200
171	12 EXECUTIVE CHAIRS	3/18/11		2,505							2,505		200DB HY	5	.20000	501
172	DESK, CHAIRS, BOOKCASES	5/06/11		6,380							6,380		200DB HY	5	.20000	1,276
173	DESK, BOOKCASE, CHAIRS	7/05/11		1,440							1,440		200DB HY	5	.20000	288
174	4 * 4 WHITEBOARD	9/13/11		3,696							3,696		200DB HY	5	.20000	739

TOTAL FURNITURE AND FIXTURE

157,057

0

0

0

0

0

157,057

99,288

19,996

IMPROVEMENTS

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24	LEASEHOLD IMPROVEMENTS	10/01/03		644,256							644,256	119,278	S/L	MM	39	.02564	16,519
28	LEASEHOLD IMPROVEMENTS	7/01/04		294,471							294,471	53,538	S/L	MM	39	.02564	7,550
31	LEASEHOLD IMPROVEMENTS	7/01/05		62,641							62,641	5,042	S/L	MM	39	.02564	1,606
33	LEASEHOLD IMPROVEMENTS	7/01/06		48,327							48,327	5,525	S/L	MM	39	.02564	1,239
59	LEASEHOLD IMPROVEMENTS	12/31/08		6,522							6,522	350	S/L	MM	39	.02564	167
60	BENEFITS BUILDOUT - DEDIC	1/15/09		996							996	51	S/L	MM	39	.02564	26
77	LEASE COMM - USHW 3YR	1/01/09		9,841							9,841	494	S/L	MM	39	.02564	252
78	LEGAL FEES - USHW 3YR	1/01/09		5,074							5,074	255	S/L	MM	39	.02564	130
79	USHW TI-3YR LEASE	7/01/09		67,649							67,649	2,531	S/L	MM	39	.02564	1,735
80	SAM LEASE LEGAL	7/01/09		850							850	32	S/L	MM	39	.02564	22
81	SAM LEASE - THOMSON REALT	7/01/09		7,879							7,879	295	S/L	MM	39	.02564	202
82	SAM LEASE - REAL ESTATE B	7/01/09		15,757							15,757	589	S/L	MM	39	.02564	404
83	SAM TENANT IMPROVEMENT	7/01/09		9,163							9,163	343	S/L	MM	39	.02564	235
84	SAM TEN IMPROVEMENT PAINT	7/01/09		4,871							4,871	182	S/L	MM	39	.02564	125
85	SAM TI - BRADFORD MGT FEE	7/01/09		702							702	26	S/L	MM	39	.02564	18
89	FIRE ALARM RECONNECT-NC B	3/31/10		363							363	7	S/L	MM	39	.02564	9
90	NC BUILDOUT - KEYPAD DOOR	4/07/10		403							403	7	S/L	MM	39	.02564	10
91	SPACE PLANNER FOR NC BUIL	4/06/10		95							95	2	S/L	MM	39	.02564	2
92	INSTALLATION CAT5 WIRING	4/30/10		8,200							8,200	149	S/L	MM	39	.02564	210
93	NC AREA WIRING	4/27/10		304							304	6	S/L	MM	39	.02564	8
94	LEGAL STORAGE&NC BUILDOUT	4/06/10		18,217							18,217	331	S/L	MM	39	.02564	467
95	COMMAND POST OFFICE CONST	7/29/10		7,338							7,338	86	S/L	MM	39	.02564	188
96	COMMAND POST OFFICE CONST	7/29/10		1,273							1,273	15	S/L	MM	39	.02564	33
97	COMMUNICATION OFFICE CONS	11/01/10		2,551							2,551	8	S/L	MM	39	.02564	65
98	SPC OFFICE CONSTRUCTION &	11/01/10		4,766							4,766	15	S/L	MM	39	.02564	122
139	HVAC SYSTEM - BOARD ROOM	2/16/11		16,102							16,102		S/L	MM	39	.02247	362
140	OFFICE CONSTRUCTION	3/25/11		2,895							2,895		S/L	MM	39	.02033	59

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141	OFFICE BUILDOUT - STORAGE	4/08/11		4,995							4,995		S/L	MM	39 .01819	91	
142	VIDEO ROOM FLOORING	5/04/11		1,784							1,784		S/L	MM	27.5 .02273	41	
143	CONTRACT ADMIN.-FLOORING	7/18/11		502							502		S/L	MM	27.5 .01667	8	
TOTAL IMPROVEMENTS				1,248,787		0	0	0	0	0	1,248,787	189,157					31,905
LAND																	
25	LAND	10/01/03		774,046							774,046						0
TOTAL LAND				774,046		0	0	0	0	0	774,046	0					0
MACHINERY AND EQUIPMENT																	
4	COMPUTER EQUIPMENT	1/01/99	VARIOUS	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	

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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
29	COMPUTER EQUIPMENT	7/01/04		39,057							39,057	39,057	200DB HY	5		0
30	OFFICE EQUIPMENT	7/01/05		53,764							53,764	53,764	200DB HY	5		0
32	COMPUTER EQUIPME	7/01/06		78,600							78,600	74,073	200DB HY	5	.05760	4,527
40	COMPUTER EQUIPMENT	3/01/07		4,441							4,441	3,674	200DB HY	5	.11520	512
41	COMPUTER EQUIPMENT	4/01/07		27,467							27,467	22,720	200DB HY	5	.11520	3,164
42	COMPUTER EQUIPMENT	6/01/07		12,528							12,528	10,363	200DB HY	5	.11520	1,443
43	COMPUTER EQUIPMENT	8/01/07		43,238							43,238	35,767	200DB HY	5	.11520	4,981
44	COMPUTER EQUIPMENT	5/01/07		2,246							2,246	1,858	200DB HY	5	.11520	259
45	COMPUTER EQUIPMENT	10/01/07		14,950							14,950	12,366	200DB HY	5	.11520	1,722
46	COMPUTER EQUIPMENT	12/01/07		10,309							10,309	8,528	200DB HY	5	.11520	1,188
47	COMPUTER EQUIPMENT	3/01/08		2,360							2,360	1,680	200DB HY	5	.11520	272
48	COMPUTER EQUIPMENT	6/04/08		3,213							3,213	2,288	200DB HY	5	.11520	370
49	COMPUTER EQUIPMENT	7/09/08		1,204							1,204	857	200DB HY	5	.11520	139
50	COMPUTER EQUIPMENT	7/11/08		1,422							1,422	1,012	200DB HY	5	.11520	164
51	COMPUTER EQUIPMENT	7/11/08		1,422							1,422	1,012	200DB HY	5	.11520	164
52	COMPUTER EQUIPMENT	7/19/08		4,452							4,452	3,170	200DB HY	5	.11520	513
53	COMPUTER EQUIPMENT	7/19/08		2,410							2,410	1,716	200DB HY	5	.11520	278
54	COMPUTER EQUIPMENT	9/10/08		3,879							3,879	2,762	200DB HY	5	.11520	447
55	COMPUTER EQUIPMENT	12/12/08		3,416							3,416	2,432	200DB HY	5	.11520	394
57	COMPUTER EQUIPMENT	10/07/08		2,207							2,207	1,571	200DB HY	5	.11520	254
58	COMPUTER EQUIPMENT	11/03/08		2,830							2,830	2,045	200DB HY	5	.11520	326
61	CISCO 24 PORT SWITCH/TRAN	1/12/09		4,465							4,465	2,322	200DB HY	5	.19200	857
62	26" TOSHIBA HDTV W/WALL B	1/21/09		1,138							1,138	592	200DB HY	5	.19200	218
63	NEW STORAGE SERVER	2/05/09		7,710							7,710	4,009	200DB HY	5	.19200	1,480

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75-1711418

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CLIENT SOUTHWES

SOUTHWEST AIRLINES PILOTS' ASSOCIATION

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.
64	2 DELL LAPTOPS ES400	4/09/09		3,128							3,128	1,627	200DB HY	5	.19200	601
65	48 PORT SWITCH	4/08/09		4,512							4,512	2,346	200DB HY	5	.19200	866
66	LATITUDE ES400 LAPTOP	5/22/09		1,624							1,624	845	200DB HY	5	.19200	312
67	DELL WIN 2003 SERVER	5/08/09		1,863							1,863	969	200DB HY	5	.19200	358
68	3 DELL LATITUDE ES400 LAP	8/07/09		3,852							3,852	2,003	200DB HY	5	.19200	740
69	3 OPTIPLEX DESKTOP COMPUT	8/28/09		3,679							3,679	1,913	200DB HY	5	.19200	706
70	DESKTOP COMPUTER-VIDEO ED	11/06/09		1,396							1,396	726	200DB HY	5	.19200	268
71	MAG 2000 EMAIL FIREWALL \	12/17/09		1,249							1,249	650	200DB HY	5	.19200	240
72	MICROPHONE SYSTEM FOR BOD	12/09/09		7,118							7,118	3,702	200DB HY	5	.19200	1,367
86	SONY VEGA PRO 9 SOFTWARE	11/06/09		515							515	268	200DB HY	5	.19200	99
99	TELEPROMPTER	2/01/10		1,280							1,280	256	200DB HY	5	.32000	410
100	DESKTOP COMPUTER - NC	3/09/10		1,272							1,272	254	200DB HY	5	.32000	407
101	SERVER-FORUM	3/08/10		6,591							6,591	1,318	200DB HY	5	.32000	2,109
102	PROJECTOR,SCREEN,AV EQUIP	3/09/10		35,895							35,895	7,179	200DB HY	5	.32000	11,486
103	SWITCH & CONNECTORS FOR N	5/10/10		6,111							6,111	1,222	200DB HY	5	.32000	1,956
104	4 DESKTOP COMPUTERS (STAF	5/25/10		5,576							5,576	1,115	200DB HY	5	.32000	1,784
105	47" TOSHIBA LCD MONITOR	5/14/10		1,030							1,030	206	200DB HY	5	.32000	330
106	IMAC 27" DESKTOP COMPUTER	6/08/10		2,331							2,331	466	200DB HY	5	.32000	746
107	WEBSITE DESIGN & IMPLEMEN	6/24/10		13,443							13,443	2,689	200DB HY	5	.32000	4,302
108	CATALYST 20 PORT SWITCH	6/22/10		2,742							2,742	548	200DB HY	5	.32000	877
109	WEBSITE DESIGN & IMPLEMEN	8/05/10		13,443							13,443	2,689	200DB HY	5	.32000	4,302
110	58" PLASMA TV	8/24/10		1,624							1,624	325	200DB HY	5	.32000	520
111	2 TOSHIBA LAPTOPS	9/01/10		1,700							1,700	340	200DB HY	5	.32000	544
112	2 NB ASUS LAPTOP COMPUTER	9/09/10		1,350							1,350	270	200DB HY	5	.32000	432
113	2 SAMSUNG LAPTOPS	9/15/10		1,260							1,260	252	200DB HY	5	.32000	403
114	SONY HDR CAMCORDER	9/23/10		3,827							3,827	765	200DB HY	5	.32000	1,225
115	TOSHIBA LAPTOP	10/05/10		1,015							1,015	203	200DB HY	5	.32000	325

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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.	SALVAGE /BASIS REDUCT.	DEPR. BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.	
116	HP DESKTOP COMPUTER AND C	10/05/10		1,214							1,214		243	200DB HY	5	.32000	388
117	SERVER	12/08/10		1,175							1,175		235	200DB HY	5	.32000	376
126	ADOBE CREATIVE SUITE 4 DE	1/04/10		1,113							1,113		223	200DB HY	5	.32000	356
127	CUSTOM PROGRAM BOARDROOM	3/17/10		6,495							6,495		1,299	200DB HY	5	.32000	2,078
128	FLASH CHAT SOFTWARE-FORUM	4/07/10		1,896							1,896		379	200DB HY	5	.32000	607
129	CS4 DESIGN PREMIUM SOFTWA	6/21/10		1,338							1,338		268	200DB HY	5	.32000	428
130	GRIEVANCE SOFTWARE	9/03/10		1,609							1,609		322	200DB HY	5	.32000	515
131	MS VISUAL STUDIO 2010	10/06/10		4,692							4,692		938	200DB HY	5	.32000	1,501
132	WEBSITE DESIGN FOR SWAPAL	10/13/10		4,560							4,560		912	200DB HY	5	.32000	1,459
133	WEBSITE DESIGN FOR SWAPAL	11/24/10		4,560							4,560		912	200DB HY	5	.32000	1,459
134	WEBSITE DESIGN SWAPA.ORG	12/01/10		13,444							13,444		2,689	200DB HY	5	.32000	4,302
144	APPLE MACBOOK	1/08/11		1,020							1,020			200DB HY	5	.20000	204
145	ASUS G53JW-A1 LAPTOP	1/06/11		2,742							2,742			200DB HY	5	.20000	548
146	APPLE LAPTOP	1/10/11		3,238							3,238			200DB HY	5	.20000	648
147	52" LCD TV	2/26/11		1,267							1,267			200DB HY	5	.20000	253
148	3 DESKTOP COMPUTERS	3/03/11		4,191							4,191			200DB HY	5	.20000	838
149	APPLE MACBOOK	3/02/11		2,129							2,129			200DB HY	5	.20000	426
150	4 DELL DESKTOPS	3/16/11		1,800							1,800			200DB HY	5	.20000	360
151	APPLE MACBOOK PRO	3/28/11		3,700							3,700			200DB HY	5	.20000	740
152	HARD DRIVES FOR SERVER	4/01/11		12,273							12,273			200DB HY	5	.20000	2,455
153	APPLE DESKTOP COMPUTER	4/05/11		4,459							4,459			200DB HY	5	.20000	892
154	SMART DESKTOP COMPUTER	4/28/11		2,355							2,355			200DB HY	5	.20000	471
155	2 LCD SONY TV'S	5/04/11		2,132							2,132			200DB HY	5	.20000	426
156	15" MACBOOK PRO	7/28/11		2,370							2,370			200DB HY	5	.20000	474
157	2 DELL PROJECTORS	8/04/11		1,570							1,570			200DB HY	5	.20000	314
158	15" MACBOOK	8/15/11		2,375							2,375			200DB HY	5	.20000	475
159	15" MACBOOK PRO COMPUTER	9/14/11		2,920							2,920			200DB HY	5	.20000	584

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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.	SALVAGE /BASIS REDUCT.	DEPR. BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.	
160	APPLE MACBOOK PRO 15"	1/12/11		2,396							2,396		200DB HY	5	.20000	479	
161	APPLE MACBOOK PRO 15"	1/12/11		2,396							2,396		200DB HY	5	.20000	479	
162	APPLE MACBOOK PRO 15"	1/12/11		2,396							2,396		200DB HY	5	.20000	479	
163	APPLE MACBOOK PRO 15"	1/12/11		2,396							2,396		200DB HY	5	.20000	479	
164	APPLE MACBOOK PRO 15"	1/11/11		2,056							2,056		200DB HY	5	.20000	411	
165	APPLE MACBOOK PRO 15"	1/11/11		2,056							2,056		200DB HY	5	.20000	411	
166	APPLE MACBOOK PRO 15"	1/20/11		2,396							2,396		200DB HY	5	.20000	479	
167	APPLE MACBOOK PRO 15"	1/20/11		2,396							2,396		200DB HY	5	.20000	479	
168	APPLE MACBOOK PRO 15"	1/20/11		2,396							2,396		200DB HY	5	.20000	479	
175	WEBSITE DESIGN SWAPALUV	1/19/11		4,560							4,560		200DB HY	5	.20000	912	
176	IPHONE APPLICATION	4/27/11		4,464							4,464		200DB HY	5	.20000	893	
177	IPAD APPLICATION	6/28/11		1,487							1,487		200DB HY	5	.20000	297	
TOTAL MACHINERY AND EQUIPME				728,067		0	0	0	0	0	728,067	475,227					91,241
TOTAL DEPRECIATION				3,661,592		0	0	0	0	0	3,661,592	924,493					173,274
GRAND TOTAL DEPRECIATION				3,661,592		0	0	0	0	0	3,661,592	924,493					173,274
DEPRECIATION ASSETS SOLD				31,728		0	0	0	0	0	31,728	31,728					0
DEPR REMAINING ASSETS				3,629,864		0	0	0	0	0	3,629,864	892,765					173,274

Depreciation and Amortization
(Including Information on Listed Property)

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

OMB No. 1545-0172

2011Attachment
Sequence No. **179**

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 instructions)	1	
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	
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 2010 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 2012. 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 2011	17	151,806.
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 2011 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.		104,546.	5	HY	200DB	20,907.
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.	5/04/11	1,784.	27.5 yrs	MM	S/L	41.
	7/18/11	502.	27.5 yrs	MM	S/L	8.
i Nonresidential real property.	VARIOUS	23,992.	39 yrs	MM	S/L	512.
				MM	S/L	

Section C — Assets Placed in Service During 2011 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	173,274.
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	

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service► **File a separate application for each return.**

- 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.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

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.***Enter filer's identifying number, see instructions**

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	SOUTHWEST AIRLINES PILOTS' ASSOCIATION	☒ 75-1711418
	Number, street, and room or suite number. If a P.O. box, see instructions.	Social security number (SSN)
	1450 EMPIRE CENTRAL DR. #737	☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	DALLAS, TX 75247	

Enter the Return code for the return that this application is for (file a separate application for each return) **01**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- 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 is for.

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 12, to file the exempt organization return for the organization named above.
The extension is for the organization's return for:

- ☒ calendar year 20 11 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

2 If the tax year entered in line 1 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, 990-T, 4720, or 6069, 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, 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 Paperwork Reduction Act Notice, see Instructions.Form **8868** (Rev 1-2012)

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

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).

Enter filer's identifying number, see instructions	
Type or print Name of exempt organization or other filer, see instructions. SOUTHWEST AIRLINES PILOTS' ASSOCIATION	Employer identification number (EIN) or ☒ 75-1711418
Number, street, and room or suite number. If a P.O. box, see instructions. WAGNER, EUBANK & NICHOLS, LLP 5950 BERKSHIRE LN, #900	Social security number (SSN) ☐
City, town or post office, state, and ZIP code. For a foreign address, see instructions. DALLAS, TX 75225	

Enter the Return code for the return that this application is for (file a separate application for each return)..... **01**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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 **12**.

5 For calendar year **2011**, or other tax year beginning _____, 20____, and ending _____, 20____.

6 If the tax year entered in line 5 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 \$
8b 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 \$
8c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.....	8c \$

Signature and Verification must be completed for Part II only.

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 ▶

Title ▶

CPA

Date ▶

8/13/12

BAA

FIFZ0502L 07/29/11

Form 8868 (Rev 1-2012)