

SOUTHWEST AIRLINES CO.  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

The Nominating and Corporate Governance Committee of the Board of Directors of Southwest Airlines Co. shall be comprised entirely of independent Directors (as defined by the New York Stock Exchange) and shall perform the following functions:

1. Review with the Chairman of the Board and Chief Executive Officer possible candidates for membership on the Board of Directors.
2. Recommend a slate of nominees for the Board of Directors. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, and sole authority to approve the search firm's fees and other retention terms.
3. With the advice of the Chairman of the Board and CEO, conduct an annual review of compensation for the non-management members of the Board of Directors, which shall be an appropriate combination of cash and equity-based compensation.
4. Recommend candidates to fill vacancies on the Board.
5. Develop and recommend to the Board of Directors Governance Guidelines to be adopted for the Company to further the goal of providing effective governance of the Company's business for the longterm benefit of the Company's Shareholders, Employees, and Customers. The Governance Guidelines shall include criteria for selection of new directors, and oversight of the evaluation of the Board and management.
6. Meet once a year in regular meetings, and additional meetings that may be deemed appropriate by the Board of Directors.
7. Perform such additional functions as may from time to time be assigned to the Committee by the Board of Directors.
8. Review and reassess the performance of the Committee and the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall be appointed by the Board of Directors at its annual meeting each year.

The Nominating and Corporate Governance Committee is responsible for taking a leadership role in shaping the corporate governance of Southwest Airlines Co.

As adopted by the Board of Directors of Southwest Airlines Co. on November 20, 2003.