

EXHIBIT A

KAGA only

OWNERSHIP UNION (OU®)

15204 NE 181st Loop
P.O. Box 602
Brush Prairie, WA 98606
Fax: 360-666-6483

FASCIMILE

To: *Karen Gruen*
AAG

Date: *11-28-08*

Fax No: *(206) 392-5807*

From: Steve Nieman

Cover Plus: *15*

Email: stevenieman@mac.com

Notes:

Dec. 1, 2008

Mr. Bill Ayer, Chairman and CEO
Alaska Air Group, Inc. ("AAG" or "company")
PO Box 68947
Seattle, WA 98168

Dear Mr. Ayer:

This Rule 14a-8 proposal is respectfully submitted for the next annual shareholder meeting. This proposal is submitted in support of the positive, long-term performance of our company.

The above format is requested for publication without re-editing, re-formatting or elimination of text, including beginning and concluding text, unless prior agreement is reached. It is respectfully requested that this proposal be proofread before it is published in the definitive proxy statement to ensure that the integrity of the submitted format is replicated in the proxy materials. Please advise if there is any typographical question.

Please note that the title of the proposal is part of the argument in favor of the proposal. In the interest of clarity and to avoid confusion, the title of this and each other ballot item is requested to be consistent throughout all the proxy materials. The company is requested to assign a proposal number (represented by "3" above) based on the chronological order in which proposals are submitted. The requested designation of "3" or higher number allows for ratification of auditors to be item 2.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including:

- o Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(i)(3) in the following circumstances:
 - company officials object to factual assertions because they are not supported;
 - the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
 - the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or

- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such [See also: Sun Microsystems, Inc. (July 21, 2005)].

Stock will be held until after the annual meeting and the proposal will be presented at the annual meeting.


Please acknowledge this proposal promptly by email.

This is the proxy for Mr. Richard D. Foley and/or his designee to act on my behalf in all shareholder matters, including this Rule 14a-8 proposal for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting.

Please direct all future communication to Mr. Foley at:
 6040 N. Camino Arturo, Tucson, AZ 85718
 HM: (520) 742-5168
 FAX: (520) 742-6963
 Email: <rerailer@earthlink.net>

Your consideration and the consideration of the Board of Directors is appreciated.

Sincerely,



 (signature above)
 (print your name on line below)

 Terry K Dayton

Terry K. Dayton
 10510 E. 6th Avenue
 Spokane Valley, WA 99206

[AAG: Rule 14a-8 Proposal; submitted Nov. 28, 2008 via FAX (206) 392-5807 and email to karengruen@alaskaair.com]

Proposal No. 3 CUMULATIVE VOTING

RESOLVED, that our board initiate in 2009 the appropriate process to amend our company's certificate of incorporation to ensure that cumulative voting is permitted to elect director nominees to the board.

This binding proposal does not infringe on the right of our board and management to determine in its discretion the best method to implement cumulative voting if shareholders support it with a majority vote.

Cumulative voting means that each shareholder may cast as many votes as equal to number of shares held, multiplied by the number of directors to be elected. A shareholder may cast all such cumulated votes for a single candidate or split votes between multiple candidates, as that shareholder sees fit. Under cumulative voting shareholders can withhold votes from certain nominees in order to cast multiple votes for others.

Proposalist Terry Dayton, a Horizon Air communications agent, has notified the Alaska Air Group, Inc. ("AAG") that he intends to present the following proposal at the 2009 Annual Meeting.

SUPPORTING STATEMENT

At our company in 2008, cumulative voting won 52% of the vote, and in 2005 it won 56% of the vote. Cumulative voting also received 55%-support at General Motors in 2006 and 54% at Aetna. The Council of Institutional Investors www.cii.org has recommended adoption of this proposal topic. CalPERS has also recommend a yes-vote for proposals on this topic.

Cumulative voting allows a significant group of shareholders to elect a director of its choice -- safeguarding minority shareholder interests and bringing independent perspectives to Board decisions. Most importantly cumulative voting encourages management to optimize shareholder value by making it easier for minority stockholder groups (such as workers) to gain board representation. It represents a powerful incentive for improved management of our company.

This proposal is particularly important because our company has underperformed its peers over one-year, three-year and five-year periods. Additionally we still have plurality voting, no shareholder right to call a special meeting or act by written consent, and our board lacks representation by the strategic stakeholders of workers and customers.

Vote Yes on Proposal No. 3 for Cumulative Voting

(For more information on this proposal, please visit www.votepal.com/)

Notes:

Terry Dayton of 10510 E. 6th Ave., Spokane Valley, WA 99206 submitted this proposal.

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The company is requested to assign a proposal number (represented by "4" above) based on the chronological order in which proposals are submitted. The requested designation of "4" or higher number allows for ratification of auditors to be item 2

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including:

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 - the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such [See also: Sun Microsystems, Inc. (July 21, 2005)].

Stock will be held until after the annual meeting and the proposal will be presented at the annual meeting.

Please acknowledge this proposal promptly by email.

Nov. 26, 2008

Mr. Bill Ayer, Chairman and CEO
Alaska Air Group, Inc. ("AAG" or "company")
PO Box 68947
Seattle, WA 98168

Dear Mr. Ayer:

This Rule 14a-8 proposal is respectfully submitted for the next annual shareholder meeting. This proposal is submitted in support of the positive, long-term performance of our company.

The above format is requested for publication without re-editing, re-formatting or elimination of text, including beginning and concluding text, unless prior agreement is reached. It is respectfully requested that this proposal be proofread before it is published in the definitive proxy statement to ensure that the integrity of the submitted format is replicated in the proxy materials. Please advise if there is any typographical question.

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 - **the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable**

to the company, its directors, or its officers; and/or

- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such [See also: Sun Microsystems, Inc. (July 21, 2005)].

Stock will be held until after the annual meeting and the proposal will be presented at the annual meeting.

Please acknowledge this proposal promptly by email.

This is the proxy for Mr. Richard D. Foley and/or his designee to act on my behalf in all shareholder matters, including this Rule 14a-8 proposal for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting.

Please direct all future communication to Mr. Foley at:
6040 N. Camino Arturo, Tucson, AZ 85718
HM: (520) 742-5168
FAX: (520) 742-6963
Email: <rerailer@earthlink.net>

Your consideration and the consideration of the Board of Directors is appreciated.

Sincerely,



(signature above)
(print your name on line below)

William Davidge

William B. Davidge
51459 EM Watts Road
Scappoose OR 97056

[AAG: Rule 14a-8 Proposal; submitted Nov. 28, 2008 via FAX (206) 392-5807 and email to karengruen@alaskaair.com]

4 – SHAREHOLDER SAY ON EXECUTIVE PAY

RESOLVED, that shareholders request our board of directors to adopt a policy that provides shareholders the opportunity at each annual shareholder meeting to vote on an advisory resolution, proposed by management, to ratify the compensation of the named executive officers set forth in the proxy statement's Summary Compensation Table and the accompanying narrative disclosure of material factors provided to understand the Summary Compensation Table (but not the Compensation Discussion and Analysis). The proposal submitted to shareholders should make clear that the vote is non-binding and would not affect any compensation paid or awarded to any named executive officers.

Statement of William Davidge

Investors are increasingly concerned about mushrooming executive pay especially when it is insufficiently linked to performance. In 2008, shareholders filed close to 100 "Say on Pay" resolutions. Alaska Air was one of ten companies where shareholders voted more than 50% for "Say on Pay" – 54% based on yes and no votes. The Cumulative voting proposal by Terry Dayton also exceeded a 50% vote at our 2008 annual meeting.

The Council of Institutional Investors www.cii.org recommended timely adoption of shareholder proposals upon receiving their first vote exceeding 50%. Large numbers of shareholder have been know to withhold votes from directors who do not adopt shareholder proposals receiving more than a 50% vote.

"There should be no doubt that executive compensation lies at the root of the current financial crisis," wrote Paul Hodgson, a senior research associate with research firm The Corporate Library. Shareholders at Wachovia and Merrill Lynch did not support "Say on Pay" ballot proposals in 2008. These investors don't have much of a say on anything now.

An Advisory Vote establishes an annual referendum process for shareholders about senior executive pay. The results of this vote would provide the board and management with useful information about shareholder views on the company's senior executive pay.

Aflac submitted an Advisory Vote in its 2008 proxy resulting in a 93% vote in favor, indicating strong investor support for good disclosure and a reasonable compensation package. To date eight other companies have also agreed to an Advisory Vote, including Verizon, MBIA, H&R Block, Blockbuster and Tech Data.

Influential proxy voting service RiskMetrics Group, recommends votes in favor, noting: "RiskMetrics encourages companies to allow shareholders to express their opinions of executive compensation practices by establishing an annual referendum

process. An advisory vote on executive compensation is another step forward in enhancing board accountability."

The Council of Institutional Investors endorsed advisory votes and a bill to allow annual advisory votes passed the House of Representatives by a 2-to-1 margin. As presidential candidates, Senators Obama and McCain supported the Advisory Vote.

I urge our board to allow shareholders to express their opinion about senior executive pay.

Shareholder Say on Executive Pay – Yes on 4

(For more information on this proposal, please visit www.votepal.com/)

Notes:

William Davidge of 51459 EM Watts Road, Scappoose, OR 97056 submitted this proposal.

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- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such [See also: Sun Microsystems, Inc. (July 21, 2005)].

Stock will be held until after the annual meeting and the proposal will be presented at the annual meeting.

Please acknowledge this proposal promptly by email.

Nov. 28, 2008

Mr. Bill Ayer, Chairman and CEO
Alaska Air Group, Inc. ("AAG" or "company")
PO Box 68947
Seattle, WA 98168

Dear Mr. Ayer:

This Rule 14a-8 proposal is respectfully submitted for the next annual shareholder meeting. This proposal is submitted in support of the positive, long-term performance of our company.

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The company is requested to assign a proposal number (represented by "5" below) based on the chronological order in which proposals are submitted. The requested designation of "5" or higher number allows for ratification of auditors to be Item 2.

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Stock will be held until after the annual meeting and the proposal will be presented at the annual meeting.

Please acknowledge this proposal promptly by email.

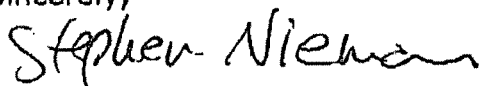
This is the proxy for Mr. Richard D. Foley and/or his designee to act on my behalf in all shareholder matters, including this Rule 14a-8 proposal for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting.

Please direct all future communication to Mr. Foley at:

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HM: (520) 742-5168
FAX: (520) 742-6963
Email: <rreailer@earthlink.net>

Your consideration and the consideration of the Board of Directors is appreciated.

Sincerely,



STEPHEN NIEMAN

Stephen Nieman
15204 NE 181st Loop
Brush Prairie WA 98606

[AAG: Rule 14a-8 Proposal; submitted Nov. 28, 2008 via FAX (206) 392-5807 and email to karengruen@alaskaair.com]

Proposal No. 5 REFORMING SECURITIES CLASS ACTIONS

BE IT RESOLVED: That the shareholders of Alaska Air Group, Inc. hereby recommend that the Board of Directors initiate the appropriate process to amend the Company's certificate of incorporation to provide for a partial waiver of the "fraud-on-the-market" presumption of reliance created by the Supreme Court in *Basic v. Levinson*, 485 U.S. 224 (1988).

Specifically, the amendment should apply to any suit alleging violations of Rule 10b-5 of the Securities Exchange Act of 1934 against the Company, its officers, directors or third-party agents. The partial waiver would apply to suits alleging reliance on the "fraud-on-the-market" presumption. The waiver would limit damages to disgorgement of the defendants' unlawful gains from their violation of Rule 10b-5. The amounts disgorged would be distributed to shareholder members of the class. The corporation should also commit to paying the reasonable expenses and attorneys' fees of the shareholder who brings such a claim, subject to approval by the Board of Directors.

SUPPORTING STATEMENT

Securities fraud class actions impose enormous costs on public companies while providing little benefit to shareholders. This proposal, suggested by Professor Adam Pritchard of the University of Michigan, would limit damages in secondary market securities class actions, i.e., suits brought against the Company when it has not sold securities during the time that its common stock was allegedly distorted by a material misrepresentation. See:

http://www.cato.org/pubs/scr/2008/Stoneridge_Pritchard.pdf;

<http://www.law.com/jsp/nlj/PubArticleNLJ.jsp?id=1202424567666>

<http://www.securitiesdocket.com/2008/11/17/guest-column-can-shareholders-waive-the-fraud-on-the-market-presumption-of-reliance/>.

Currently, such suits effectively result in a "pocket shifting" of money from one group of shareholders (those who continue to hold the company's shares) to another (those who bought during the time that

the price was distorted by fraud). Frequently, shareholders will be members of both groups simultaneously, which means they are paying themselves compensation in securities class actions.

Sometimes the corporation pays directly for the settlement, and sometimes it pays indirectly in the form of insurance premia, but either way these settlements come out of funds that the corporation could use to pay dividends or make new investments. Almost never do the officers who actually made the misrepresentation have to contribute to the settlement. Consequently, suits provide minimal compensation and, worse yet, scant deterrence of fraud. The only clear winners under this scheme are the lawyers who bring the suits, and those who defend them, who profit handsomely from moving the money around.

The proposed amendment would substantially reduce the incentive of plaintiffs' lawyers to file suit against the Company in response to a drop in the Company's stock price. Currently, the enormous potential damages are a powerful incentive for plaintiffs' lawyers to bring even weak suits and a powerful incentive for companies to settle, even if they believe that they would win at trial.

Under the proposal, lawsuits would instead target officers of the Company who reaped large stock option gains or other incentive compensation as the result of fraud, thereby penalizing the party actually responsible for the fraud.

We urge shareholders vote for proposal No. 5.

(For more information, please visit www.votepal.com/)

Notes:

Stephen Nieman of 15204 NE 181st Loop, Brush Prairie, WA 98606 submitted this proposal.

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Please acknowledge this proposal promptly by email.

EXHIBIT B



O'MELVENY & MYERS LLP

BEIJING
BRUSSELS
CENTURY CITY
HONG KONG
LONDON
LOS ANGELES
NEW YORK

610 Newport Center Drive, 17th Floor
Newport Beach, California 92660-6429

TELEPHONE (949) 760-9600
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SAN FRANCISCO
SHANGHAI
SILICON VALLEY
SINGAPORE
TOKYO
WASHINGTON, D.C.

December 12, 2008

OUR FILE NUMBER
600,000-10

**SENT VIA CERTIFIED MAIL,
EMAIL (rerailer@earthlink.net)
AND FACSIMILE (520-742-6963)**

WRITER'S DIRECT DIAL
(949) 823-6980

WRITER'S E-MAIL ADDRESS
aterner@omm.com

Mr. Richard D. Foley
6040 N. Camino Arturo
Tucson, AZ 85718

Dear Mr. Foley:

I am writing this letter on behalf of our client, Alaska Air Group, Inc. (the "Company"). The Company has received the shareholder proposals that you indicate you have submitted on behalf of Stephen Nieman, Terry K. Dayton, and William Davidge.

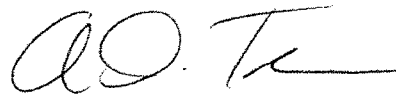
SEC Rule 14a-8 (a copy of which is enclosed) sets forth certain eligibility and procedural requirements that must be satisfied for a stockholder to submit a proposal for inclusion in a company's proxy materials. In accordance with Rule 14a-8(f) (Question 6), we hereby notify you of the following eligibility and procedural deficiencies relating to your proposals:

1. Rule 14a-8(c) (Question 3) precludes any one shareholder from submitting more than one proposal to a company for a particular shareholders' meeting. In this regard, we believe that the proposals that you indicate you have submitted on behalf of the purported proponents should each be viewed as submitted by you and, as such, exceed the limitation that a proponent may submit only one proposal. As such, you are required under Rule 14a-8 to select and resubmit a single proposal to be considered for inclusion in the Company's proxy materials.
2. Rule 14a-8(c) (Question 3) precludes any one shareholder from submitting more than one proposal to a company for a particular shareholders' meeting. In this regard, the proposal that you indicate you have submitted on behalf of Stephen Nieman includes proposals relating to a partial waiver of the "fraud-on-the-market" presumption of reliance and the payment of reasonable expenses and attorneys' fees for shareholders who bring certain claims. As such, if this proposal is selected by you for inclusion in the Company's proxy materials, you are required under Rule 14a-8 to reduce such proposal to a single proposal and resubmit it to the Company in order to be considered for inclusion in the Company's proxy materials.

In accordance with Rule 14a-8(f)(1), and in order for your proposal to be eligible for inclusion in Alaska Air Group's proxy materials, your revised submission to the Company must be postmarked, or transmitted electronically, no later than 14 days from the date that you receive this letter.

Please note that the requests in this letter are without prejudice to any other rights that the Company may have to exclude your proposal from its proxy materials on any other grounds permitted by Rule 14a-8.

Sincerely,



Andor D. Turner
of O'MELVENY & MYERS LLP

Attachment -- Copy of SEC Rule 14a-8

cc: Steve Neiman
15204 NE 181st Loop
Brush Prairie, WA 98606
Facsimile: (360) 666-6483
Email: stevenieman@mac.com

Terry K. Dayton
10510 E. 6th Avenue
Spokane Valley, WA 99206

William Davidge
51459 EM Watts Road
Scappoose, OR 97056

Karen A. Gruen, Esq.
Alaska Air Group, Inc.
19300 Pacific Highway South
Seattle, WA 98188

Martin P. Dunn
Rebekah J. Toton
O'Melveny & Myers LLP
1625 Eye Street, NW
Washington, D.C. 20006

Text of Rule 14a-8

Rule 14a-8. Shareholder Proposals.

This section addresses when a company must include a shareholder's proposal in its proxy statement and identify the proposal in its form of proxy when the company holds an annual or special meeting of shareholders. In summary, in order to have your shareholder proposal included on a company's proxy card, and included along with any supporting statement in its proxy statement, you must be eligible and follow certain procedures. Under a few specific circumstances, the company is permitted to exclude your proposal, but only after submitting its reasons to the Commission. We structured this section in a question-and-answer format so that it is easier to understand. The references to "you" are to a shareholder seeking to submit the proposal.

(a) Question 1: What is a proposal?

A shareholder proposal is your recommendation or requirement that the company and/or its board of directors take action, which you intend to present at a meeting of the company's shareholders. Your proposal should state as clearly as possible the course of action that you believe the company should follow. If your proposal is placed on the company's proxy card, the company must also provide in the form of proxy means for shareholders to specify by boxes a choice between approval or disapproval, or abstention. Unless otherwise indicated, the word "proposal" as used in this section refers both to your proposal, and to your corresponding statement in support of your proposal (if any).

(b) Question 2: Who is eligible to submit a proposal, and how do I demonstrate to the company that I am eligible?

(1) In order to be eligible to submit a proposal, you must have continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date you submit the proposal. You must continue to hold those securities through the date of the meeting.

(2) If you are the registered holder of your securities, which means that your name appears in the company's records as a shareholder, the company can verify your eligibility on its own, although you will still have to provide the company with a written statement that you intend to continue to hold the securities through the date of the meeting of shareholders. However, if like many shareholders you are not a registered holder, the company likely does not know that you are a shareholder, or how many shares you own. In this case, at the time you submit your proposal, you must prove your eligibility to the company in one of two ways:

(i) The first way is to submit to the company a written statement from the "record" holder of your securities (usually a broker or bank) verifying that, at the time you submitted your proposal, you continuously held the securities for at least one year. You must also include your own written statement that you intend to continue to hold the securities through the date of the meeting of shareholders; or

(ii) The second way to prove ownership applies only if you have filed a Schedule 13D, Schedule 13G, Form 3, Form 4 and/or Form 5, or amendments to those documents or updated forms, reflecting your ownership of the shares as of or before the date on which the one-year eligibility period begins. If you have filed one of these documents with the SEC, you may demonstrate your eligibility by submitting to the company:

(A) A copy of the schedule and/or form, and any subsequent amendments reporting a change in your ownership level;

(B) Your written statement that you continuously held the required number of shares for the one-year period as of the date of the statement; and

(C) Your written statement that you intend to continue ownership of the shares through the date of the company's annual or special meeting.

(c) Question 3: How many proposals may I submit?

Each shareholder may submit no more than one proposal to a company for a particular shareholders' meeting.

(d) Question 4: How long can my proposal be?

The proposal, including any accompanying supporting statement, may not exceed 500 words.

(e) Question 5: What is the deadline for submitting a proposal?

(1) If you are submitting your proposal for the company's annual meeting, you can in most cases find the deadline in last year's proxy statement. However, if the company did not hold an annual meeting last year, or has changed the date of its meeting for this year more than 30 days from last year's meeting, you can usually find the deadline in one of the company's quarterly reports on Form 10-Q or 10-QSB, or in shareholder reports of investment companies under Rule 30d-1 under the Investment Company Act of 1940. In order to avoid controversy, shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery.

(2) The deadline is calculated in the following manner if the proposal is submitted for a regularly scheduled annual meeting. The proposal must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting. However, if the company did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than 30 days from the date of the previous year's meeting, then the deadline is a reasonable time before the company begins to print and send its proxy materials.

(3) If you are submitting your proposal for a meeting of shareholders other than a regularly scheduled annual meeting, the deadline is a reasonable time before the company begins to print and send its proxy materials.

(f) Question 6: What if I fail to follow one of the eligibility or procedural requirements explained in answers to Questions 1 through 4 of this Rule 14a-8?

(1) The company may exclude your proposal, but only after it has notified you of the problem, and you have failed adequately to correct it. Within 14 calendar days of receiving your proposal, the company must notify you in writing of any procedural or eligibility deficiencies, as well as of the time frame for your response. Your response must be postmarked, or transmitted electronically, no later than 14 days from the date you received the company's notification. A company need not provide you such notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline. If the company intends to exclude the proposal, it will later have to make a submission under Rule 14a-8 and provide you with a copy under Question 10 below, Rule 14a-8(j).

(2) If you fail in your promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of your proposals from its proxy materials for any meeting held in the following two calendar years.

(g) Question 7: Who has the burden of persuading the Commission or its staff that my proposal can be excluded?

Except as otherwise noted, the burden is on the company to demonstrate that it is entitled to exclude a proposal.

(h) Question 8: Must I appear personally at the shareholders' meeting to present the proposal?

(1) Either you, or your representative who is qualified under state law to present the proposal on your behalf, must attend the meeting to present the proposal. Whether you attend the meeting yourself or send a qualified representative to the meeting in your place, you should make sure that you, or your representative, follow the proper state law procedures for attending the meeting and/or presenting your proposal.

(2) If the company holds its shareholder meeting in whole or in part via electronic media, and the company permits you or your representative to present your proposal via such media, then you may appear through electronic media rather than traveling to the meeting to appear in person.

(3) If you or your qualified representative fail to appear and present the proposal, without good cause, the company will be permitted to exclude all of your proposals from its proxy materials for any meetings held in the following two calendar years.

(i) Question 9: If I have complied with the procedural requirements, on what other bases may a company rely to exclude my proposal?

(1) ***Improper Under State Law:*** If the proposal is not a proper subject for action by shareholders under the laws of the jurisdiction of the company's organization;

Note to paragraph (i)(1): Depending on the subject matter, some proposals are not considered proper under state law if they would be binding on the company if approved by shareholders. In our experience, most proposals that are cast as recommendations or requests that the board of directors take specified action are proper under state law. Accordingly, we will assume that a proposal drafted as a recommendation or suggestion is proper unless the company demonstrates otherwise.

(2) ***Violation of Law:*** If the proposal would, if implemented, cause the company to violate any state, federal, or foreign law to which it is subject;

Note to paragraph (i)(2): We will not apply this basis for exclusion to permit exclusion of a proposal on grounds that it would violate foreign law if compliance with the foreign law would result in a violation of any state or federal law.

(3) ***Violation of Proxy Rules:*** If the proposal or supporting statement is contrary to any of the Commission's proxy rules, including Rule 14a-9, which prohibits materially false or misleading statements in proxy soliciting materials;

(4) ***Personal Grievance; Special Interest:*** If the proposal relates to the redress of a personal claim or grievance against the company or any other person, or if it is designed to result in a benefit to you, or to further a personal interest, which is not shared by the other shareholders at large;

(5) ***Relevance:*** If the proposal relates to operations which account for less than 5 percent of the company's total assets at the end of its most recent fiscal year, and for less than 5 percent of its net earnings and gross sales for its most recent fiscal year, and is not otherwise significantly related to the company's business;

(6) ***Absence of Power/Authority:*** If the company would lack the power or authority to implement the proposal;

(7) ***Management Functions:*** If the proposal deals with a matter relating to the company's ordinary business operations;

(8) ***Relates to Election:*** If the proposal relates to a nomination or an election for membership on the company's board of directors or analogous governing body or a procedure for such nomination or election;

(9) **Conflicts with Company's Proposal:** If the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting;

Note to paragraph (i)(9): A company's submission to the Commission under this Rule 14a-8 should specify the points of conflict with the company's proposal.

(10) **Substantially Implemented:** If the company has already substantially implemented the proposal;

(11) **Duplication:** If the proposal substantially duplicates another proposal previously submitted to the company by another proponent that will be included in the company's proxy materials for the same meeting;

(12) **Resubmissions:** If the proposal deals with substantially the same subject matter as another proposal or proposals that has or have been previously included in the company's proxy materials within the preceding 5 calendar years, a company may exclude it from its proxy materials for any meeting held within 3 calendar years of the last time it was included if the proposal received:

(i) Less than 3% of the vote if proposed once within the preceding 5 calendar years;

(ii) Less than 6% of the vote on its last submission to shareholders if proposed twice previously within the preceding 5 calendar years; or

(iii) Less than 10% of the vote on its last submission to shareholders if proposed three times or more previously within the preceding 5 calendar years; and

(13) **Specific Amount of Dividends:** If the proposal relates to specific amounts of cash or stock dividends.

(j) Question 10: What procedures must the company follow if it intends to exclude my proposal?

(1) If the company intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission. The company must simultaneously provide you with a copy of its submission. The Commission staff may permit the company to make its submission later than 80 days before the company files its definitive proxy statement and form of proxy, if the company demonstrates good cause for missing the deadline.

(2) The company must file six paper copies of the following:

(i) The proposal;

(ii) An explanation of why the company believes that it may exclude the proposal, which should, if possible, refer to the most recent applicable authority, such as prior Division letters issued under the rule; and

(iii) A supporting opinion of counsel when such reasons are based on matters of state or foreign law.

(k) Question 11: May I submit my own statement to the Commission responding to the company's arguments?

Yes, you may submit a response, but it is not required. You should try to submit any response to us, with a copy to the company, as soon as possible after the company makes its submission. This way, the Commission staff will have time to consider fully your submission before it issues its response. You should submit six paper copies of your response.

(l) Question 12: If the company includes my shareholder proposal with its proxy materials, what information about me must it include along with the proposal itself?

(1) The company's proxy statement must include your name and address, as well as the number of the company's voting securities that you hold. However, instead of providing that information, the company may instead include a statement that it will provide the information to shareholders promptly upon receiving an oral or written request.

(2) The company is not responsible for the contents of your proposal or supporting statement.

(m) Question 13: What can I do if the company includes in its proxy statement reasons for why it believes shareholders should not vote in favor of my proposal, and I disagree with some of the statements?

(1) The company may elect to include in its proxy statement reasons why it believes shareholders should vote against your proposal. The company is allowed to make arguments reflecting its own point of view, just as you may express your own point of view in your proposal's supporting statement.

(2) However, if you believe that the company's opposition to your proposal contains materially false or misleading statements that may violate our anti-fraud rule, Rule 14a-9, you should promptly send to the Commission staff and the company a letter explaining the reasons for your view, along with a copy of the company's statements opposing your proposal. To the extent possible, your letter should include specific factual information demonstrating the inaccuracy of the company's claims. Time permitting, you may wish to try to work out your differences with the company by yourself before contacting the Commission staff.

(3) We require the company to send you a copy of its statements opposing your proposal before it sends its proxy materials, so that you may bring to our attention any materially false or misleading statements, under the following timeframes:

(i) If our no-action response requires that you make revisions to your proposal or supporting statement as a condition to requiring the company to include it in its proxy materials, then the company must provide you with a copy of its opposition statements no later than 5 calendar days after the company receives a copy of your revised proposal; or

(ii) In all other cases, the company must provide you with a copy of its opposition statements no later than 30 calendar days before it files definitive copies of its proxy statement and form of proxy under Rule 14a-6.

Toton, Rebekah

From: Heyduk, Shelly
Sent: Friday, December 12, 2008 9:21 PM
To: rerailer@earthlink.net
Cc: Karen Gruen
Subject: Alaska Air Group -- Shareholder Proposals

Attachments: Ltr to Foley.PDF

Mr. Foley,

On behalf of Alaska Air Group, the attached letter was sent to you today by facsimile and certified mail in accordance with Rule 14a-8(f) under the Exchange Act.

Regards,
Shelly Heyduk



Ltr to Foley.PDF
(393 KB)

Shelly A. Heyduk ▪ O'Melveny & Myers LLP
610 Newport Center Drive ▪ Suite 1700 ▪ Newport Beach, CA 92660-9429
Direct Dial (949) 823-7968 ▪ Fax (949) 823-6994 ▪ sheyduk@omm.com

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Toton, Rebekah

From: Heyduk, Shelly
Sent: Friday, December 12, 2008 9:24 PM
To: stevenieman@mac.com
Cc: Karen Gruen
Subject: Alaska Air Group -- Shareholder Proposals

Attachments: Ltr to Foley.PDF

Mr. Nieman,

On behalf of Alaska Air Group, the attached letter was sent to you today by facsimile and certified mail in accordance with Rule 14a-8(f) under the Exchange Act.

Regards,
Shelly Heyduk



Ltr to Foley.PDF
(393 KB)

Shelly A. Heyduk • O'Melveny & Myers LLP

610 Newport Center Drive • Suite 1700 • Newport Beach, CA 92660-9429
Direct Dial (949) 823-7968 • Fax (949) 823-6994 • sheyduk@omm.com

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EXHIBIT C

STEVE NIEMAN, President
The Ownership Union® | www.ourunion.org
15204 NE 181st Loop, Brush Prairie, WA 98606
stevenieman@mac.com | home (360) 687-3187 | fax (360) 666-6483

December 19, 2008

Mr. Andor D. Turner, Esq.
of O'MELVENY & MYERS LLP
610 Newport Center Drive, 17th Floor
Newport Beach, CA 92660-6429

SENT VIA EMAIL (aterner@omm.com)
AND FAX (949-823-6994)

Dear Mr. Turner:

Mr. Foley asked that I respond to your Dec. 12, 2008 letter addressed to him concerning William Davidge, Terry Dayton and myself naming Mr. Foley as our proxy as we exercise our lawful rights as ALK stockholders to submit shareholder proposals to our company.

I disagree with both points you raised. Each of the three proposals sponsored by the ALK shareholders named above are duly qualified under SEC Rule 14a-8. The three of us asked Richard to be our communication-liaison proxy, which as you are aware, is our right as shareholders to seek counsel or assistance from anyone to aid in the legal exercise of our ownership rights. Over the last six years, Mr. Foley has voluntarily served in this capacity, and both Alaska Air Group, Inc. management and the staff of the U.S. SEC have accepted this arrangement.

Regarding my sponsor titled "Reforming Securities Class Actions": My proposal has a number of features that are not severable and should not be considered general in nature. The proposal to reimburse fees only applies to cases in which the waiver of the "fraud on the market" presumption would apply, just as the damages stipulation would only apply in those cases. Moreover, if the shareholders elect to adopt this resolution, the attorney's fees reimbursement is an important feature to help ensure that deterrence is maintained.

Contrary to the assertions made in your letter, I believe my proposal is consistent with Rule 14a-8 in all respects, and demand that it be included in Alaska Air Group's 2009 proxy statement as is. It is my belief that a majority would vote for it in the affirmative.

Sincerely,

Steve Nieman

email cc: Mr. Richard Foley
Mr. William Davidge
Mr. Terry Dayton
Ms. Karen Gruen, Esq.
Mr. Adam Pritchard

OWNERSHIP UNION (OU®)

15204 NE 181st Loop
P.O. Box 602
Brush Prairie, WA 98606
Fax: 360-666-6483

FASCIMILE

To: Andor Terner
c/o OM#M

Date: 12-19-08

Fax No: (949)823-6994

From: Steve Nieman

Cover Plus: |

Email: stevenieman@mac.com

Notes:

EXHIBIT D

Alaska Air Group, Inc.

VIA EMAIL

December 2, 2008

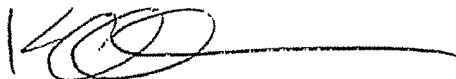
Mr. Stephen Nieman
15204 NE 181st Loop
Brush Prairie, WA 98606

Dear Mr. Nieman:

Your Rule 14a-8 proposal regarding Reforming Securities Class Actions was received in our office via email and fax on Friday, November 28, 2008.

Rule 14a-8 requires that you submit proof of beneficial ownership. Please forward your broker letter (a written statement from the record holder of ownership of securities) by email to karen.gruen@alaskaair.com or by fax at 206-392-5807. We must receive your proof of beneficial ownership within 14 days of your receipt of this notice. Please be aware that your proposal may be insufficient if this requirement is not met.

Sincerely,



Karen Gruen
Associate General Counsel/ Assistant Secretary

KAG/cw

cc: Richard Foley via email



Plan summary

HORIZON AIR SAVINGS INVESTMENT PLAN - 093852

View balance as of 12/04/2008

View up to 24 months of balance details.

Plan balance

View by Fund | Source | Asset class

Fund Number	Investments as of 12/04/2008	Units or Shares	Unit or Share Price	Balance	Percentage of Total Balance
4239	Alaska Air Group Stock Fund	405.753	\$24.39	\$9,896.32	

Balances shown reflect prices as of the last market close.

Paycheck deduction

View details and allocation | Change paycheck deduction or Annual increase

Annual increase

More plan details

- > Statements
- > Transaction history
- > Personal rate of return
- > Plan rules
- > Cost basis summary

Need help with a transaction?

- > Find out how transactions work

Asset mix »

Your asset mix is how your money is invested among stocks, bonds, and short-term reserves.

STEVE NIEMAN
15204 N.E. 181st Loop
Brush Prairie, WA 98006

Alaska Air Group, Inc.

VIA EMAIL

December 2, 2008

Mr. William B Davidge
51459 EM Watts Road
Scappoose, OR 97056

Dear Mr. Davidge:

Your Rule 14a-8 proposal regarding Cumulative Voting was received in our office via email and fax on Friday, November 28, 2008.

Please note we found a minor typographical error in paragraph 2 under "Statement of William Davidge" which will be corrected upon final printing

Rule 14a-8 requires that you submit proof of beneficial ownership. Please forward your broker letter (a written statement from the record holder of ownership of securities) by email to karen.gruen@alaskaair.com or by fax at 206-392-5807. We must receive your proof of beneficial ownership within 14 days of your receipt of this notice. Please be aware that your proposal may be insufficient if this requirement is not met

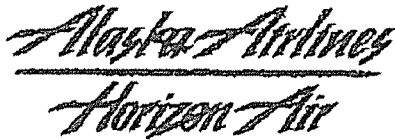
Sincerely,



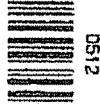
Karen Gruen
Associate General Counsel/ Assistant Secretary

KAG/cw

cc: Richard Foley via email



WILLIAM DAVIDGE
51459 SW EM WATTS RD
SCAPPOOSE OR 97056-4007



RETIREMENT PLAN STATEMENT

ACCOUNT SUMMARY: 04/01/2008 - 08/30/2008
HORIZON AIR SAVINGS INVESTMENT PLAN-- 093852

Your Investments (continued)

*Other Transactions may include plan recordkeeping, administrative or purchase/redemption fees; or other incoming or outgoing assets not specified above. For details, visit us online at www.vanguard.com.

Your Recommendations

Your Retirement Savings and Investing Recommendations

Savings. We estimate that you may be able to withdraw about \$2,569 a month from your retirement savings at Vanguard. To discuss your savings options, visit us online or call Vanguard at 800-523-1188

Investments. A heavy concentration in company stock may increase the risk of your investments. To review your mix, call Vanguard at 800-523-1188 or go online at www.vanguard.com

Additional Account Details

Company Stock

	Shares	Closing Price	Ending Balance
Alaska Air Group Stock	1,998.46	\$15.34	\$30,656.38

Alaska Air Group, Inc.

VIA EMAIL

December 2, 2008

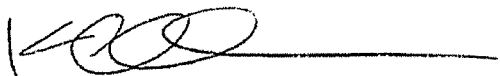
Mr Terry Dayton
10510 E. 6th Avenue
Spokane Valley, WA 99206

Dear Mr. Dayton:

Your Rule 14a-8 proposal regarding Cumulative Voting was received in our office via email and fax on Friday, November 28, 2008.

Rule 14a-8 requires that you submit proof of beneficial ownership. Please forward your broker letter (a written statement from the record holder of ownership of securities) by email to karen.gruen@alaskaair.com or by fax at 206-392-5807. We must receive your proof of beneficial ownership within 14 days of your receipt of this notice. Please be aware that your proposal may be insufficient if this requirement is not met.

Sincerely,



Karen Gruen
Associate General Counsel/ Assistant Secretary

KAG/cw

cc: Richard Foley via email

Vanguard - Plan summary



Plan summary

HORIZON AIR SAVINGS INVESTMENT PLAN - 093852

TERRY DAYTON

Plan balance

View balance as of 12/08/2008 View up to 24 months of balance details.

View by Fund | Source | Asset class

Fund Number	Investments as of 12/08/2008	Units or Shares	Unit or Share Price	Balance	Percentage of Total Balance
4239	Alaska Air Group Stock Fund	380.474	\$26.90	\$10,234.75	11.11%
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

Vested balance as of 12/08/2008 \$20,100.18

Balances shown reflect prices as of the last market close.

Paycheck deduction

View details and allocation | Change paycheck deduction or Annual increase

Paycheck deduction 10% Annual increase Enroll now

More plan details

- > Statements
- > Transaction history
- > Personal rate of return
- > Plan rules
- > Cost basis summary

Asset mix >>

Your asset mix is how your money is invested among stocks, bonds, and short-term reserves.



[REDACTED]

Need help with a transaction?

- > Find out how transactions work