

TRAVELCENTERS OF AMERICA LLC
Form 10-Q
August 07, 2012
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2012

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 001-33274

TRAVELCENTERS OF AMERICA LLC

(Exact name of registrant as specified in its charter)

Delaware

20-5701514

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(State or Other Jurisdiction of Incorporation or Organization)

(I.R.S. Employer Identification No.)

24601 Center Ridge Road, Suite 200, Westlake, OH 44145-5639

(Address of Principal Executive Offices)

(440) 808-9100

(Registrant's Telephone Number, Including Area Code)

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

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

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

Large accelerated filer

Accelerated filer

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

Smaller reporting company

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

Number of Common Shares outstanding at August 2, 2012: 28,809,871 common shares.

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As used herein the terms we , us , our and TA include TravelCenters of America LLC and its consolidated subsidiaries unless otherwise expressly stated or the context otherwise requires.

Table of Contents**Part I. Financial Information****Item 1. Financial Statements****TravelCenters of America LLC****Condensed Consolidated Balance Sheets (Unaudited)**

(in thousands)

	June 30, 2012	December 31, 2011
Assets		
Current assets:		
Cash and cash equivalents	\$ 129,386	\$ 118,255
Accounts receivable (less allowance for doubtful accounts of \$1,514 as of June 30, 2012, and \$1,679 as of December 31, 2011)	155,018	130,672
Inventories	165,290	168,267
Other current assets	62,579	67,056
Total current assets	512,273	484,250
Property and equipment, net	523,713	479,943
Intangible assets, net	20,185	21,957
Other noncurrent assets	29,440	30,381
Total assets	\$ 1,085,611	\$ 1,016,531
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	\$ 178,276	\$ 149,051
Current HPT Leases liabilities	26,027	25,073
Other current liabilities	140,528	113,624
Total current liabilities	344,831	287,748
Noncurrent HPT Leases liabilities	358,145	364,369
Other noncurrent liabilities	47,280	45,813
Total liabilities	750,256	697,930
Commitments and contingencies		
Shareholders' equity:		
Common shares, no par value, 31,684 shares authorized at June 30, 2012, and December 31, 2011, and 28,810 and 28,776 shares issued and outstanding at June 30, 2012, and December 31, 2011, respectively	603,731	602,636
Accumulated other comprehensive income	1,126	1,134
Accumulated deficit	(269,502)	(285,169)
Total shareholders' equity	335,355	318,601
Total liabilities and shareholders' equity	\$ 1,085,611	\$ 1,016,531

The accompanying notes are an integral part of these condensed consolidated financial statements.

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TravelCenters of America LLC

Condensed Consolidated Statements of Operations and Comprehensive Income (Unaudited)

(in thousands, except per share data)

	Three Months Ended June 30,	
	2012	2011
Revenues:		
Fuel	\$ 1,689,007	\$ 1,762,020
Nonfuel	348,743	329,508
Rent and royalties	3,757	3,429
Total revenues	2,041,507	2,094,957
Cost of goods sold (excluding depreciation):		
Fuel	1,592,870	1,676,236
Nonfuel	154,414	142,345
Total cost of goods sold (excluding depreciation)	1,747,284	1,818,581
Operating expenses:		
Site level operating	176,088	171,183
Selling, general & administrative	24,366	22,206
Real estate rent	49,364	47,827
Depreciation and amortization	12,388	11,007
Total operating expenses	262,206	252,223
Income from operations	32,017	24,153
Income from equity investees	662	396
Acquisition costs	(316)	(446)
Interest income	360	172
Interest expense	(2,482)	(2,216)
Income before income taxes	30,241	22,059
Provision for income taxes	389	231
Net income	\$ 29,852	\$ 21,828
Other comprehensive income (loss), net of tax:		
Foreign currency translation adjustment, net of taxes of \$(50) and \$13, respectively	(127)	35
Other	(3)	39
Comprehensive income	\$ 29,722	\$ 21,902
Net income per share:		
Basic and diluted	\$ 1.04	\$ 1.00

The accompanying notes are an integral part of these condensed consolidated financial statements.

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TravelCenters of America LLC

Condensed Consolidated Statements of Operations and Comprehensive Income (Unaudited)

(in thousands, except per share data)

	Six Months Ended June 30,	
	2012	2011
Revenues:		
Fuel	\$ 3,372,200	\$ 3,255,306
Nonfuel	656,897	614,886
Rent and royalties	7,279	6,879
Total revenues	4,036,376	3,877,071
Cost of goods sold (excluding depreciation):		
Fuel	3,207,617	3,108,644
Nonfuel	291,184	262,568
Total cost of goods sold (excluding depreciation)	3,498,801	3,371,212
Operating expenses:		
Site level operating	346,225	334,761
Selling, general & administrative	47,533	43,408
Real estate rent	98,879	95,137
Depreciation and amortization	24,230	22,629
Total operating expenses	516,867	495,935
Income from operations	20,708	9,924
Income from equity investees	462	217
Acquisition costs	(458)	(446)
Interest income	582	336
Interest expense	(4,994)	(4,324)
Income before income taxes	16,300	5,707
Provision for income taxes	633	451
Net income	\$ 15,667	\$ 5,256
Other comprehensive income (loss), net of tax:		
Foreign currency translation adjustment, net of taxes of \$(3) and \$77, respectively	(4)	211
Other	(4)	43
Comprehensive income	\$ 15,659	\$ 5,510
Net income per share:		
Basic and diluted	\$ 0.54	\$ 0.26

The accompanying notes are an integral part of these condensed consolidated financial statements.

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TravelCenters of America LLC

Condensed Consolidated Statements of Cash Flows (Unaudited)

(in thousands)

	Six Months Ended June 30,	
	2012	2011
Cash flows from operating activities:		
Net income	\$ 15,667	\$ 5,256
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Noncash rent expense adjustments	(4,772)	(2,552)
Share based compensation expense	1,095	1,152
Depreciation and amortization expense	24,230	22,629
Income from equity investees	(462)	(217)
Distribution from equity investee	2,000	
Amortization of deferred financing costs	175	142
Deferred income tax provision	208	104
Provision for doubtful accounts	14	217
Changes in assets and liabilities, net of effects of acquired businesses:		
Accounts receivable	(24,364)	(83,084)
Inventories	4,217	(7,336)
Other current assets	4,160	(9,784)
Accounts payable and other current liabilities	57,965	67,267
Other, net	167	(726)
Net cash provided by (used in) operating activities	80,300	(6,932)
Cash flows from investing activities:		
Proceeds from sales of improvements to HPT	18,065	35,863
Acquisitions of businesses, net of cash acquired	(17,830)	(31,216)
Capital expenditures	(68,392)	(38,516)
Proceeds from asset sales	111	80
Net cash used in investing activities	(68,046)	(33,789)
Cash flows from financing activities:		
Proceeds from issuance of common shares, net		53,135
Proceeds from borrowings on revolving credit facility		(1,000)
Repayment of borrowings on revolving credit facility		1,000
Payment of deferred financing fees	(22)	
Sale/leaseback financing obligation payments	(1,098)	(1,023)
Net cash provided by (used in) financing activities	(1,120)	52,112
Effect of exchange rate changes on cash	(3)	24
Net increase in cash	11,131	11,415
Cash and cash equivalents at the beginning of the period	118,255	125,396
Cash and cash equivalents at the end of the period	\$ 129,386	\$ 136,811
Supplemental disclosure of cash flow information:		
Interest paid (including rent classified as interest)	\$ 4,781	\$ 4,727
Income taxes paid (net of refunds)	950	609

The accompanying notes are an integral part of these condensed consolidated financial statements.

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TravelCenters of America LLC

Notes to Condensed Consolidated Financial Statements (Unaudited)

(dollars and shares in thousands, except per share amounts)

1. Basis of Presentation, Business Description and Organization

TravelCenters of America LLC, which we refer to as the Company or we, us and our, operates and franchises travel centers under the TravelCenters of America, TA, Petro Stopping Centers and Petro brands primarily along the U.S. interstate highway system. Our customers include long haul trucking fleets and their drivers, independent truck drivers and motorists.

Our travel centers typically include over 20 acres of land and offer customers diesel fuel and gasoline as well as nonfuel products and services such as truck repair and maintenance services, full service restaurants, quick service restaurants, travel and convenience stores and other driver amenities. We also collect rents and franchise royalties from our franchisees.

At June 30, 2012, our business included 240 travel centers in 41 states and in Canada, 170 of which were operated under the Travel Centers of America or TA brand names and 70 of which were operated under the Petro Stopping Centers or Petro brand name. Of these 240 travel centers, we operated 198, which we refer to as Company operated sites, and our franchisees operated 42. Of the 240 travel centers comprising our business at June 30, 2012, we owned 19 of the travel centers and we leased 145 of our TA branded sites and 40 of our Petro branded sites under leases with subsidiaries of Hospitality Properties Trust, or HPT, which we refer to as the TA Lease and Petro Lease, respectively, and which we refer to collectively as the HPT Leases. We sublease to franchisees 10 of the travel centers we lease under the TA Lease. In addition, we operate four other travel centers pursuant to lease or management agreements with parties other than HPT, including two sites owned by a joint venture in which we have a minority investment. See Note 5 for a further description of the HPT Leases and our joint venture investment.

The financial information for the three and six months ended June 30, 2011, included in the accompanying financial statements and notes thereto were revised from the amounts previously reported for those periods. Specifically, depreciation and amortization expense was decreased by \$87 and \$180, respectively, and interest expense was decreased by \$74 and \$148, respectively. These revisions increased our net income for the three and six months ended June 30, 2011, by \$161 and \$328, or \$0.01 and \$0.02 per share, respectively. We have determined that the effects of these revisions were not material. For more information about these revisions, see the Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended December 31, 2011, or our Annual Report.

The accompanying condensed consolidated financial statements are unaudited. These unaudited financial statements have been prepared in accordance with U.S. generally accepted accounting principles, or GAAP, applicable for interim financial statements. The disclosures do not include all the information necessary for complete financial statements in accordance with GAAP. These unaudited interim financial statements should be read in conjunction with the consolidated financial statements and notes contained in our Annual Report. In the opinion of our management, all adjustments, which include normal recurring adjustments, considered necessary for a fair presentation have been included. While our revenues are modestly seasonal, the quarterly variations in our operating results may reflect greater seasonal differences because our rent and certain other costs do not vary seasonally. For this and other reasons, our operating results for interim periods are not necessarily indicative of the results that may be expected for the full year.

Recently Issued Accounting Pronouncements

In June 2011, the Financial Accounting Standards Board (FASB) issued ASC Topic No. 220, *Comprehensive Income*, which amended its guidance on the presentation of comprehensive income in financial statements with a stated intention of improving the comparability, consistency and transparency of financial reporting and to increase the prominence of items that are recorded in other comprehensive income. The new accounting guidance requires entities to report components of comprehensive income in either (1) a single statement that presents net income and comprehensive income, or (2) a separate statement of comprehensive income immediately following the income statement. Companies are no longer allowed to present comprehensive income on the statement of changes in shareholders' equity. In both options, companies must present the components of net income, total net income, the components of other comprehensive income, total other comprehensive income and total comprehensive income. In addition, in December 2011, the FASB issued an amendment to the standard that deferred the requirement to present components of reclassifications of other comprehensive income on the face of the income statement. The provisions of both pieces of new guidance are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, and requires retrospective application for all periods presented. Our adoption of this new standard, which was effective January 1, 2012, affected our presentation of comprehensive income but did not otherwise affect our financial position or results of operations.

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TravelCenters of America LLC

Notes to Condensed Consolidated Financial Statements (Unaudited)

(dollars and shares in thousands, except per share amounts)

2. Earnings Per Share

Unvested shares issued under our share award plan are deemed participating securities because they participate equally in earnings with all of our other common shares. In May 2011, we issued 10,000 shares in a public offering. The following table presents a reconciliation from net income to the net income available to common shareholders and the related earnings per share.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Net income, as reported	\$ 29,852	\$ 21,828	\$ 15,667	\$ 5,256
Less: net income attributable to participating securities	1,715	1,400	901	369
Net income available to common shareholders	\$ 28,137	\$ 20,428	\$ 14,766	\$ 4,887
Weighted average common shares(1)	27,141	20,480	27,130	18,557
Basic and diluted net income per share	\$ 1.04	\$ 1.00	\$ 0.54	\$ 0.26

(1) Excludes the unvested shares granted under our share award plan. The number of unvested participating shares as of the three and six months ended June 30, 2012 and 2011, was 1,655 and 1,403, respectively.

3. Inventories

Inventories consisted of the following:

	June 30,	December 31,
	2012	2011
Nonfuel merchandise	\$ 129,596	\$ 128,341
Petroleum products	35,694	39,926
Total inventories	\$ 165,290	\$ 168,267

4. Acquisitions

In March 2012, we acquired a travel center in Georgia for \$5,601 and we accounted for this transaction as a business combination. We operate this travel center as a Petro Stopping Center.

In April 2012, we acquired a travel center in Pennsylvania for \$7,541 and we accounted for this transaction as a business combination. This travel center was formerly operated by a franchisee as a Petro Stopping Center and we now operate this travel center for our own account as a Petro Stopping Center.

In June 2012, we acquired two travel centers in Michigan. We purchased these properties for an aggregate amount of \$4,769 and we accounted for this transaction as a business combination. We operate these travel centers as TravelCenters of America sites.

We have included the results of these acquired sites in our condensed consolidated financial statements from their respective dates of acquisition. The pro forma impact of including the results of operations of the acquired business from the beginning of the period is not material to our condensed consolidated results of operations. The following table summarizes the amounts assigned, based on their fair values, to the assets we acquired and liabilities we assumed in the business combinations described above.

Table of Contents**TravelCenters of America LLC****Notes to Condensed Consolidated Financial Statements (Unaudited)****(dollars and shares in thousands, except per share amounts)**

Cash	\$	81
Inventories		1,241
Other current assets		19
Property and equipment		16,572
Other noncurrent assets		45
Other current liabilities		(47)
Total purchase price	\$	17,911

In July 2012, we acquired four travel centers in Indiana (three of which had been operated as Petro Stopping Centers by a franchisee) and a travel center in New Mexico for an aggregate amount of \$22,133, net of cash acquired. We expect to account for these transactions as business combinations.

During the three and six months ended June 30, 2012, we incurred and charged to expense \$316 and \$458, respectively, of acquisition costs related to our business combination transactions. During the three and six months ended June 30, 2011, we incurred and charged to expense \$446 of acquisition costs.

5. Related Party Transactions*Relationship with HPT*

HPT is our former parent company, our principal landlord and our largest shareholder. We were created as a separate public company in 2007 as a result of our spin off from HPT. As of June 30, 2012, HPT owned 2,540 of our common shares, representing approximately 8.8% of our outstanding common shares. One of our Managing Directors, Mr. Barry Portnoy, is a managing trustee of HPT. Mr. Barry Portnoy's son, Mr. Adam Portnoy, is also a trustee of HPT, and his son-in-law is an executive officer of HPT. Our other Managing Director, Mr. Thomas O'Brien, who is also our President and Chief Executive Officer, was a former executive officer of HPT. In addition, one of our Independent Directors, Mr. Arthur Koumantzelis, was a trustee of HPT at the time we were created. Mr. Koumantzelis resigned and ceased to be a trustee of HPT shortly before he joined our Board of Directors in 2007.

We have two leases with HPT, the TA Lease and the Petro Lease, pursuant to which we currently lease 185 travel centers from HPT. Our TA Lease is for 145 travel centers that we operate under the TravelCenters of America or TA brand names. Our Petro Lease is for 40 travel centers that we operate under the Petro brand name. The TA Lease expires on December 31, 2022. The Petro Lease expires on June 30, 2024, and may be extended by us for up to two additional periods of 15 years each. The HPT Leases are triple net leases, which require us to pay all costs incurred in the operation of the leased travel centers, including personnel, utilities, acquiring inventories, services to customers, insurance, real estate and personal property taxes, environmental related expenses and ground lease payments, if any. We also are required to generally

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indemnify HPT for certain environmental matters and for liabilities that arise from ownership or operation of the leased travel centers.

Effective February 1, 2012, the annual rent amount payable under the TA Lease increased by \$5,000 pursuant to the final fixed rent increase included in the HPT Leases. Effective January 2012, we began to accrue percentage rent payable to HPT under the TA Lease, which is based on the excess of our fuel and nonfuel revenues over the 2011 period. The percentage rent is paid to HPT quarterly in arrears. The total amount of this percentage rent recognized as expense during the three and six months ended June 30, 2012 was \$326 and \$1,055, respectively.

Under the HPT Leases, we may request that HPT purchase approved amounts for renovations, improvements and equipment at the leased travel centers, in return for annual rent increases according to the following formula: the rent per year will be increased by an amount equal to the amount paid by HPT multiplied by the greater of (i) 8.5% or (ii) a benchmark U.S. Treasury interest rate plus 3.5%. During the six months ended June 30, 2012, pursuant to the terms of the HPT Leases, we sold to HPT \$18,065 of improvements we previously made to properties leased from HPT, and as a result, our annual rent payable to HPT increased by approximately \$1,535. As of June 30, 2012, our property and equipment balance included \$13,236 for similar improvements we have made to HPT owned sites that we expect to request that HPT purchase from us for an increase in future rent; however, HPT is not obligated to fund such amounts.

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TravelCenters of America LLC

Notes to Condensed Consolidated Financial Statements (Unaudited)

(dollars and shares in thousands, except per share amounts)

The following table summarizes the various amounts related to our HPT Leases that are reflected in our operating results and a reconciliation of those amounts to our consolidated financial statements:

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2012	2011	2012	2011
Cash payments for rent for HPT Leases (1)	\$ 51,713	\$ 48,966	\$ 103,314	\$ 97,465
Accrued estimated percentage rent not yet paid	208		208	
Required straight line rent adjustments	(1,013)	421	(1,551)	2,236
Less interest paid on deferred rent obligation				(1,450)
Less sale/leaseback financing obligation amortization	(549)	(438)	(1,098)	(1,023)
Less portion of rent payments recognized as interest expense	(1,810)	(1,921)	(3,620)	(3,694)
Less deferred tenant improvements allowance amortization	(1,692)	(1,692)	(3,384)	(3,384)
Rent expense related to HPT Leases	46,857	45,336	93,869	90,150
Rent paid to others (2)	2,453	2,448	4,847	4,892
Straight line rent adjustments for other leases	54	43	163	95
Total real estate rent expense	\$ 49,364	\$ 47,827	\$ 98,879	\$ 95,137

(1) Includes the final payment for interest on TA's deferred rent obligation made in January 2011.

(2) Includes rent paid directly to HPT's landlords under leases for properties we sublease from HPT.

The following table summarizes the various amounts related to our HPT Leases that are included in our balance sheets.

	June 30, 2012	December 31, 2011
Current HPT Leases liabilities:		
Accrued rent	\$ 16,984	\$ 16,109
Current portion of sale/leaseback financing obligation (1)	2,274	2,195
Total current HPT Leases obligations	19,258	18,304
Current portion of deferred tenant improvements allowance(2)	6,769	6,769
Total Current HPT Leases liabilities	\$ 26,027	\$ 25,073

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Noncurrent HPT Leases liabilities:

Deferred rent obligation (3)	\$	150,000	\$	150,000
Sale/leaseback financing obligation (1)		96,588		97,765
Straight line rent accrual (4)		47,257		48,920
Total noncurrent HPT Lease obligations		293,845		296,685
Deferred tenant improvements allowance (2)		64,300		67,684
Total Noncurrent HPT Lease liabilities	\$	358,145	\$	364,369

(1) *Sale/leaseback Financing Obligation.* GAAP governing the transactions related to our entering the TA Lease required us to recognize in our consolidated balance sheet the leased assets at thirteen of the travel centers previously owned by our predecessor that we now lease from HPT because we sublease more than a minor portion of those travel centers to third parties, and one travel center did not qualify for operating lease treatment for other reasons. Accordingly, we recorded the leased assets at these travel centers at an amount equal to HPT's recorded initial carrying amounts, which were equal to their fair values, and recognized an equal amount of liability that is presented as sale/leaseback financing obligation in our consolidated balance sheet. We recognize a portion of the total rent payments to HPT related to these assets as amortization of the sale/leaseback financing obligation and a portion as interest expense in our consolidated statements of operations. We determined the allocation of these rent payments to the liability and to interest expense using the effective interest method. The amounts allocated to interest expense were \$1,810 and \$1,921, respectively, for the three months ended June 30, 2012 and 2011 and \$3,620 and \$3,694, respectively, during the six months ended June 30, 2012 and 2011.

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TravelCenters of America LLC

Notes to Condensed Consolidated Financial Statements (Unaudited)

(dollars and shares in thousands, except per share amounts)

(2) *Deferred Tenant Improvements Allowance.* Under the TA Lease, HPT provided us with a commitment to fund up to \$125,000 of capital projects at the leased sites, without an increase in rent payable by us, which amount HPT had fully funded by September 30, 2010, net of discounting to reflect our accelerated receipt of those funds. In connection with this commitment, we recognized a liability for the deferred rent related to this tenant improvements allowance. This deferred tenant improvements allowance was initially recorded at an amount equal to the leasehold improvements receivable we recognized for the discounted value of the then expected future amounts to be received from HPT, based upon our then expected timing of receipt of those tenant improvements funding payments. We amortize the deferred tenant improvements allowance on a straight line basis over the term of the TA Lease as a reduction of rent expense.

(3) *Deferred Rent Obligation.* Pursuant to our rent deferral agreement with HPT, through December 31, 2010, we deferred a total of \$150,000 of rent payable to HPT. The deferred rent obligation is payable in two installments, \$107,085 in December 2022 and \$42,915 in June 2024. This obligation does not bear interest, unless certain events of default or other events occur, including a change of control of us.

(4) *Straight Line Rent Accrual.* The TA Lease included scheduled rent increases over the lease term, as do certain of the leases for properties we sublease from HPT but pay the rent directly to HPT's landlords. We recognize the effects of those scheduled rent increases in rent expense over the lease terms on a straight line basis, with offsetting entries to this accrual balance.

Relationship with RMR

Reit Management & Research LLC, or RMR, provides business management and shared services to us pursuant to a business management and shared services agreement, or our business management agreement. RMR also provides building management services to us for our headquarters building pursuant to a property management agreement. Under our business management agreement with RMR, we acknowledge that RMR also provides management services to other companies, including HPT. One of our Managing Directors, Mr. Barry Portnoy, is Chairman, majority owner and an employee of RMR. Mr. Barry Portnoy's son, Mr. Adam Portnoy, is an owner of RMR and serves as President, Chief Executive Officer and director of RMR. Our other Managing Director, Mr. Thomas O'Brien, who is also our President and Chief Executive Officer, is also an Executive Vice President of RMR. Mr. Andrew Rebbholz, our Executive Vice President, Chief Financial Officer and Treasurer, and Mr. Mark Young, our Executive Vice President and General Counsel, are each a Senior Vice President of RMR. HPT's executive officers are officers of RMR. Our Independent Directors also serve as independent directors or independent trustees of other public companies to which RMR provides management services. Mr. Barry Portnoy serves as a managing director or managing trustee of those companies and Mr. Adam Portnoy serves as a managing trustee of a majority of those companies.

Pursuant to our business management agreement with RMR, we incurred expenses of \$2,732 and \$2,548 for the three months ended June 30, 2012 and 2011, respectively, and \$5,054 and \$4,682 for the six months ended June 30, 2012 and 2011, respectively. In connection with our property management agreement with RMR, we incurred property management fees of \$30 and \$60 for the three and six months ended June 30, 2012, respectively. These amounts are included in selling, general and administrative expenses in our condensed consolidated financial statements.

Relationship with AIC

We, RMR, HPT and five other companies to which RMR provides management services each currently own 12.5% of Affiliates Insurance Company, or AIC, an Indiana insurance company. One of those five other companies became a shareholder of AIC during the quarter ended June 30, 2012. All of our Directors and nearly all of the trustees and directors of the other AIC shareholders currently serve on the board of directors of AIC. RMR provides management and administrative services to AIC pursuant to a management and administrative services agreement with AIC. Although we own less than 20% of AIC, we use the equity method to account for this investment because we believe that we have significant influence over AIC because all of our Directors are also directors of AIC. Our investment in AIC had a carrying value of \$5,408 and \$5,291 as of June 30, 2012, and December 31, 2011, respectively. We recognized income of \$76 and \$48 for the three months ended June 30, 2012 and 2011, respectively, and \$121 and \$83 for the six months ended June 30, 2012 and 2011, respectively, related to this investment. We and the other shareholders of AIC have purchased property insurance providing \$500,000 of coverage pursuant to an insurance program arranged by AIC and with respect to which AIC is a reinsurer of certain coverage amounts. This program was modified and extended in June 2012 for a one year term and we paid a premium, including taxes and fees, of \$3,183 in connection with that renewal, which amount may be adjusted from time to time in response to our acquisition and disposition of properties that are included in that program. We are also currently investigating the possibilities to expand our insurance relationships with AIC to include other types of

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insurance. We may invest additional amounts in AIC in the future if the expansion of this insurance business requires additional capital, but we are not obligated to do so. By participating in this insurance business with RMR and the other companies to which RMR provides management services, we expect that we may benefit financially by possibly reducing our insurance expenses or by realizing our pro-rata share of any profits of this insurance business.

Relationship with PTP

We own a 40% interest in Petro Travel Plaza Holdings LLC, or PTP, and operate the two travel centers that PTP owns for which we receive management and accounting fees. The carrying value of our investment in PTP as of June 30, 2012 and December 31, 2011, was \$16,912 and \$18,571, respectively. During the three and six months ended June 30, 2012 and 2011, we recognized management and accounting fee income of \$200 and \$400, respectively. At June 30, 2012 and December 31, 2011, we had a net payable to PTP of \$1,115 and \$559, respectively.

During the three and six months ended June 30, 2012 and 2011, we recognized income of \$586 and \$341, respectively, and \$348 and \$134, respectively, related to this investment. In June 2012, we received a \$2,000 distribution from PTP that represented a return on our investment. Accordingly, this distribution is included in cash provided by operating activities in the accompanying statement of cash flows.

For further information about these and other such relationships and related person transactions, please see elsewhere in this Quarterly Report on Form 10-Q, including Management's Discussion and Analysis of Financial Condition and Results of Operations Related Party Transactions in Part I, Item 2 and Warning Concerning Forward Looking Statements, and our Annual Report, our Proxy Statement for our 2012 Annual Meeting of Shareholders dated March 16, 2012, or our Proxy Statement, and our other filings with the SEC, including Note 18 to our Consolidated Financial Statements included in our Annual Report, the sections captioned Warning Concerning Forward Looking Statements, Business and Management's Discussion and Analysis of Financial Condition and Results of Operations Related Party Transactions of our Annual Report and the section captioned Related Person Transactions and Company Review of Such Transactions and the information regarding our Directors and executive officers in our Proxy Statement. In addition, please see the section captioned Risk Factors of our Annual Report for a description of risks that may arise from these transactions and relationships. Our filings with the SEC, including our Annual Report and our Proxy Statement, are available at the SEC's website at www.sec.gov. In addition, copies of certain of our agreements with these related parties, including our leases, deferral agreement and related amendments with HPT, our business management agreement and property management agreement with RMR and our shareholders agreement with AIC and its shareholders, are also publicly available as exhibits to our public filings with the SEC and accessible at the SEC's website.

6. Commitments and Contingencies

Commitments

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As of June 30, 2012, we had entered agreements to acquire four travel centers for an aggregate amount of \$14,100 (plus the cost of saleable inventories). We completed the purchase of these travel centers during July 2012.

Guarantees

In the normal course of our business we periodically enter into agreements that contain guarantees or indemnification provisions. While we cannot estimate the maximum amount to which we may be exposed under these agreements, we do not believe that any potential guaranty or indemnification is likely to have a material adverse effect on our consolidated financial position or results of operations.

We offer a warranty of our workmanship in our truck service facilities, but we believe the annual warranty expense and corresponding liability are not material to us.

Environmental Matters

Extensive environmental laws regulate our operations and properties. These laws may require us to investigate and clean up hazardous substances, including petroleum products, released at our owned and leased properties. Governmental entities or third parties may hold us liable for property damage and personal injuries, and for investigation, remediation and monitoring costs incurred in connection with any contamination and regulatory compliance. We use both underground storage tanks and above ground storage tanks to store petroleum products and waste at our travel centers. We must comply with environmental laws regarding tank construction, integrity testing, leak detection and monitoring, overfill and spill control, release reporting and financial assurance for corrective action in the event of a release. At some locations we must also comply with environmental laws relative to vapor recovery or discharges to water. Under the terms of our leases, we generally have agreed to indemnify HPT for any environmental liabilities

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related to travel centers that we lease from HPT and we are required to pay all environmental related expenses incurred in the operation of the travel centers.

From time to time we have received, and in the future likely will receive, notices of alleged violations of environmental laws or otherwise have become or will become aware of the need to undertake corrective actions to comply with environmental laws at our travel centers. Investigatory and remedial actions were, and regularly are, undertaken with respect to releases of hazardous substances at our travel centers. In some cases we received, and may receive, contributions to partially offset our environmental costs from insurers, from state funds established for environmental clean up associated with the sale of petroleum products or from indemnitors who agreed to fund certain environmental related costs at travel centers purchased from those indemnitors. To the extent we incur material amounts for environmental matters for which we do not receive insurance or other third party reimbursement or for which we have not previously recorded a reserve, our operating results may be materially adversely affected. In addition, to the extent we fail to comply with environmental laws and regulations, or we become subject to costs and requirements not similarly experienced by our competitors, our competitive position may be harmed.

At June 30, 2012, we had a gross accrued liability of \$11,130 for environmental matters as well as a receivable for expected recoveries of certain of these estimated future expenditures of \$3,844, resulting in an estimated net amount of \$7,286 that we expect to need to fund from future cash flows. We do not have a reserve for unknown current or potential future environmental matters. Accrued liabilities related to environmental matters are recorded on an undiscounted basis because of the uncertainty associated with the timing of the related future payments. We do not precisely know the ultimate costs we will incur in connection with currently known or future potential environmental related violations, corrective actions, investigation and remediation; however, based on our current knowledge we do not expect that our net costs for such matters to be incurred at our travel centers, individually or in the aggregate, would be material to our financial condition or results of operations.

We have insurance of up to \$35,000 for certain environmental liabilities at certain of our travel centers that were known at the time the policies were issued, and up to \$60,000 for certain environmental liabilities not known by us at the time the policies were issued, subject, in each case, to certain limitations and deductibles. However, we can provide no assurance that we will be able to maintain similar environmental insurance coverage in the future on acceptable terms.

While the costs of our environmental compliance in the past have not had a material adverse impact on us, it is impossible to predict the ultimate effect changing circumstances and changing environmental laws may have on us in the future or the ultimate outcome of matters currently pending. We cannot be certain that contamination presently unknown to us does not exist at our sites, or that material liability will not be imposed on us in the future. If we discover additional environmental problems, or if government agencies impose additional environmental requirements, increased environmental compliance or remediation expenditures may be required, which could have a material adverse effect on us. In addition, legislation and regulation regarding climate change, including greenhouse gas emissions, and other environmental matters may be adopted or administered and enforced differently in the future, which could require us to expend significant amounts. For instance, federal and state governmental requirements addressing emissions from trucks and other motor vehicles, such as the U.S. Environmental Protection Agency's gasoline and diesel sulfur control requirements that limit the concentration of sulfur in motor vehicle gasoline and diesel fuel, could negatively impact our business. Further, legislation and regulations that limit carbon emissions also may cause our energy costs at our travel centers to increase.

Legal Proceedings

In July 2008, Riverside County in the State of California filed litigation against us in the Superior Court of California for Riverside County, seeking civil penalties and injunctive relief for alleged past violations of various state laws and regulations relating to management of underground storage tanks. In April 2009, the California Attorney General intervened in that case. In December 2010, the Attorney General and the Riverside County District Attorney filed a consolidated complaint in the Superior Court of California for Riverside County in which they combined the allegations of their previous separate complaints into a single complaint, seeking unspecified civil penalties and injunctive relief, and added as an additional defendant HPT TA Properties Trust, which is a subsidiary of HPT and a landlord under the TA Lease. Under the TA Lease, we are liable to indemnify HPT TA Properties Trust for any liabilities, costs and expenses it incurs in connection with this litigation. In October 2011, the parties reached an agreement to settle these claims for \$1,200, with a credit to us in the amount of \$250 for certain improvements that we have made to our Riverside County facility. We paid the cash portion of the settlement of \$950 in April 2012. The terms of the settlement include injunctive relief provisions requiring that TA comply with certain California environmental laws applicable to underground storage tank systems and the management of hazardous substances.

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In February 2012, Riverside County in the State of California performed its annual inspection of the underground storage tank systems at one of our sites and subsequently asserted that we were in violation of state laws and regulations governing the operation of those systems. We are in the process of reviewing the merits of these new claims and we have demanded indemnification from third parties who we believe may be responsible for these alleged violations.

In May 2010, the California Attorney General filed a litigation on behalf of the California State Water Resources Control Board, or SWRCB, against various defendants, including us, HPT TA Properties Trust, PTP and Tejon Development Corporation, or Tejon, in the Superior Court of California for Alameda County seeking unspecified civil penalties and injunctive relief for alleged violations of underground storage tank laws and regulations at various facilities in Kern and Merced counties. On July 26, 2010, the California Attorney General voluntarily dismissed this litigation against us and the other named defendants, and on September 2, 2010, refiled its complaint against the same defendants in the Superior Court of California for Merced County, seeking unspecified civil penalties and injunctive relief. The parties are presently engaged in discovery and the court has not yet set a date for a trial. We disagree with the Attorney General's allegations, and we intend to defend this lawsuit if a settlement is not reached. Under the TA Lease and our expired lease agreement with Tejon for a site that has since been closed, we are liable to indemnify HPT TA Properties Trust and Tejon for any liabilities, costs and expenses they incur in connection with this litigation.

Beginning in December 2006, a series of class action lawsuits was filed against numerous companies in the petroleum industry, including our predecessor and our subsidiaries, in U.S. district courts in over 20 states. Major petroleum refiners and retailers were named as defendants in one or more of these lawsuits. The plaintiffs in the lawsuits generally allege that they are retail purchasers who purchased motor fuel at temperatures greater than 60 degrees Fahrenheit at the time of sale. One theory alleges that the plaintiffs purchased smaller amounts of motor fuel than the amount for which defendants charged them because the defendants measured the amount of motor fuel they delivered by volumes which, at higher temperatures, contain less energy. A second theory alleges that fuel taxes are calculated in temperature adjusted 60 degree gallons and are collected by governmental agencies from suppliers and wholesalers, who are reimbursed in the amount of the tax by the defendant retailers before the fuel is sold to consumers. These tax cases allege that, when the fuel is subsequently sold to consumers at temperatures above 60 degrees, the retailers sell a greater volume of fuel than the amount on which they paid tax, and therefore reap unjust benefit because the customers pay more tax than the retailer pays. We believe that there are substantial factual and legal defenses to the theories alleged in these so called "hot fuel" lawsuits. The temperature cases seek nonmonetary relief in the form of an order requiring the defendants to install devices that display the temperature of the fuel and/or temperature correcting equipment on their retail fuel pumps and monetary relief in the form of damages, but the plaintiffs have not quantified the damages they seek. The tax cases also seek monetary relief. Plaintiffs have proposed a formula (which we dispute) to measure these damages as the difference between the amount of fuel excise taxes paid by defendants and the amount collected by defendants on motor fuel sales. Plaintiffs have taken the position in filings with the Court that under this approach, our damages for an eight-year period for one state would be approximately \$10,700. We deny liability and disagree with the plaintiffs positions. All of these cases have been consolidated in the U.S. District Court for the District of Kansas pursuant to multi-district litigation procedures. On May 28, 2010, that Court ruled that, with respect to two cases originally filed in the U.S. District Court for the District of Kansas, it would grant plaintiffs' motion to certify a class of plaintiffs seeking injunctive relief (implementation of fuel temperature equipment and/or posting of notices regarding the effect of temperature on fuel). On January 19, 2012, the Court amended its prior ruling, and certified a class with respect to plaintiffs' claims for damages as well. A TA entity was named in one of those two Kansas cases, but the Court ruled that the named plaintiffs were not sufficient to represent a class as to TA. Several defendants in the Kansas cases, including major petroleum refiners, have entered into multi-state settlements, which have not yet been approved by the Court. A trial against the remaining defendants in the Kansas cases is scheduled for August 27, 2012. The U.S. District Court for the District of Kansas has not issued a decision on class certification with respect to the remaining cases that have been consolidated in the multi-district litigation. Because various motions are pending, we cannot estimate our ultimate exposure to loss or liability, if any, related to these lawsuits. However, the continued cost of litigating these cases could be significant.

On April 6, 2009, five independent truck stop owners, who are plaintiffs in a purported class action suit against Comdata Network, Inc., or Comdata, in the U.S. District Court for the Eastern District of Pennsylvania, filed a motion to amend their complaint to add us as a defendant, which was allowed on March 25, 2010. The amended complaint also added as defendants Ceridian Corporation, Pilot Travel Centers LLC and Love's Travel Stops & Country Stores, Inc. Comdata markets fuel cards which are used for payments by trucking companies at truck stops. The amended complaint alleged antitrust violations arising out of Comdata's contractual relationships with truck stops in connection with its fuel cards. The plaintiffs have sought unspecified damages and injunctive relief. On March 24, 2011, the Court dismissed the claims against TA in the amended complaint, but granted plaintiffs leave to file a new amended complaint. Four independent truck stop owners, as plaintiffs, filed a new amended complaint against us on April 21, 2011, repleading their claims. On May 6, 2011, we renewed our motion to dismiss the complaint with prejudice while discovery otherwise proceeded. The Court denied our renewed motion to dismiss on March 29, 2012, and we filed an answer to the

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complaint on April 30, 2012. A trial schedule for the matter has not otherwise been set. We believe that there are substantial factual and legal defenses to the plaintiffs' claims against us, but that the costs to defend this case could be significant.

In addition to the legal proceedings referenced above, we are involved from time to time in various other legal and administrative proceedings, including tax audits, incidental to the ordinary course of our business, none of which we expect, individually or in the aggregate, to have a material adverse effect on our business, financial condition, results of operations or cash flows.

7. Income Taxes

Because we do not have sufficient history of generating taxable income we do not currently recognize in our income tax provision the future benefit of all of our deferred tax assets, including the tax benefit associated with our loss carry forwards from prior years. We will continue to assess our ability to generate taxable income during future periods in which our deferred tax assets may be realized. If and when we believe it is more likely than not that we will recover our deferred tax assets, we will reverse the valuation allowance as an income tax benefit in our consolidated statement of operations, which will affect our results of operations. As a result of certain trading in our shares during 2007, our 2007 federal net operating loss of \$50,346 and other tax credit carry forwards are generally not available to us for the purpose of offsetting future taxable income because of certain Internal Revenue Code provisions regarding changes in ownership of our common shares. As of December 31, 2011, we had an unrestricted available federal net operating loss carry forward of approximately \$146,268. Our federal, and the majority of our state, net operating loss carry forwards will begin to expire in 2027. Certain of our other state net operating loss carry forwards will begin to expire in 2012. In addition, certain states have temporarily suspended the use of net operating loss carry forwards.

For the three months ended June 30, 2012 and 2011, we recognized tax expense of \$389 and \$231, respectively, which included tax expense of \$232 and \$179, respectively, for state taxes on operating income that are payable without regard to our tax loss carry forwards. Tax expense also included \$52 in each quarter related to a noncash deferred liability arising from the amortization of indefinite lived intangible assets for tax purposes but not for GAAP purposes. For the three months ended June 30, 2012, tax expense also includes \$105 related to a noncash deferred liability arising from foreign currency translation adjustments which are unavailable to offset our deferred tax assets.

For the six months ended June 30, 2012 and 2011, we recognized tax expense of \$633 and \$451, respectively, which included tax expense of \$424 and \$347, respectively, for state taxes on operating income that are payable without regard to our tax loss carry forwards. Tax expense also included \$104 during each of the six month periods related to a noncash deferred liability arising from the amortization of indefinite lived intangible assets for tax purposes but not for GAAP purposes. For the six months ended June 30, 2012, tax expense also includes \$105 related to a noncash deferred liability arising from foreign currency translation adjustments which are unavailable to offset our deferred tax assets.

8. Other Information

Interest expense consisted of the following:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
HPT rent classified as interest	\$ 1,810	\$ 1,921	\$ 3,620	\$ 3,694
Amortization of deferred financing costs	88	71	175	142
Other	584	224	1,199	488
Interest expense	\$ 2,482	\$ 2,216	\$ 4,994	\$ 4,324

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

Overview (dollars in thousands)

The following discussion should be read in conjunction with the financial statements included elsewhere in this Quarterly Report on Form 10-Q, or this Quarterly Report, and in our Annual Report.

Our revenues and income are subject to potentially material changes as a result of the market prices of fuel, as well as the availability of these products. These factors are subject to the worldwide petroleum products supply chain, which historically has incurred price and supply volatility and, in some cases, shocks as a result of, among other things, severe weather, terrorism, political crises, wars and other military actions and variations in demand, which are often the result of changes in the macroeconomic environment. Over the past few years there has been significant volatility in the cost of fuel. During 2011, fuel prices generally rose during the first quarter of 2011 due in part to the political unrest in Northern Africa and the Middle East. Fuel prices began to decline during the second quarter of 2011, and during the second half of 2011 fuel prices generally continued to decline due to, among other reasons, concerns the U.S. and global economies were sliding into a recession. During the first half of 2012, prices have generally continued to decrease due to continued global economic concerns, including economic conditions in Europe, and at June 30, 2012, fuel prices were below the price level of June 30, 2011. We expect that significant changes in our costs for fuel products can largely be passed on to our customers, but often there are delays in passing on price changes that can affect our fuel gross margins. Although other factors have an effect, fuel gross margins per gallon tend to be lower during periods of rising fuel commodity prices and higher during periods of falling fuel commodity prices. Also, fuel price increases and volatility can have negative effects on our sales and profitability and increase our working capital requirements. We expect that the fuel markets will continue to be volatile for the foreseeable future.

The trucking industry is the primary customer for our goods and services. Freight and trucking demand in the U.S. historically generally reflects the level of commercial activity in the U.S. economy. The slow improvement of the U.S. economy generally, and the improving financial condition and increased activity of the trucking industry in the U.S. specifically, impacted our financial results during the first half of 2012. However, the improved fuel efficiency of heavy truck engines and other fuel conservation practices of trucking companies have somewhat reduced the demand for diesel fuel that might otherwise exist for a given level of U.S. economic activity. Reflecting these and other factors, our nonfuel revenues in the first half of 2012 increased on a same site basis over the prior year, but our 2012 fuel sales volumes on a same site basis were largely unchanged compared to the prior year and the level of fuel sales volume continues to be well below that experienced before the U.S. economic recession which began in late 2007 or 2008. While the U.S. economy has been slowly growing over the past several quarters and trucking activity measures reflect continued growth in that industry, the strength and sustainability of any economic recovery remains uncertain. If the U.S. economy worsens, our financial results may not improve and may decline, resulting in losses from operations.

There can be no assurance that industry conditions will not deteriorate or that any one or more of the risks identified under the section "Risk Factors," "Warning Concerning Forward Looking Statements" or elsewhere in our Annual Report, under "Warning Concerning Forward Looking Statements" or elsewhere in this Quarterly Report, or some other unidentified risk will not manifest itself in a manner which is material and adverse to our results of operations, cash flow or financial position.

Table of Contents***Number of Travel Center Sites***

The following table summarizes the changes in the number of travel center sites (company operated and franchisee operated) from December 31, 2010 through June 30, 2012:

	Company Operated	Franchisee Operated	Franchisee Owned and Operated	Total
Number of travel centers at December 31, 2010	188	10	30	228
January - June 2011 Activity:				
Acquired travel centers	6		(1)	5
Opened franchised travel center			1	1
Number of travel centers at June 30, 2011	194	10	30	234
July - December 2011 Activity:				
New franchised travel centers			3	3
Number of travel centers at December 31, 2011	194	10	33	237
January - June 2012 Activity:				
Acquired travel centers	4		(1)	3
Number of travel centers at June 30, 2012	198	10	32	240

During July 2012 we acquired five travel centers that we now operate, three of which had been owned and operated by a franchisee under the Petro brand as of June 30, 2012.

Relevance of Fuel Revenues

Due to volatile pricing of fuel products and our pricing to fuel customers, we believe that fuel revenue is not a reliable basis for analyzing our results of operations from period to period. As a result solely of changes in fuel prices, our fuel revenue may materially increase or decrease, in both absolute amounts and on a percentage basis, without a comparable change in fuel sales volumes or in fuel gross margin per gallon. We consider fuel volumes and fuel gross margin to be better measures of comparative performance than fuel revenues. However, fuel pricing and revenues can materially impact our working capital requirements; see [Liquidity and Capital Resources](#) below.

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The following table presents changes in our operating results for the three months ended June 30, 2012, as compared with the three months ended June 30, 2011.

(dollars in thousands)	Three Months Ended June 30,		\$	%
	2012	2011	Change	Change
Revenues:				
Fuel	\$ 1,689,007	\$ 1,762,020	\$ (73,013)	-4.1%
Nonfuel	348,743	329,508	19,235	5.8%
Rent and royalties	3,757	3,429	328	9.6%
Total revenues	2,041,507	2,094,957	(53,450)	-2.6%
Cost of goods sold (excluding depreciation):				
Fuel	1,592,870	1,676,236	(83,366)	-5.0%
Nonfuel	154,414	142,345	12,069	8.5%
Total cost of goods sold (excluding depreciation)	1,747,284	1,818,581	(71,297)	-3.9%
Operating expenses:				
Site level operating expenses	176,088	171,183	4,905	2.9%
Selling, general & administrative expense	24,366	22,206	2,160	9.7%
Real estate rent	49,364	47,827	1,537	3.2%
Depreciation and amortization expense	12,388	11,007	1,381	12.5%
Total operating expenses	262,206	252,223	9,983	4.0%
Income from operations	32,017	24,153	7,864	32.6%
Income from equity investees	662	396	266	67.2%
Acquisition costs	(316)	(446)	130	-29.1%
Interest income	360	172	188	109.3%
Interest expense	(2,482)	(2,216)	(266)	12.0%
Income before income taxes	30,241	22,059	8,182	37.1%
Provision for income taxes	389	231	158	68.4%
Net income	\$ 29,852	\$ 21,828	\$ 8,024	36.8%

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Same Site Comparisons. As part of the discussion and analysis of our operating results we refer to increases and decreases in results on a same site basis. For purposes of these comparisons, we include a travel center in the following same site comparisons only if we or a franchisee continuously operated it from April 1, 2011, through June 30, 2012. We do not exclude travel centers from the same site comparisons as a result of expansions in their size or changes in the services offered. The table below excludes the data of two travel centers TA operates that are owned by a joint venture.

(gallons and dollars in thousands, except per gallon amounts)	Three Months Ended June 30,		\$	%
	2012	2011	Change	Change
Number of company operated travel centers	186	186		