

TRAVELCENTERS OF AMERICA LLC  
Form 10-Q  
August 06, 2018  
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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, 2018

Commission File Number 001-33274

TRAVELCENTERS OF  
AMERICA LLC  
(Exact Name of Registrant as  
Specified in Its Charter)

Delaware            20-5701514  
(State or  
other  
jurisdiction        (I.R.S.  
of                    Employer  
of                    Identification  
incorporation     No.)  
or  
organization)

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 x No o

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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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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 3, 2018: 39,771,154 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.

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## Part I. Financial Information

## Item 1. Financial Statements

TravelCenters of America LLC  
Consolidated Balance Sheets (Unaudited)  
(in thousands)

|  | June 30,<br>2018 | December 31,<br>2017 |
|--|------------------|----------------------|
| Assets:  |                  |                      |
| Current assets:  |                  |                      |
| Cash and cash equivalents  | \$78,189         | \$36,082             |
| Accounts receivable (less allowance for doubtful accounts of \$619 and \$809 as of June 30, 2018 and December 31, 2017, respectively)  | 162,588          | 125,501              |
| Inventory  | 216,063          | 209,640              |
| Other current assets   | 26,446           | 27,295               |
| Total current assets   | 483,286          | 398,518              |
| Property and equipment, net  | 980,894          | 1,001,090            |
| Goodwill   | 43,099           | 93,859               |
| Other intangible assets, net   | 31,946           | 34,383               |
| Other noncurrent assets  | 101,688          | 90,282               |
| Total assets   | \$1,640,913      | \$1,618,132          |
| Liabilities and Shareholders' Equity:  |                  |                      |
| Current liabilities:   |                  |                      |
| Accounts payable   | \$193,232        | \$155,581            |
| Current HPT Leases liabilities   | 41,693           | 41,389               |
| Other current liabilities  | 162,388          | 130,328              |
| Total current liabilities  | 397,313          | 327,298              |
| Long term debt, net  | 320,077          | 319,634              |
| Noncurrent HPT Leases liabilities  | 361,413          | 368,782              |
| Other noncurrent liabilities   | 35,743           | 35,923               |
| Total liabilities  | 1,114,546        | 1,051,637            |
| Shareholders' equity:  |                  |                      |
| Common shares, no par value, 41,369 shares authorized as of June 30, 2018 and December 31, 2017, and 39,771 and 39,984 shares issued and outstanding as of June 30, 2018 and December 31, 2017, respectively | 694,849          | 690,688              |
| Accumulated other comprehensive income   | 394              | 580                  |
| Accumulated deficit  | (170,310)        | (126,220)            |
| Total TA shareholders' equity  | 524,933          | 565,048              |
| Noncontrolling interests   | 1,434            | 1,447                |
| Total shareholders' equity   | 526,367          | 566,495              |
| Total liabilities and shareholders' equity   | \$1,640,913      | \$1,618,132          |

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



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## TravelCenters of America LLC

## Consolidated Statements of Operations and Comprehensive Loss (Unaudited)

(in thousands, except per share amounts)

|   | Three Months Ended |            |
|---|--------------------|------------|
|   | June 30,           |            |
|   | 2018               | 2017       |
| Revenues:   |                    |            |
| Fuel  | \$1,297,721        | \$976,219  |
| Nonfuel   | 538,863            | 518,768    |
| Rent and royalties from franchisees   | 4,101              | 4,772      |
| Total revenues  | 1,840,685          | 1,499,759  |
| Cost of goods sold (excluding depreciation):                                  |                    |            |
| Fuel  | 1,208,929          | 884,455    |
| Nonfuel   | 228,034            | 224,593    |
| Total cost of goods sold  | 1,436,963          | 1,109,048  |
| Operating expenses:   |                    |            |
| Site level operating  | 256,284            | 252,946    |
| Selling, general and administrative   | 29,959             | 38,299     |
| Real estate rent  | 71,257             | 69,144     |
| Depreciation and amortization   | 29,918             | 28,649     |
| Impairment of goodwill  | 51,500             | —          |
| Total operating expenses  | 438,918            | 389,038    |
| (Loss) income from operations   | (35,196 )          | 1,673      |
| Acquisition costs   | —                  | 63         |
| Interest expense, net   | 6,860              | 7,838      |
| (Loss) income from equity investees   | (908 )             | 925        |
| Loss before income taxes  | (42,964 )          | (5,303 )   |
| Benefit for income taxes  | 9,040              | 2,364      |
| Net loss  | (33,924 )          | (2,939 )   |
| Less: net income for noncontrolling interests                                 | 54                 | 47         |
| Net loss attributable to common shareholders                                  | \$(33,978 )        | \$(2,986 ) |
| Other comprehensive (loss) income, net of tax:                                |                    |            |
| Foreign currency (loss) income, net of taxes of \$(28) and \$48, respectively | \$(41 )            | \$53       |
| Equity interest in investee's unrealized gain on investments                  | 10                 | 58         |
| Other comprehensive (loss) income attributable to common shareholders         | (31 )              | 111        |
| Comprehensive loss attributable to common shareholders                        | \$(34,009 )        | \$(2,875 ) |
| Net loss per common share attributable to common shareholders:                |                    |            |
| Basic and diluted   | \$(0.85 )          | \$(0.08 )  |

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



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## TravelCenters of America LLC

## Consolidated Statements of Operations and Comprehensive Loss (Unaudited)

(in thousands, except per share amounts)

|   | Six Months Ended |             |
|---|------------------|-------------|
|   | June 30,         |             |
|   | 2018             | 2017        |
| Revenues:   |                  |             |
| Fuel  | \$2,397,848      | \$1,899,093 |
| Nonfuel   | 1,019,260        | 982,936     |
| Rent and royalties from franchisees   | 8,264            | 9,402       |
| Total revenues  | 3,425,372        | 2,891,431   |
| Cost of goods sold (excluding depreciation):                                  |                  |             |
| Fuel  | 2,215,497        | 1,734,166   |
| Nonfuel   | 426,029          | 420,964     |
| Total cost of goods sold  | 2,641,526        | 2,155,130   |
| Operating expenses:   |                  |             |
| Site level operating  | 505,844          | 498,861     |
| Selling, general and administrative   | 67,994           | 79,602      |
| Real estate rent  | 142,069          | 137,143     |
| Depreciation and amortization   | 57,466           | 60,449      |
| Impairment of goodwill  | 51,500           | —           |
| Total operating expenses  | 824,873          | 776,055     |
| Loss from operations  | (41,027 )        | (39,754 )   |
| Acquisition costs   | —                | 203         |
| Interest expense, net   | 14,448           | 15,222      |
| (Loss) income from equity investees   | (2,193 )         | 1,203       |
| Loss before income taxes  | (57,668 )        | (53,976 )   |
| Benefit for income taxes  | 13,666           | 21,662      |
| Net loss  | (44,002 )        | (32,314 )   |
| Less: net income for noncontrolling interests                                 | 88               | 70          |
| Net loss attributable to common shareholders                                  | \$(44,090 )      | \$(32,384 ) |
| Other comprehensive (loss) income, net of tax:                                |                  |             |
| Foreign currency (loss) income, net of taxes of \$(64) and \$66, respectively | \$(103 )         | \$79        |
| Equity interest in investee's unrealized (loss) gain on investments           | (83 )            | 180         |
| Other comprehensive (loss) income attributable to common shareholders         | (186 )           | 259         |
| Comprehensive loss attributable to common shareholders                        | \$(44,276 )      | \$(32,125 ) |
| Net loss per common share attributable to common shareholders:                |                  |             |
| Basic and diluted   | \$(1.10 )        | \$(0.82 )   |

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





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TravelCenters of America LLC  
Consolidated Statements of Cash Flows (Unaudited)  
(in thousands)

|   | Six Months Ended<br>June 30, |            |
|---|------------------------------|------------|
|   | 2018                         | 2017       |
| Cash flows from operating activities:   |                              |            |
| Net loss  | \$(44,002)                   | \$(32,314) |
| Adjustments to reconcile net loss to net cash provided by operating activities:       |                              |            |
| Noncash rent expense  | (7,232 )                     | (7,153 )   |
| Depreciation and amortization expense   | 57,466                       | 60,449     |
| Impairment of goodwill  | 51,500                       | —          |
| Deferred income taxes   | (14,050 )                    | (23,211 )  |
| Changes in operating assets and liabilities, net of effects of business acquisitions: |                              |            |
| Accounts receivable   | (37,266 )                    | (8,207 )   |
| Inventory   | (6,447 )                     | 7,111      |
| Other assets  | 847                          | 3,098      |
| Accounts payable and other liabilities  | 73,980                       | 13,371     |
| Other, net  | 7,237                        | 1,992      |
| Net cash provided by operating activities   | 82,033                       | 15,136     |
| Cash flows from investing activities:   |                              |            |
| Proceeds from asset sales   | 28,345                       | 76,048     |
| Capital expenditures  | (68,148 )                    | (68,346 )  |
| Acquisitions of businesses, net of cash acquired                                      | —                            | (6,110 )   |
| Investment in equity investee   | 141                          | (3,000 )   |
| Net cash used in investing activities   | (39,662 )                    | (1,408 )   |
| Cash flows from financing activities:   |                              |            |
| Proceeds from sale leaseback transactions with HPT                                    | 491                          | 1,957      |
| Sale leaseback financing obligation payments  | (531 )                       | (358 )     |
| Other, net  | (101 )                       | (121 )     |
| Net cash (used in) provided by financing activities                                   | (141 )                       | 1,478      |
| Effect of exchange rate changes on cash   | (123 )                       | 107        |
| Net increase in cash and cash equivalents   | 42,107                       | 15,313     |
| Cash and cash equivalents at the beginning of the period                              | 36,082                       | 61,312     |
| Cash and cash equivalents at the end of the period                                    | \$78,189                     | \$76,625   |
| Supplemental disclosure of cash flow information:                                     |                              |            |
| Interest paid (including rent classified as interest and net of capitalized interest) | \$14,617                     | \$14,583   |
| Income taxes paid, net  | 91                           | 565        |

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

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TravelCenters of America LLC

Notes to Consolidated Financial Statements (Unaudited)

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

1. Business Description and Basis of Presentation

TravelCenters of America LLC, which we refer to as the Company or we, us and our, is a Delaware limited liability company. As of June 30, 2018, we operated and franchised 533 travel centers, standalone convenience stores and standalone restaurants. Our customers include trucking fleets and their drivers, independent truck drivers, highway and local motorists and casual diners. We also collect rents, royalties and other fees from our tenants and franchisees. We manage our business on the basis of two separately reportable segments, travel centers and convenience stores. See Note 11 for more information about our reportable segments. We have a single travel center located in a foreign country, Canada, that we do not consider material to our operations.

As of June 30, 2018, our business included 257 travel centers in 43 states in the United States, primarily along the U.S. interstate highway system, and the province of Ontario, Canada. Our travel centers included 179 locations operated under the "TravelCenters of America" and "TA" brand names and 78 locations operated under the "Petro Stopping Centers" and "Petro" brand names. Of our 257 travel centers at June 30, 2018, we owned 31, we leased 200, we operated two for a joint venture in which we own a noncontrolling interest and 24 were owned or leased from others by our franchisees. We operated 230 of our travel centers and franchisees operated 27 travel centers, including three we leased to franchisees. Our travel centers offer a broad range of products and services, including diesel fuel and gasoline as well as nonfuel products and services such as truck repair and maintenance services, full service restaurants, quick service restaurants, or QSRs, and various customer amenities. We report this portion of our business as our travel centers segment.

As of June 30, 2018, our business included 230 convenience stores in 11 states in the United States. We operate our convenience stores under the "Minit Mart" brand name. Of these 230 convenience stores at June 30, 2018, we owned 198, we leased 29 and we operated three for a joint venture in which we own a noncontrolling interest. Our convenience stores offer gasoline as well as a variety of nonfuel products and services, including coffee, groceries, some fresh foods, and, in many stores, a QSR and/or car wash. We report this portion of our business as our convenience stores segment.

As of June 30, 2018, our business included 46 standalone restaurants in 13 states in the United States operated primarily under the "Quaker Steak & Lube", or QSL, brand name. Of our 46 standalone restaurants at June 30, 2018, we owned seven, we leased nine, we operated one for a joint venture in which we own a noncontrolling interest and 29 were owned or leased from others by our franchisees. We report this portion of our business within corporate and other in our segment information.

The accompanying consolidated financial statements are unaudited. These unaudited interim financial statements have been prepared in accordance with U.S. generally accepted accounting principles, or GAAP, applicable for interim financial statements. The disclosures presented 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 on Form 10-K for the fiscal year ended December 31, 2017, or our Annual Report. In the opinion of our management, the accompanying consolidated financial statements include all adjustments, including normal recurring adjustments, considered necessary for a fair presentation. All intercompany transactions and balances have been eliminated. While our revenues are modestly seasonal, the quarterly variations in our operating results may reflect greater seasonal differences because our rent expense 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 a full year.

Reclassifications. Certain prior year amounts have been reclassified to be consistent with the current year presentation within our consolidated financial statements.

Fair Value Measurement

Senior Notes

We collectively refer to our \$110,000 of 8.25% Senior Notes due 2028, our \$120,000 of 8.00% Senior Notes due 2029 and our \$100,000 of 8.00% Senior Notes due 2030 as our Senior Notes, which are our senior unsecured obligations. We estimate that, based on their trading prices (a Level 1 input), the aggregate fair value of our Senior Notes on June 30, 2018, was \$316,880.

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## TravelCenters of America LLC

## Notes to Consolidated Financial Statements (Unaudited)

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

## Change in Accounting Principles

In May 2014, the Financial Accounting Standards Board, or the FASB, issued Accounting Standards Update 2014-09, Revenue from Contracts with Customers, or ASU 2014-09, which established a comprehensive revenue recognition standard under GAAP for almost all industries. We adopted ASU 2014-09 on January 1, 2018, using the full retrospective method, which required that we restate our consolidated financial statements for prior year comparative periods. Although the majority of our revenue is initiated at the point of sale and was unaffected by this ASU, the implementation of this ASU affected the accounting for our loyalty programs, initial franchise fees and advertising fees received from franchisees. See Note 2 for more information about our revenues.

**Loyalty programs.** Prior to the adoption of ASU 2014-09, we recognized the estimated cost of loyalty awards as a discount against the nonfuel revenues from which the rewards were redeemed. Loyalty awards now are recognized against the revenue that generates the loyalty award, primarily fuel revenue. The adoption of the new standard resulted in a \$14,046 and \$26,468 reclassification between fuel revenue and nonfuel revenue for the three and six months ended June 30, 2017, respectively.

**Initial and renewal franchise fees.** Prior to the adoption of ASU 2014-09, we recognized initial franchise fees as revenue at the time the franchisee opened for business, which is when we had fulfilled our initial obligations under the related agreement. Initial and renewal franchise fees now are recognized as revenue over the term of the related franchise agreement, which is the period the customer benefits from use of the franchise rights. The adoption of the new standard resulted in an increase in our accumulated deficit of \$1,082, an increase in other current liabilities of \$188 and an increase in other noncurrent liabilities of \$894 as of December 31, 2017, as well as an increase in rent and royalties from franchisees revenue of \$43 and \$86 for the three and six months ended June 30, 2017, respectively.

**Advertising fees.** Prior to the adoption of ASU 2014-09, we recognized advertising fees collected from franchisees as a reduction of the related advertising expenses incurred. We now recognize these advertising fees as revenue. The adoption of the new standard for these advertising fees resulted in an increase in each of selling, general and administrative expenses and rent and royalties from franchisees revenue of \$422 and \$913 for the three and six months ended June 30, 2017, respectively.

**Income taxes.** As a result of the adjustments described above, a deferred tax asset was recognized, increasing other noncurrent assets and decreasing our accumulated deficit each by \$278 as of December 31, 2017, and decreasing our benefit for income taxes by \$16 and \$33 for the three and six months ended June 30, 2017, respectively.

The following table presents the effect of the adoption of the new standard on our consolidated balance sheet as of December 31, 2017:

|  | As<br>Reported | Adoption<br>of<br>ASU<br>2014-09 | As<br>Adjusted |
|--|----------------|----------------------------------|----------------|
| <b>Assets:</b>                               |                |                                  |                |
| Other noncurrent assets                      | \$90,004       | \$ 278                           | \$90,282       |
| <b>Liabilities and Shareholders' Equity:</b> |                |                                  |                |
| Other current liabilities                    | \$130,140      | \$ 188                           | \$130,328      |
| Other noncurrent liabilities                 | 35,029         | 894                              | 35,923         |
| Accumulated deficit                          | (125,416 )     | (804 )                           | (126,220 )     |

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## TravelCenters of America LLC

## Notes to Consolidated Financial Statements (Unaudited)

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

The following table presents the effect of the adoption of the new standard on our consolidated statement of operations and comprehensive loss for the three months ended June 30, 2017:

|  | As<br>Reported | Adoption<br>of<br>ASU<br>2014-09 | As<br>Adjusted |
|--|----------------|----------------------------------|----------------|
| Revenues:                                    |                |                                  |                |
| Fuel   | \$990,265      | \$(14,046)                       | \$976,219      |
| Nonfuel                                      | 504,722        | 14,046                           | 518,768        |
| Rent and royalties from franchisees          | 4,307          | 465                              | 4,772          |
| Total revenues                               | 1,499,294      | 465                              | 1,499,759      |
| Selling, general and administrative expenses | 37,877         | 422                              | 38,299         |
| Loss before income taxes                     | (5,346 )       | 43                               | (5,303 )       |
| Benefit for income taxes                     | 2,380          | (16 )                            | 2,364          |
| Net loss                                     | (2,966 )       | 27                               | (2,939 )       |
| Net loss attributable to common shareholders | \$(3,013 )     | \$27                             | \$(2,986 )     |

The following table presents the effect of the adoption of the new standard on our consolidated statement of operations and comprehensive loss for the six months ended June 30, 2017:

|  | As Reported | Adoption<br>of<br>ASU<br>2014-09 | As Adjusted |
|--|-------------|----------------------------------|-------------|
| Revenues:                                    |             |                                  |             |
| Fuel   | \$1,925,561 | \$(26,468)                       | \$1,899,093 |
| Nonfuel                                      | 956,468     | 26,468                           | 982,936     |
| Rent and royalties from franchisees          | 8,403       | 999                              | 9,402       |
| Total revenues                               | 2,890,432   | 999                              | 2,891,431   |
| Selling, general and administrative expenses | 78,689      | 913                              | 79,602      |
| Loss before income taxes                     | (54,062 )   | 86                               | (53,976 )   |
| Benefit for income taxes                     | 21,695      | (33 )                            | 21,662      |
| Net loss                                     | (32,367 )   | 53                               | (32,314 )   |
| Net loss attributable to common shareholders | \$(32,437 ) | \$53                             | \$(32,384 ) |

The following table presents the effect of the adoption of the new standard on our consolidated statement of cash flows for the six months ended June 30, 2017:

|                                       | As<br>Reported | Adoption<br>of<br>ASU<br>2014-09 | As<br>Adjusted |
|---------------------------------------|----------------|----------------------------------|----------------|
| Cash flows from operating activities: |                |                                  |                |
| Net loss                              | \$(32,367)     | \$ 53                            | \$(32,314)     |
| Deferred income taxes                 | (23,244 )      | 33                               | (23,211 )      |

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|   |        |       |          |   |
|---|--------|-------|----------|---|
| Accounts receivable                       | (8,177 | ) (30 | ) (8,207 | ) |
| Accounts payable and other liabilities    | 13,427 | (56   | ) 13,371 |   |
| Net cash provided by operating activities | 15,136 | —     | 15,136   |   |

We recognized a net increase in our accumulated deficit at January 1, 2016, of \$305 as a result of adopting ASU 2014-09.

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TravelCenters of America LLC

Notes to Consolidated Financial Statements (Unaudited)

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

In January 2017, the FASB issued Accounting Standards Update 2017-04, Intangibles - Goodwill and Other, which simplifies the subsequent measurement of goodwill by eliminating Step 2 from the goodwill impairment test. The new standard will apply for annual or interim impairment tests beginning after December 15, 2019, and requires prospective application. Early adoption is permitted for interim or annual goodwill impairment tests performed after January 1, 2017, and we early adopted this standard during the current reporting period.

Recently Issued Accounting Pronouncements

In February 2016, the FASB issued Accounting Standards Update 2016-02, Leases, or ASU 2016-02, which established a comprehensive lease standard under GAAP for virtually all industries. The new standard requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase of the leased asset by the lessee. This classification determines whether the lease expense is recognized based on the effective interest method or on a straight line basis over the term of the lease. A lessee is also required to recognize a right of use asset and a lease liability for all leases with a term of greater than 12 months regardless of their classification. Leases with a term of 12 months or less will be accounted for similar to existing guidance for operating leases. The new standard requires lessors to account for leases using an approach that is substantially equivalent to existing guidance for sales type leases, direct financing leases and operating leases. The new standard will apply for annual periods beginning after December 15, 2018, including interim periods therein, and requires modified retrospective application. Early adoption is permitted. To address implementation of ASU 2016-02 and evaluate its impact on our consolidated financial statements, we have developed a project plan to evaluate our leases, lease classifications and related internal controls. We believe the adoption of this update will have a material impact on our consolidated balance sheets due to the recognition of the lease rights and obligations as assets and liabilities. While the adoption of this standard will have no effect on the cash we pay under our lease agreements, we expect amounts within our statements of operations and comprehensive loss will change materially.

In June 2018, the FASB issued Accounting Standards Update 2018-07, Compensation - Stock Compensation, which aligns the accounting for share based payments to non-employees with the accounting for share based payments to employees. The new standard will apply for annual periods beginning after December 15, 2018, including interim periods therein, and requires modified retrospective application. Early adoption is permitted. The implementation of this update is not expected to cause a material change to our consolidated financial statements.

2. Revenue

We recognize revenue based on the consideration specified in the contract with the customer, excluding any sales incentives (such as loyalty programs and customer rebates) and amounts collected on behalf of third parties (such as sales and excise taxes). The majority of our revenue is generated at the point of sale in our retail locations.

Revenues consist of fuel revenues, nonfuel revenues and rent and royalties from franchisees.

Fuel revenues. We recognize fuel revenue and the related costs at the time of sale to customers at our company operated locations. We sell diesel fuel and gasoline to our customers at prices that we establish daily or are indexed to market prices and reset daily. We sell diesel fuel under pricing arrangements with certain customers. For the three and six months ended June 30, 2018, approximately 83% of our diesel fuel volume was sold at discounts to posted prices under pricing arrangements with our customers, some of which include rebates payable to the customer after the end of the period.

Nonfuel revenues. We recognize nonfuel revenue and the related costs at the time of sale to customers at our company operated locations. We sell a variety of nonfuel products and services at stated retail prices in our travel centers, convenience stores and standalone restaurants, as well as through our RoadSquad®, RoadSquad OnSite® and TA Commercial Tire Network™ programs. Truck repair and maintenance goods or services may be sold at discounted pricing under pricing arrangements with certain customers, some of which include rebates payable to the customer



after the end of the period.

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TravelCenters of America LLC

Notes to Consolidated Financial Statements (Unaudited)

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

Rent and royalties from franchisees. We recognize franchise royalties and advertising fees from franchisees as revenue monthly based on the franchisees' sales data reported to us. Royalty revenues are contractual as a percentage of the franchisees' revenues and advertising fees are contractual as either a percentage of the franchisees' revenues or as a fixed amount. When we enter into a new franchise agreement or a renewal term with an existing franchisee, the franchisee is required to pay an initial or renewal franchise fee. Initial and renewal franchise fees are recognized as revenue on a straight line basis over the term of the respective franchise agreements.

For those travel centers that we lease to a franchisee, we recognize rent revenue on a straight line basis based on the current contractual rent amount. These leases generally specify rent increases each year based on inflation rates for the respective periods or capital improvements we make at the travel center. Because the rent increases related to these factors are contingent upon future events, we recognize the related rent revenue after such events have occurred.

Other. Sales incentives and other promotional activities that are recognized as a reduction to revenue include, but are not limited to, the following:

Customer loyalty programs. We offer travel center trucking customers the option to participate in our loyalty program and, beginning July 2018, we offer a loyalty program to our convenience store customers. Our loyalty programs provide customers with the right to earn loyalty awards on qualifying purchases that can be used for discounts on future purchases of goods or services. We apply a relative standalone selling price approach to our outstanding loyalty awards whereby a portion of each sale attributable to the loyalty awards earned is deferred and will be recognized as revenue in the category in which the loyalty awards are redeemed upon the redemption or expiration of the loyalty award. Significant judgment is required to determine the standalone selling price for loyalty awards. Assumptions used in determining the standalone selling price include the historic redemption rate and the use of a weighted average selling price for fuel to calculate the revenue attributable to the loyalty awards.

Customer discounts and rebates. We enter into agreements with certain customers in which we agree to provide discounts on fuel and/or truck service purchases, some of which are structured as rebates payable to the customer after the end of the period. We recognize the cost of discounts against, and in the same period as, the revenue that generated the discounts earned.

Gift cards. We sell branded gift cards. Sales proceeds are recognized as a contract liability; the liability is reduced and revenue is recognized when the gift card subsequently is redeemed for goods or services. Unredeemed gift card balances are recognized as revenue when the possibility of redemption becomes remote.

Disaggregation of Revenue

We disaggregate our revenue based on the type of customer and type of good or service provided to the customer. Revenues in our travel centers segment generally are earned from highway travelers, while revenues in our convenience stores segment and in corporate and other generally are earned from local customers. Revenues are further disaggregated by fuel revenues and nonfuel revenues within our segment information. See Note 11 for our disaggregation of revenue presented in our segment information.

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## TravelCenters of America LLC

## Notes to Consolidated Financial Statements (Unaudited)

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

## Contract Liabilities

Our contract liabilities, which are presented in our consolidated balance sheets in other current and other noncurrent liabilities, primarily include deferred revenue related to our loyalty programs, rebates payable to customers and other deferred revenues. The table below shows the changes in our contract liabilities between periods.

|  | Loyalty<br>Programs | Other<br>Contract<br>Liabilities | Total     |
|--|---------------------|----------------------------------|-----------|
| December 31, 2016  | \$ 13,686           | \$ 4,921                         | \$ 18,607 |
| Increases due to unsatisfied performance obligations arising during the period | 72,424              | 11,335                           | 83,759    |
| Revenue recognized from satisfying performance obligations during the period   | (65,854 )           | (10,007 )                        | (75,861 ) |
| Other  | (5,091 )            | (1,568 )                         | (6,659 )  |
| December 31, 2017  | 15,165              | 4,681                            | 19,846    |
| Increases due to unsatisfied performance obligations arising during the period | 39,988              | 5,106                            | 45,094    |
| Revenue recognized from satisfying performance obligations during the period   | (36,749 )           | (4,791 )                         | (41,540 ) |
| Other  | (2,481 )            | (702 )                           | (3,183 )  |
| June 30, 2018  | \$ 15,923           | \$ 4,294                         | \$ 20,217 |

As of June 30, 2018, we expect the unsatisfied performance obligations relating to these loyalty programs will be satisfied within 12 months.

As of June 30, 2018, the deferred initial and renewal franchise fee revenue expected to be recognized in future periods ranges between \$85 and \$171 for each of the years 2018 through 2022.

## 3. Earnings Per Share

The following table presents a reconciliation of net loss attributable to common shareholders to net loss available to common shareholders and the related earnings per share.

|   | Three Months<br>Ended<br>June 30, |           | Six Months Ended<br>June 30, |            |
|---|-----------------------------------|-----------|------------------------------|------------|
|   | 2018                              | 2017      | 2018                         | 2017       |
| Net loss attributable to common shareholders, as reported | \$(33,978)                        | \$(2,986) | \$(44,090)                   | \$(32,384) |
| Less: net loss attributable to participating securities   | (1,692 )                          | (157 )    | (2,205 )                     | (1,714 )   |
| Net loss available to common shareholders                 | \$(32,286)                        | \$(2,829) | \$(41,885)                   | \$(30,670) |
| Weighted average common shares <sup>(1)</sup>             | 38,025                            | 37,450    | 38,002                       | 37,438     |
| Basic and diluted net loss per common share               | \$(0.85 )                         | \$(0.08 ) | \$(1.10 )                    | \$(0.82 )  |

<sup>(1)</sup> Excludes unvested shares awarded under our share award plans, which shares are considered participating securities because they participate equally in earnings and losses with all of our other common shares. The weighted average number of unvested shares outstanding for the three months ended June 30, 2018 and 2017, was

1,992 and 2,090, respectively. The weighted average number of unvested shares outstanding for the six months ended June 30, 2018 and 2017, was 2,001 and 2,092, respectively.

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## TravelCenters of America LLC

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

## 4. Goodwill

As of June 30, 2018, and December 31, 2017, our goodwill balance consisted of the following:

|                            | June 30, December 31, |           |
|----------------------------|-----------------------|-----------|
|                            | 2018                  | 2017      |
| Travel centers segment     | \$21,613              | \$ 21,613 |
| Convenience stores segment | 18,440                | 69,200    |
| QSL business               | 3,046                 | 3,046     |
| Total goodwill             | \$43,099              | \$ 93,859 |

## Goodwill Impairment

During the second quarter of 2018, we determined that the decline in site level gross margin in excess of site level operating expenses for our convenience stores segment for the three and six months ended June 30, 2018, as compared to the three and six months ended June 30, 2017, in conjunction with the fact that the operating results for the convenience store segment, since acquisition, failed to meet our forecasted results was an indicator of impairment of the goodwill in our convenience stores reporting unit. Accordingly, we performed an impairment assessment of the goodwill in the convenience stores reporting unit as of May 31, 2018, using the same quantitative analysis approach that we historically followed for our goodwill impairment assessments. Based on the assessment performed, we recorded an impairment charge of \$51,500. Prior to the impairment charge, total assets of the convenience store segment on May 31, 2018, were approximately \$466,623, including \$69,940 of goodwill. These analyses require the exercise of significant judgments and estimates, including judgments regarding appropriate discount rates, perpetual growth rates and the timing of expected future cash flows, as well as revenue growth rates and operating cash flow margins, of the reporting unit. As compared to previous goodwill impairment assessments we performed, this most recent assessment utilized a higher discount rate and reflected a lower estimate of comparable market transaction valuation multiples. The fair value estimates are sensitive and actual rates and results may differ materially. Applying different assumptions could lead to different results, possibly materially different.

## 5. Equity Investments

Our investments in equity affiliates, which are presented in our consolidated balance sheets in other noncurrent assets, and our proportional share of our investees' net income (loss) recognized in our consolidated statements of operations and comprehensive loss were as follows:

|  | PTP      | Other <sup>(1)</sup> | Total    |
|--|----------|----------------------|----------|
| Investment balance:                    |          |                      |          |
| As of June 30, 2018                    | \$21,837 | \$18,249             | \$40,086 |
| As of December 31, 2017                | 20,807   | 21,695               | 42,502   |
| Income (loss) from equity investments: |          |                      |          |
| Three months ended June 30, 2018       | \$728    | \$(1,636)            | \$(908)  |
| Three months ended June 30, 2017       | 1,154    | (229)                | 925      |
| Six months ended June 30, 2018         | 1,029    | (3,222)              | (2,193)  |
| Six months ended June 30, 2017         | 1,701    | (498)                | 1,203    |

<sup>(1)</sup> Includes other equity investments including our investment in Affiliates Insurance Company, or AIC. See Note 8 for more information about our investment in AIC.

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## TravelCenters of America LLC

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## Petro Travel Plaza Holdings LLC

Petro Travel Plaza Holdings LLC, or PTP, is a joint venture between us and Tejon Development Corporation that owns two travel centers, three convenience stores and one standalone restaurant in California. We own a 40% interest in PTP and we receive a management fee from PTP to operate these locations. This investment is accounted for under the equity method. We recognized management fee income of \$393 and \$384 for the three months ended June 30, 2018 and 2017, respectively, and \$779 and \$770 for the six months ended June 30, 2018 and 2017, respectively. In addition, we supply PTP with its fuel at our cost. We sold \$19,180 and \$15,078 of fuel to PTP, respectively, during the three months ended June 30, 2018 and 2017, and \$34,568 and \$28,655 during the six months ended June 30, 2018 and 2017, respectively.

The following table sets forth summarized financial information of PTP and does not represent the amounts we have included in our consolidated financial statements in connection with our investment in PTP.

|   | Three Months<br>Ended<br>June 30, |                     | Six Months<br>Ended<br>June 30, |                     |
|---|-----------------------------------|---------------------|---------------------------------|---------------------|
|   | 2018                              | 2017 <sup>(1)</sup> | 2018                            | 2017 <sup>(1)</sup> |
| Total revenues                              | \$30,384                          | \$27,573            | \$55,061                        | \$50,833            |
| Cost of goods sold (excluding depreciation) | 22,303                            | 18,362              | 40,409                          | 34,516              |
| Operating income                            | 2,108                             | 3,138               | 3,134                           | 4,747               |
| Net income and comprehensive income         | 1,957                             | 3,021               | 2,844                           | 4,523               |

Total revenues and cost of goods sold (excluding depreciation) for the three and six months ended June 30, 2017, <sup>(1)</sup>have been adjusted for the adoption of ASU 2014-09. Motor fuel taxes are no longer included in fuel revenues or fuel cost of goods sold, resulting in a decrease from the originally reported amounts in each of fuel revenues and fuel cost of goods sold of \$3,418 and \$6,399 for the three and six months ended June 30, 2017, respectively.

## 6. HPT Leases

As of June 30, 2018, we leased from Hospitality Properties Trust, or HPT, a total of 199 properties under five leases, four of which we refer to as the TA Leases and one of which we refer to as the Petro Lease, and which collectively we refer to as the HPT Leases. We recognized rent expense under the HPT Leases of \$68,068 and \$65,908 for the three months ended June 30, 2018 and 2017, respectively, and \$135,706 and \$130,859 for the six months ended June 30, 2018 and 2017, respectively.

Our minimum annual rent under the HPT Leases as of June 30, 2018, was \$284,718. In addition to the payment of minimum annual rent, the HPT Leases provide for payment to HPT of percentage rent based on increases in total nonfuel revenues over base year levels. The total amount of percentage rent that we incurred under the HPT Leases during the three months ended June 30, 2018 and 2017, was \$862 and \$346, respectively, and \$1,672 and \$1,001 for the six months ended June 30, 2018 and 2017, respectively.

During the six months ended June 30, 2018 and 2017, we sold to HPT \$28,836 and \$50,403, respectively, of improvements we made to properties leased from HPT. As a result, pursuant to the terms of the HPT Leases, our minimum annual rent payable to HPT increased by \$2,451 and \$4,284, respectively. At June 30, 2018, our property and equipment balance included \$18,436 of improvements of the type that we typically request that HPT purchase for an increase in minimum annual rent; however, HPT is not obligated to purchase these improvements.

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## TravelCenters of America LLC

## Notes to Consolidated Financial Statements (Unaudited)

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

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

|   | June 30,<br>2018 | December 31,<br>2017 |
|---|------------------|----------------------|
| Current HPT Leases liabilities:         |                  |                      |
| Accrued rent                            | \$24,329         | \$ 24,170            |
| Sale leaseback financing obligation     | 1,008            | 863                  |
| Straight line rent accrual              | 2,458            | 2,458                |
| Deferred gain                           | 10,128           | 10,128               |
| Deferred tenant improvements allowance  | 3,770            | 3,770                |
| Total current HPT Leases liabilities    | \$41,693         | \$ 41,389            |
| Noncurrent HPT Leases liabilities:      |                  |                      |
| Deferred rent obligation                | \$150,000        | \$ 150,000           |
| Sale leaseback financing obligation     | 22,855           | 22,987               |
| Straight line rent accrual              | 46,649           | 46,937               |
| Deferred gain                           | 105,977          | 111,041              |
| Deferred tenant improvements allowance  | 35,932           | 37,817               |
| Total noncurrent HPT Leases liabilities | \$361,413        | \$ 368,782           |

## 7. Business and Property Management Agreements with RMR

The RMR Group LLC, or RMR, provides us certain services that we require to operate our business, and which relate to various aspects of our business. RMR provides these services pursuant to a business management agreement. Until July 31, 2017, we also had a property management agreement with RMR for building management services at our headquarters building. Pursuant to our business management agreement and property management agreement with RMR, we incurred aggregate fees payable to RMR of \$3,650 and \$3,541 for the three months ended June 30, 2018 and 2017, respectively, and \$6,960 and \$6,865 for the six months ended June 30, 2018 and 2017, respectively. In addition, we are responsible for our share of RMR's costs for providing internal audit services to us. The amounts we recognized as expense for these internal audit costs were \$55 and \$68 for the three months ended June 30, 2018 and 2017, respectively, and \$124 and \$135 for the six months ended June 30, 2018 and 2017, respectively. These amounts are included in selling, general and administrative expenses in our consolidated statements of operations and comprehensive loss. For more information about our relationships with RMR please refer to Notes 11 and 12 in our Annual Report.

## 8. Related Party Transactions

We have relationships and historical and continuing transactions with HPT, RMR, AIC and others related to them, including other companies to which RMR or its subsidiaries provide management services and which have directors, trustees and officers who are also our Directors or officers.

## Relationship with HPT

We are HPT's largest tenant and HPT is our principal landlord and largest shareholder. As of June 30, 2018, HPT owned 3,420 of our common shares, representing approximately 8.6% of our outstanding common shares.

As of June 30, 2018, we leased from HPT a total of 199 properties under the HPT Leases. RMR provides management services to both us and HPT, and Adam D. Portnoy, one of our Managing Directors, also serves as a managing trustee of HPT. See Note 6 for more information about our lease agreements and transactions with HPT.





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Relationship with RMR

We have an agreement with RMR to provide management services to us. Adam D. Portnoy, one of our Managing Directors, is the sole trustee, an officer and the controlling shareholder of ABP Trust, which is the controlling shareholder of The RMR Group Inc.; The RMR Group Inc. is the managing member of RMR LLC. See Note 7 for further information regarding our current and former management agreements with RMR.

Retirement of Our Former President, Chief Executive Officer and Managing Director

On November 29, 2017, we and RMR entered into a retirement agreement with Thomas M. O'Brien, who served as our President and Chief Executive Officer and as one of our Managing Directors until December 31, 2017, and remained our employee through June 30, 2018. Under Mr. O'Brien's retirement agreement, (i) consistent with past practice, we paid Mr. O'Brien his current annual base salary of \$300 until June 30, 2018, and we paid him a cash bonus in respect of 2017 in the amount of \$2,060 in December 2017, (ii) in lieu of any share grants for his 2017 service, we paid Mr. O'Brien an additional cash payment in the amount of \$475 in December 2017, and (iii) following his retirement from the Company on June 30, 2018, we made an additional cash payment to Mr. O'Brien in July 2018 in the amount of \$1,505 and fully accelerated the vesting of 625 then unvested common shares of the Company previously awarded to him.

Relationship with AIC

We, HPT and five other companies to which RMR provides management services currently own AIC, an Indiana insurance company, in equal amounts. We and the other AIC shareholders participate in a combined property insurance program arranged and reinsured in part by AIC. We currently expect to pay, as of June 30, 2018, aggregate annual premiums, including taxes and fees, of approximately \$2,502 in connection with this insurance program for the policy year ending June 30, 2019, which amount may be adjusted from time to time as we acquire and dispose of properties that are included in this insurance program.

As of June 30, 2018 and December 31, 2017, our investment in AIC had a carrying value of \$8,158 and \$8,185, respectively. These amounts are included in other noncurrent assets on our consolidated balance sheets. We recognized income of \$12 and \$374 related to our investment in AIC for the three months ended June 30, 2018 and 2017, respectively, and \$56 and \$502 for the six months ended June 30, 2018 and 2017, respectively, which amounts are presented as (loss) income from equity investees in our consolidated statements of operations and comprehensive loss. Our other comprehensive (loss) income includes our proportionate share of unrealized gains (losses) on securities, which are owned by AIC, related to our investment in AIC.

For further information about these and other such relationships and certain other related party transactions, refer to our Annual Report.

9. Contingencies

Environmental Contingencies

Extensive environmental laws regulate our operations and properties. These laws may require us to investigate and clean up hazardous substances, including petroleum or natural gas 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 at our locations. We use both underground storage tanks and above ground storage tanks to store petroleum products, natural gas and other hazardous substances at our locations. 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 the HPT Leases, we generally have agreed to indemnify HPT for any environmental liabilities related to properties that we

lease from HPT and we are required to pay all environmental related expenses incurred in the operation of the leased properties. Under an agreement with Equilon Enterprises LLC doing business as Shell Oil Products U.S., or Shell, we have agreed to indemnify Shell and its affiliates from certain environmental liabilities incurred with respect to our travel centers where Shell has installed natural gas fueling lanes.

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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 locations. Investigatory and remedial actions were, and regularly are, undertaken with respect to releases of hazardous substances at our locations. In some cases we have received, and may receive in the future, 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 locations purchased from those indemnitors. To the extent we incur material amounts for environmental matters for which we do not receive or expect to receive insurance or other third party reimbursement and for which we have not previously recorded a liability, 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, 2018, we had an accrued liability of \$3,254 for environmental matters as well as a receivable for expected recoveries of certain of these estimated future expenditures of \$500, resulting in an estimated net amount of \$2,754 that we expect to fund in the future. We cannot precisely know the ultimate costs we may incur in connection with currently known environmental related violations, corrective actions, investigation and remediation; however, we do not expect the costs for such matters to be material, individually or in the aggregate, to our financial position or results of operations.

We currently have insurance of up to \$20,000 per incident and up to \$20,000 in the aggregate for certain environmental liabilities, subject, in each case, to certain limitations and deductibles, which expires in June 2021. However, we can provide no assurance that we will be able to maintain similar environmental insurance coverage in the future on acceptable terms.

We cannot 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 a material liability will not be imposed on us in the future. If we discover additional environmental issues, 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.

Legal Proceedings

We are routinely involved in various legal and administrative proceedings, including tax audits, incidental to the ordinary course of our business. Except as set forth below, we do not expect that any litigation or administrative proceedings in which we are presently involved, or of which we are aware, will have a material adverse effect on our business, financial condition, results of operations or cash flows.

On November 30, 2016, we filed a complaint, or the Complaint, captioned TA Operating LLC v. Comdata, Inc., et al. C.A. No. 12954-CB (Del. Ch.), in the Court of Chancery of the State of Delaware, or the Court, against Comdata Inc., or Comdata, and its parent company with respect to a notice of termination we received from Comdata on November 3, 2016. Based upon Comdata's assertion that we had breached an agreement under which we agreed to install radio frequency identification, or RFID, technology at our travel centers, or the RFID Agreement, the notice purported to terminate a different agreement between us and Comdata under which we agreed to accept Comdata issued fuel cards through January 2, 2022, for certain purchases by our customers in exchange for fees payable by us to Comdata, or the Merchant Agreement. In the Complaint, we sought, among other things, (a) a declaration that we are not in default under the Merchant Agreement; (b) a judgment that Comdata has breached its contractual duties to us; (c) a judgment that Comdata breached its implied covenant of good faith and fair dealing to us; (d) a judgment that Comdata has and is willfully and knowingly engaged in unfair, abusive and deceptive business practices in the course of its business

dealings with us in violation of Tennessee law; (e) an order for specific performance by Comdata of its obligations to us under the Merchant Agreement; (f) injunctive relief; and (g) damages, including attorneys' fees and costs, and further relief as the Court deemed appropriate.

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At a hearing held on December 14, 2016, the Court denied our request for preliminary injunctive relief subject to Comdata's agreement to continue providing services under the Merchant Agreement pending a final ruling from the Court. On December 21, 2016, Comdata filed a counterclaim alleging that we defaulted under the RFID Agreement and that this alleged default allowed Comdata to terminate both the RFID Agreement and the Merchant Agreement. In addition, from February 1, 2017, until mid-September 2017, Comdata unilaterally withheld increased fees from the transaction settlement payments due to us, during which time the difference between the withheld fees and the fees payable under the Merchant Agreement totaled \$6,903. After a trial in April 2017, and post-trial briefing and argument, on September 11, 2017, the Court issued its post-trial Memorandum Opinion. The Court found that we were entitled to, among other things, an order requiring Comdata to specifically perform under the Merchant Agreement through January 2, 2022, and awarded damages to us and against Comdata for the difference between the higher transaction fees we paid to Comdata since February 1, 2017, and what we would have paid during this period under the fee structure in the Merchant Agreement, plus pre- and post- judgment interest. The Court also found that the Merchant Agreement provided for an award of reasonable attorneys' fees and costs to the prevailing party in a lawsuit enforcing any rights under the Merchant Agreement. We and Comdata reached agreement on the amount of excess fees to be paid to us by Comdata and on the calculation of pre-judgment interest, but did not reach agreement on when final judgment should enter and on the amounts of, or schedule for resolving an award of, attorneys' fees and costs. On October 17, 2017, the Court entered an order outlining a schedule for resolving issues related to attorneys' fees and costs, pursuant to which briefing concluding on January 3, 2018. On April 2, 2018, the Court entered an order granting our application for attorneys' fees and costs and denying Comdata's fee application, or the Fees Opinion. The Court found that we were entitled to an award of attorneys' fees and costs in the amount of \$9,844 for the period from September 2016 through November 2017, plus pre- and post-judgment interest, and directed the parties to submit a form of final order and judgment consistent with the Fees Opinion within five business days. We and Comdata reached agreement on a form of final order and judgment, as well as on the calculation of pre- and post-judgment interest and on the additional amount of attorneys' fees and costs to be paid to us by Comdata for the period from December 2017 through mid-April 2018. On April 9, 2018, the Court entered its final order and judgment, or the Order, substantially in the form submitted by the parties earlier that same day. Pursuant to the Order, Comdata is required to continue to honor the terms of the Merchant Agreement and the RFID Agreement and to reimburse us for attorneys' fees and costs, together with interest, in the amount of \$10,650, which we collected in April 2018. For the period from February 1, 2017 through mid-September 2017, we recognized expense of \$6,903 related to the excess transaction fees charged by Comdata. In September 2017, we recognized a receivable, with an offsetting reduction of transaction fees expense, of \$6,903 for the amount of excess transaction fees we subsequently recovered from Comdata in November 2017. We recognized litigation expenses related to this matter of \$37 and \$2,527 for the three months ended June 30, 2018 and 2017, respectively, and \$115 and \$8,899 for the six months ended June 30, 2018 and 2017, respectively, which are included in selling, general and administrative expenses in our consolidated statements of operations and comprehensive loss. Our attorneys' fees and costs related to this matter totaled \$10,633 through June 30, 2018. We recognized a \$10,082 reduction in selling, general and administrative expenses and \$568 of interest income in May 2018 as a result of the Court entering the Order on April 9, 2018, and we collected these amounts from Comdata in April 2018.

## 10. Inventory

Inventory consisted of the following:

|  | June 30, | December 31, |
|--|----------|--------------|
|  | 2018     | 2017         |

|                  |            |            |
|------------------|------------|------------|
| Nonfuel products | \$ 168,679 | \$ 169,140 |
|------------------|------------|------------|

|                 |           |            |
|-----------------|-----------|------------|
| Fuel products   | 47,384    | 40,500     |
| Total inventory | \$216,063 | \$ 209,640 |

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## TravelCenters of America LLC

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## 11. Segment Information

Reportable segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision making group, in deciding how to allocate resources to an individual segment and in assessing performance. Our separately reportable segments are travel centers and convenience stores. We measure our reportable segments' profitability based on site level gross margin in excess of site level operating expenses. See Note 1 above and Note 15 to the Notes to Consolidated Financial Statements included in Item 15 of our Annual Report for more information about our reportable segments.

|   | Three Months Ended June 30, 2018 |                       |                        |              |
|---|----------------------------------|-----------------------|------------------------|--------------|
|   | Travel<br>Centers                | Convenience<br>Stores | Corporate<br>and Other | Consolidated |
| Revenues:   |                                  |                       |                        |              |
| Fuel  | \$ 1,123,804                     | \$ 149,538            | \$ 24,379              | \$ 1,297,721 |
| Nonfuel   | 460,349                          | 69,589                | 8,925                  | 538,863      |
| Rent and royalties from franchisees                                   | 3,027                            | 52                    | 1,022                  | 4,101        |
| Total revenues  | 1,587,180                        | 219,179               | 34,326                 | 1,840,685    |
| Site level gross margin in excess of<br>site level operating expenses | \$ 134,081                       | \$ 11,483             | \$ 1,874               | \$ 147,438   |
| Corporate operating expenses:   |                                  |                       |                        |              |
| Selling, general and administrative                                   |                                  |                       | \$ 29,959              | \$ 29,959    |
| Real estate rent  |                                  |                       | 71,257                 | 71,257       |
| Depreciation and amortization   |                                  |                       | 29,918                 | 29,918       |
| Impairment of goodwill  |                                  |                       | 51,500                 | 51,500       |
| Loss from operations  |                                  |                       |                        | (35,196 )    |
| Interest expense, net   |                                  |                       | 6,860                  | 6,860        |
| Loss from equity investees  |                                  |                       | (908 )                 | (908 )       |
| Loss before income taxes  |                                  |                       |                        | (42,964 )    |
| Benefit for income taxes  |                                  |                       | 9,040                  | 9,040        |
| Net loss  |                                  |                       |                        | (33,924 )    |
| Less: net income for noncontrolling interests                         |                                  |                       |                        | 54           |
| Net loss attributable to common shareholders                          |                                  |                       |                        | \$(33,978 )  |

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|   | Three Months Ended June 30, 2017 |                       |                        | Consolidated |
|---|----------------------------------|-----------------------|------------------------|--------------|
|   | Travel<br>Centers                | Convenience<br>Stores | Corporate<br>and Other |              |
| Revenues:   |                                  |                       |                        |              |
| Fuel  | \$834,243                        | \$ 122,287            | \$ 19,689              | \$ 976,219   |
| Nonfuel   | 436,413                          | 71,884                | 10,471                 | 518,768      |
| Rent and royalties from franchisees                                   | 3,493                            | 54                    | 1,225                  | 4,772        |
| Total revenues  | 1,274,149                        | 194,225               | 31,385                 | 1,499,759    |
| Site level gross margin in excess of<br>site level operating expenses | \$ 123,747                       | \$ 11,707             | \$ 2,311               | \$ 137,765   |
| Corporate operating expenses:   |                                  |                       |                        |              |
| Selling, general and administrative                                   |                                  |                       | \$ 38,299              | \$ 38,299    |
| Real estate rent  |                                  |                       | 69,144                 | 69,144       |
| Depreciation and amortization   |                                  |                       | 28,649                 | 28,649       |
| Income from operations  |                                  |                       |                        | 1,673        |
| Acquisition costs   |                                  |                       | 63                     | 63           |
| Interest expense, net   |                                  |                       | 7,838                  | 7,838        |
| Income from equity investees  |                                  |                       | 925                    | 925          |
| Loss before income taxes  |                                  |                       |                        | (5,303 )     |
| Benefit for income taxes  |                                  |                       | 2,364                  | 2,364        |
| Net loss  |                                  |                       |                        | (2,939 )     |
| Less: net income for noncontrolling interests                         |                                  |                       |                        | 47           |
| Net loss attributable to common shareholders                          |                                  |                       |                        | \$ (2,986 )  |



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## TravelCenters of America LLC

## Notes to Consolidated Financial Statements (Unaudited)

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

|  | Six Months Ended June 30, 2018 |                    |                     | Consolidated |
|--|--------------------------------|--------------------|---------------------|--------------|
|  | Travel Centers                 | Convenience Stores | Corporate and Other |              |
| Revenues:  |                                |                    |                     |              |
| Fuel   | \$2,089,830                    | \$ 264,540         | \$43,478            | \$2,397,848  |
| Nonfuel  | 874,725                        | 128,001            | 16,534              | 1,019,260    |
| Rent and royalties from franchisees                                | 6,155                          | 105                | 2,004               | 8,264        |
| Total revenues   | 2,970,710                      | 392,646            | 62,016              | 3,425,372    |
| Site level gross margin in excess of site level operating expenses | \$258,100                      | \$ 16,394          | \$3,508             | \$278,002    |
| Corporate operating expenses:                                      |                                |                    |                     |              |
| Selling, general and administrative                                |                                |                    | \$67,994            | \$67,994     |
| Real estate rent   |                                |                    | 142,069             | 142,069      |
| Depreciation and amortization                                      |                                |                    | 57,466              | 57,466       |
| Impairment of goodwill   |                                |                    | 51,500              | 51,500       |
| Loss from operations   |                                |                    |                     | (41,027 )    |
| Interest expense, net  |                                |                    | 14,448              | 14,448       |
| Loss from equity investees   |                                |                    | (2,193 )            | (2,193 )     |
| Loss before income taxes   |                                |                    |                     | (57,668 )    |
| Benefit for income taxes   |                                |                    | 13,666              | 13,666       |
| Net loss   |                                |                    |                     | (44,002 )    |
| Less: net income for noncontrolling interests                      |                                |                    |                     | 88           |
| Net loss attributable to common shareholders                       |                                |                    |                     | \$(44,090 )  |

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## TravelCenters of America LLC

Notes to Consolidated Financial Statements (Unaudited)

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

|  | Six Months Ended June 30, 2017 |                    |                     | Consolidated |
|--|--------------------------------|--------------------|---------------------|--------------|
|  | Travel Centers                 | Convenience Stores | Corporate and Other |              |
| Revenues:  |                                |                    |                     |              |
| Fuel   | \$ 1,635,962                   | \$ 225,993         | \$ 37,138           | \$ 1,899,093 |
| Nonfuel  | 830,619                        | 132,586            | 19,731              | 982,936      |
| Rent and royalties from franchisees                                | 6,906                          | 108                | 2,388               | 9,402        |
| Total revenues   | 2,473,487                      | 358,687            | 59,257              | 2,891,431    |
| Site level gross margin in excess of site level operating expenses | \$ 216,224                     | \$ 17,070          | \$ 4,146            | \$ 237,440   |
| Corporate operating expenses:                                      |                                |                    |                     |              |
| Selling, general and administrative                                |                                |                    | \$ 79,602           | \$ 79,602    |
| Real estate rent   |                                |                    | 137,143             | 137,143      |
| Depreciation and amortization                                      |                                |                    | 60,449              | 60,449       |
| Loss from operations   |                                |                    |                     | (39,754 )    |
| Acquisition costs  |                                |                    | 203                 | 203          |
| Interest expense, net  |                                |                    | 15,222              | 15,222       |
| Income from equity investees                                       |                                |                    | 1,203               | 1,203        |
| Loss before income taxes   |                                |                    |                     | (53,976 )    |
| Benefit for income taxes   |                                |                    | 21,662              | 21,662       |
| Net loss   |                                |                    |                     | (32,314 )    |
| Less: net income for noncontrolling interests                      |                                |                    |                     | 70           |
| Net loss attributable to common shareholders                       |                                |                    |                     | \$(32,384 )  |

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

The following discussion should be read in conjunction with the consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q, or this Quarterly Report, and with our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, or our Annual Report. Amounts are in thousands of dollars or gallons unless indicated otherwise. Unless the context indicates otherwise, references to our convenience stores and restaurants refer to our standalone convenience stores and restaurants and not the convenience stores and restaurants located at our travel centers or restaurants at our standalone convenience stores.

Company Overview

As of June 30, 2018, we operated and franchised 257 travel centers, 230 standalone convenience stores and 46 standalone restaurants. Our customers include trucking fleets and their drivers, independent truck drivers, highway and local motorists and casual diners. We also collect rents, royalties and other fees from our tenants and franchisees. See Note 1 to the Notes to Consolidated Financial Statements included in Item 1 of this Quarterly Report for more information about our travel center, convenience store and standalone restaurant locations.

We manage our business on the basis of two separately reportable segments, travel centers and convenience stores. See Note 11 to the Notes to Consolidated Financial Statements included in Item 1 of this Quarterly Report for more information about our reportable segments.

Executive Summary

Our revenues and income are subject to material changes as a result of market prices and the availability of diesel fuel and gasoline. These factors are subject to the worldwide petroleum products supply chain, which historically has experienced price and supply volatility as a result of, among other things, severe weather, terrorism, political crises, military actions and variations in demand that are often the result of changes in the macroeconomic environment. Also, concerted efforts by major oil producing countries and cartels to influence oil supply may impact prices.

Over the past few years there have been significant changes in the cost of fuel. During the three and six months ended June 30, 2018, fuel prices trended upward, ending at an 11.7% and 9.3% higher price, respectively, than at the start of those periods. During the three and six months ended June 30, 2017, fuel prices trended downward, ending at a 4.8% and 13.0% lower price, respectively, than at the start of those periods. The average fuel price during the three and six months ended June 30, 2018, was 47.7% and 36.2%, respectively, above the average fuel price during the three and six months ended June 30, 2017. Some current economic forecasts reflect moderate price increases for fuel and an expectation of economic growth and inflation in the United States and elsewhere, which may impact demand for fuel and fuel prices; however, recent political tensions and related actions regarding global trade, including so called "trade wars", may be tempering this expectation. As noted above, various factors and events can cause fuel prices to change, sometimes suddenly and sharply.

Due to the volatility of our fuel costs and our methods of pricing fuel to our customers, we believe that fuel revenues are not a reliable metric for analyzing our results of operations from period to period. As a result solely of changes in fuel prices, our fuel revenues may materially increase or decrease, in both absolute amounts and on a percentage basis, without a comparable change in fuel sales volume or in fuel gross margin. We therefore consider fuel sales volume, fuel gross margin and nonfuel revenues to be better measures of our performance.

We generally are able to pass changes in our cost for fuel products to our customers, but typically with a delay, such that during periods of rising fuel commodity prices, fuel gross margin per gallon tends to be lower than it otherwise may have been and during periods of falling fuel commodity prices, fuel gross margin per gallon tends to be higher than it otherwise may have been. Increases and volatility in the prices we pay for fuel can have negative effects on our sales and profitability and increase our working capital requirements. For more information about fuel market risks that may affect us and our actions to mitigate those risks, see Item 7A, "Quantitative and Qualitative Disclosures About Market Risk" in our Annual Report.

We believe that demand for fuel by trucking companies and motorists will continue to decline over time because of technological innovations that improve fuel efficiency of motor vehicle engines, other fuel conservation practices and alternative fuels. We believe these factors, combined with competitive pressures, were contributors to the decrease in the level of fuel sales volume we realized on a same site basis for the three and six months ended June 30, 2018, as compared to the three and six months ended June 30, 2017. Although fuel sales volume declined on a same site basis, the decrease was partially offset by an increase from recently acquired locations.

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Our fuel gross margin was lower in the three months ended June 30, 2018, than in the three months ended June 30, 2017, due to lower fuel sales volumes, resulting from the continued effects of fuel efficiency gains and competition, and a lower fuel gross margin per gallon. Our fuel gross margin per gallon was lower in the three months ended June 30, 2018, than in the three months ended June 30, 2017, primarily due to our loyalty program having a bigger effect on fuel gross margin in the three months ended June 30, 2018, than in the three months ended June 30, 2017.

Our fuel gross margin and fuel gross margin per gallon were higher in the six months ended June 30, 2018, than in the six months ended June 30, 2017, primarily due to the federal biodiesel tax credit of \$23,251 that was retroactively reinstated for 2017 and recognized in the 2018 first quarter, and from an increase from new locations, partially offset by the continued effects of fuel efficiency gains and competition, and our loyalty program having a larger impact on fuel gross margin in the six months ended June 30, 2018, than in the six months ended June 30, 2017.

Our nonfuel gross margin was higher in the three and six months ended June 30, 2018, than in the three and six months ended June 30, 2017, due to an increase in nonfuel revenues and an increase in the nonfuel gross margin percentage. Nonfuel revenues increased primarily due to growth in our truck service program and the positive impact of certain of our marketing initiatives, partially offset by a decrease in nonfuel gross margin in our convenience stores segment due to increased competition. Nonfuel gross margin percentage was 57.7% for the three months ended June 30, 2018 as compared to 56.7% in the three months ended June 30, 2017, and the nonfuel gross margin percentage was 58.2% for the six months ended June 30, 2018, as compared to 57.2% for the six months ended June 30, 2017; the increased nonfuel gross margin percentages were primarily the result of changes in our mix of products and services sold, particularly the increased truck service sales.

During the three months ended June 30, 2018, we generated net loss attributable to common shareholders of \$33,978 as compared to \$2,986 during the three months ended June 30, 2017. The \$30,992 change was primarily due to the following factors:

- We recognized a goodwill impairment charge of \$51,500. See Note 4 to the Notes to Consolidated Financial Statements included in Item 1 of this Quarterly Report for more information about the goodwill impairment charge.

- We recognized a \$2,972 decrease in our fuel gross margin for the three months ended June 30, 2018.

The decreases above were partially offset by the following factors:

- We recognized an \$8,340 reduction in selling, general and administrative expenses primarily as a result of \$10,082 recovered from Comdata Inc., or Comdata, for legal expenses incurred in connection with our litigation with Comdata.

- We recognized a \$13,316 increase for the three months ended June 30, 2018, in nonfuel gross margin in excess of site level operating expenses primarily due to growth in our truck service program and the positive impact of certain of our marketing initiatives.

- We recognized a \$6,676 increase in our income tax benefit as a result of the increase in our pretax loss, partially offset by the decrease in the corporate income tax rate from 35% to 21% pursuant to the Tax Cuts and Jobs Act enacted in December 2017.

The net loss attributable to common shareholders we generated for the six months ended June 30, 2018, was \$44,090, as compared to \$32,384 during the six months ended June 30, 2017. This \$11,706 change was primarily due to the following factors:

- We recognized a goodwill impairment charge of \$51,500.

- As a result of the decrease in the corporate income tax rate from 35% to 21% pursuant to the Tax Cuts and Jobs Act enacted in December 2017, we recognized a \$7,996 decrease in our income tax benefit.

The decreases above were partially offset by the following factors:

- We recognized a \$17,424 increase in fuel gross margin, which included the \$23,251 benefit from the federal biodiesel tax credit.

- We recognized an \$11,608 reduction in selling, general and administrative expenses primarily as a result of \$10,082 recovered from Comdata for legal expenses incurred in connection with the Comdata matter and \$8,784 less legal fees incurred for the Comdata matter in 2018 than in the 2017 period.



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- We recognized a \$24,276 increase in nonfuel gross margin in excess of site level operating expenses primarily due to growth in our truck service program and the positive impact of certain of our marketing initiatives.
- We recognized a \$2,983 decrease in depreciation and amortization expense, primarily due to the \$5,227 of write offs of certain assets during the six months ended June 30, 2017.

Factors Affecting Comparability

Acquired and Developed Sites

We believe that our investment in travel centers require a period after they are developed or acquired and renovations are completed to reach expected stabilized financial results, generally three years for travel centers.

We acquired or developed nine travel centers during the three year period ended June 30, 2018. Of these travel centers, four are included in the same site data for the 12 months ended June 30, 2018. As of June 30, 2018, we had invested \$71,045 (including the cost of initial improvements) in these four locations, and these locations generated \$7,499 of site level gross margin in excess of site level operating expenses during the 12 months ended June 30, 2018. The remaining five locations were acquired or developed for a total investment of \$52,258 (including the cost of initial improvements), and these locations generated \$5,071 of site level gross margin in excess of site level operating expenses during the 12 months ended June 30, 2018. One of these five locations was newly developed on land we owned and subsequently sold by us to, and leased back from, Hospitality Properties Trust, or HPT. Some of these five travel centers were fully or partially out of service while improvements were being made to them during the 12 months ended June 30, 2018.

Seasonality

Our sales volumes are generally lower in the first and fourth quarters than the second and third quarters of each year. In the first quarter, the movement of freight by professional truck drivers as well as motorist travel are usually at their lowest levels of the calendar year. In the fourth quarter, freight movement is typically lower due to the holiday season. While our revenues are modestly seasonal, quarterly variations in our operating results may reflect greater seasonal differences as our rent expense and certain other costs do not vary seasonally.

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## Results of Operations

## Consolidated Financial Results

The following table presents changes in our operating results for the three and six months ended June 30, 2018, as compared to the three and six months ended June 30, 2017.

|   | Three Months Ended<br>June 30, |            |           | Six Months Ended<br>June 30, |             |           | Change |  |
|---|--------------------------------|------------|-----------|------------------------------|-------------|-----------|--------|--|
|   | 2018                           | 2017       | Change    | 2018                         | 2017        | Change    |        |  |
| <b>Revenues:</b>                              |                                |            |           |                              |             |           |        |  |
| Fuel  | \$1,297,721                    | \$976,219  | 32.9 %    | \$2,397,848                  | \$1,899,093 | 26.3 %    |        |  |
| Nonfuel                                       | 538,863                        | 518,768    | 3.9 %     | 1,019,260                    | 982,936     | 3.7 %     |        |  |
| Rent and royalties from franchisees           | 4,101                          | 4,772      | (14.1 )%  | 8,264                        | 9,402       | (12.1 )%  |        |  |
| Total revenues                                | 1,840,685                      | 1,499,759  | 22.7 %    | 3,425,372                    | 2,891,431   | 18.5 %    |        |  |
| <b>Gross margin:</b>                          |                                |            |           |                              |             |           |        |  |
| Fuel  | 88,792                         | 91,764     | (3.2 )%   | 182,351                      | 164,927     | 10.6 %    |        |  |
| Nonfuel                                       | 310,829                        | 294,175    | 5.7 %     | 593,231                      | 561,972     | 5.6 %     |        |  |
| Rent and royalties from franchisees           | 4,101                          | 4,772      | (14.1 )%  | 8,264                        | 9,402       | (12.1 )%  |        |  |
| Total gross margin                            | 403,722                        | 390,711    | 3.3 %     | 783,846                      | 736,301     | 6.5 %     |        |  |
| <b>Operating expenses:</b>                    |                                |            |           |                              |             |           |        |  |
| Site level operating                          | 256,284                        | 252,946    | 1.3 %     | 505,844                      | 498,861     | 1.4 %     |        |  |
| Selling, general and administrative           | 29,959                         | 38,299     | (21.8 )%  | 67,994                       | 79,602      | (14.6 )%  |        |  |
| Real estate rent                              | 71,257                         | 69,144     | 3.1 %     | 142,069                      | 137,143     | 3.6 %     |        |  |
| Depreciation and amortization                 | 29,918                         | 28,649     | 4.4 %     | 57,466                       | 60,449      | (4.9 )%   |        |  |
| Impairment of goodwill                        | 51,500                         | —          | NM        | 51,500                       | —           | NM        |        |  |
| Total operating expenses                      | 438,918                        | 389,038    | 12.8 %    | 824,873                      | 776,055     | 6.3 %     |        |  |
| (Loss) income from operations                 | (35,196 )                      | 1,673      | NM        | (41,027 )                    | (39,754 )   | (3.2 )%   |        |  |
| <b>Acquisition costs</b>                      |                                |            |           |                              |             |           |        |  |
| Acquisition costs                             | —                              | 63         | NM        | —                            | 203         | NM        |        |  |
| Interest expense, net                         | 6,860                          | 7,838      | (12.5 )%  | 14,448                       | 15,222      | (5.1 )%   |        |  |
| (Loss) income from equity investees           | (908 )                         | 925        | (198.2 )% | (2,193 )                     | 1,203       | (282.3 )% |        |  |
| Loss before income taxes                      | (42,964 )                      | (5,303 )   | (710.2 )% | (57,668 )                    | (53,976 )   | (6.8 )%   |        |  |
| Benefit for income taxes                      | 9,040                          | 2,364      | 282.4 %   | 13,666                       | 21,662      | (36.9 )%  |        |  |
| Net loss                                      | (33,924 )                      | (2,939 )   | NM        | (44,002 )                    | (32,314 )   | (36.2 )%  |        |  |
| Less: net income for noncontrolling interests | 54                             | 47         | 14.9 %    | 88                           | 70          | 25.7 %    |        |  |
| Net loss attributable to common shareholders  | \$(33,978 )                    | \$(2,986 ) | NM        | \$(44,090 )                  | \$(32,384 ) | (36.1 )%  |        |  |



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Three months ended June 30, 2018, as compared to the three months ended June 30, 2017

Fuel revenues. Fuel revenues for the three months ended June 30, 2018, increased from the three months ended June 30, 2017, by \$321,502, or 32.9%. The tables below show the changes in fuel sales volumes and revenues by segment. Corporate and other fuel gallons sold and fuel revenues represent wholesale sales to the locations we operate that are owned by an unconsolidated joint venture in which we own a noncontrolling interest and to other retailers.

|                     | Three Months Ended June 30, |           |         |
|---------------------|-----------------------------|-----------|---------|
|                     | 2018                        | 2017      | Change  |
| Fuel Gallons Sold   |                             |           |         |
| Travel centers      | 476,093                     | 476,076   | — %     |
| Convenience stores  | 64,636                      | 65,876    | (1.9) % |
| Corporate and other | 10,025                      | 10,395    | (3.6) % |
| Consolidated totals | 550,754                     | 552,347   | (0.3) % |
|                     | Three Months Ended June 30, |           |         |
|                     | 2018                        | 2017      | Change  |
| Fuel Revenues       |                             |           |         |
| Travel centers      | \$1,123,804                 | \$834,243 | 34.7 %  |
| Convenience stores  | 149,538                     | 122,287   | 22.3 %  |
| Corporate and other | 24,379                      | 19,689    | 23.8 %  |
| Consolidated totals | \$1,297,721                 | \$976,219 | 32.9 %  |

The increase in fuel revenues for the three months ended June 30, 2018, as compared to the three months ended June 30, 2017, was primarily due to an increase in market prices for fuel. In addition, the decline in fuel sales volumes at same sites was largely offset by fuel sales volumes at new sites. The decrease in fuel sales volume at same sites was primarily due to the continued effects of fuel efficiency gains and competition, partially offset by our fuel pricing and marketing strategies.

Nonfuel revenues. Nonfuel revenues for the three months ended June 30, 2018, increased by \$20,095, or 3.9%, as compared to the three months ended June 30, 2017, as a result of a 3.0% increase on a same site basis and sales at new sites. The increase on a same site basis was primarily due to growth in our truck service program and the positive impact of certain of our marketing initiatives.

Fuel gross margin. Fuel gross margin for the three months ended June 30, 2018, decreased by \$2,972, or 3.2%, as compared to the three months ended June 30, 2017, due to the slight decline in fuel sales volumes, the continued effects of fuel efficiency gains and competition, and our loyalty program having a larger impact on fuel gross margin in the three months ended June 30, 2018, than in the three months ended June 30, 2017.

Nonfuel gross margin. Nonfuel gross margin for the three months ended June 30, 2018, increased by \$16,654, or 5.7%, as compared to the three months ended June 30, 2017, due to the increase in nonfuel revenues and an increase in the nonfuel gross margin percentage. Nonfuel gross margin percentage was 57.7% and 56.7% for the three months ended June 30, 2018 and 2017, respectively. Nonfuel gross margin percentage for the three months ended June 30, 2018, increased as compared to the three months ended June 30, 2017, primarily due to a change in the mix of products and services sold, particularly the increased truck service sales.

Site level operating expenses. Site level operating expenses for the three months ended June 30, 2018, increased by \$3,338, or 1.3%, as compared to the three months ended June 30, 2017, primarily due to an increase in labor costs related to the increase in nonfuel sales. Site level operating expenses as a percentage of nonfuel revenues improved to 47.6% for the three months ended June 30, 2018, from 48.8% for the three months ended June 30, 2017. The improvement in site level operating expenses as a percentage of nonfuel revenues was primarily the result of the growth in our truck service program and our cost savings initiatives, as well as excess transaction fees of \$2,798 charged by Comdata in the three months ended June 30, 2017.



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**Selling, general and administrative expenses.** Selling, general and administrative expenses for the three months ended June 30, 2018, decreased by \$8,340, or 21.8%, as compared to the three months ended June 30, 2017. This decrease was primarily attributable to \$10,082 of reimbursed litigation costs collected from Comdata during the three months ended June 30, 2018, as compared to litigation expenses of \$2,527 incurred during the three months ended June 30, 2017, and certain cost savings initiatives, partially offset by an increase in compensation expense, which included approximately \$1,792 related to the retirement agreement with our former Chief Executive Officer, or CEO, in addition to annual salary increases and increased headcount, and a \$1,354 increase in legal fees in connection with matters unrelated to Comdata.

**Real estate rent expense.** Real estate rent expense for the three months ended June 30, 2018, increased by \$2,113, or 3.1%, as compared to the three months ended June 30, 2017. The increase in real estate rent expense was primarily a result of our sale to, and lease back from, HPT of one development property in May 2017 and improvements at leased sites since the beginning of 2017.

**Depreciation and amortization expense.** Depreciation and amortization expense for the three months ended June 30, 2018, increased by \$1,269, or 4.4%, as compared to the three months ended June 30, 2017. This increase primarily resulted from \$2,585 of write offs of certain assets during the three months ended June 30, 2018 and the growth since June 30, 2017, in our amount of depreciable assets as a result of the locations we acquired and other capital investments we completed (and did not subsequently sell to HPT).

**Impairment of goodwill.** During the three months ended June 30, 2018, we recognized an impairment charge of \$51,500 related to goodwill recognized in our convenience stores segment. Prior to this impairment charge, the total amount of convenience store segment assets was approximately \$466,623, including \$69,940 of goodwill. The impairment charge reflects the amount by which the carrying value of the segment exceeded its estimated fair value (see Note 4 to the Notes to Consolidated Financial Statements included in Item 1 of this Quarterly Report for additional discussion of the impairment charge and fair value estimate). More specifically, this charge primarily is due to the results in this segment failing to meet our projections in connection with convenience store acquisitions completed in 2013 through 2016, as well as changes in certain assumptions that affect the business valuations, including an increase in the discount rate applied.

**Benefit for income taxes.** We had an income tax benefit of \$9,040 and \$2,364 for the three months ended June 30, 2018 and 2017, respectively. The increase in the income tax benefit is due to the increase in the pretax loss generated for the three months ended June 30, 2018, as compared to the three months ended June 30, 2017, partially offset by a lower effective tax rate as a result of the Tax Cuts and Jobs Act enacted in December 2017, which reduced the federal corporate income tax rate from 35% to 21%.

Six months ended June 30, 2018, as compared to the six months ended June 30, 2017

**Fuel revenues.** Fuel revenues for the six months ended June 30, 2018, increased from the six months ended June 30, 2017, by \$498,755, or 26.3%. The tables below show the changes in fuel sales volumes and revenues by segment. Corporate and other fuel gallons sold and fuel revenues represent wholesale sales to the locations we operate that are owned by an unconsolidated joint venture in which we own a noncontrolling interest and to other retailers.

|                     | Six Months Ended |           |         |
|---------------------|------------------|-----------|---------|
|                     | June 30,         |           |         |
| Fuel Gallons Sold   | 2018             | 2017      | Change  |
| Travel centers      | 925,294          | 923,766   | 0.2 %   |
| Convenience stores  | 120,951          | 123,195   | (1.8 )% |
| Corporate and other | 18,728           | 19,542    | (4.2 )% |
| Consolidated totals | 1,064,973        | 1,066,503 | (0.1 )% |
|                     | Six Months Ended |           |         |
|                     | June 30,         |           |         |
| Fuel Revenues       | 2018             | 2017      | Change  |

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|                     |             |             |        |
|---------------------|-------------|-------------|--------|
| Travel centers      | \$2,089,830 | \$1,635,962 | 27.7 % |
| Convenience stores  | 264,540     | 225,993     | 17.1 % |
| Corporate and other | 43,478      | 37,138      | 17.1 % |
| Consolidated totals | \$2,397,848 | \$1,899,093 | 26.3 % |

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The increase in fuel revenues for the six months ended June 30, 2018, as compared to the six months ended June 30, 2017, was primarily due to an increase in market prices for fuel. In addition, the decline in fuel sales volumes at same sites was largely offset by fuel sales volumes at new sites. The decrease in fuel sales volumes at same sites was primarily due to the continued effects of fuel efficiency gains and competition, partially offset by our fuel pricing and marketing strategies.

**Nonfuel revenues.** Nonfuel revenues for the six months ended June 30, 2018, increased by \$36,324, or 3.7%, as compared to the six months ended June 30, 2017, primarily as a result of a 2.9% increase on a same site basis and sales at new sites. The increase on a same site basis was primarily due to an increase in our truck service program and the positive impact of certain of our marketing initiatives.

**Fuel gross margin.** Fuel gross margin for the six months ended June 30, 2018, increased by \$17,424, or 10.6%, as compared to the six months ended June 30, 2017, primarily as a result of the \$23,251 benefit recognized in the first quarter of 2018 in connection with the February 2018 reinstatement for 2017 of the federal biodiesel tax credit.

Without this \$23,251 benefit, fuel gross margin declined by \$5,827, primarily due to the slight decline in fuel sales volumes and our loyalty program having a larger impact on fuel gross margin in the six months ended June 30, 2018, than in the six months ended June 30, 2017.

**Nonfuel gross margin.** Nonfuel gross margin for the six months ended June 30, 2018, increased by \$31,259, or 5.6 %, as compared to the six months ended June 30, 2017, due to the increase in nonfuel revenues and an increase in the nonfuel gross margin percentage. Nonfuel gross margin percentage was 58.2% and 57.2% for the six months ended June 30, 2018 and 2017, respectively. Nonfuel gross margin percentage for the six months ended June 30, 2018, increased as compared to the six months ended June 30, 2017, primarily due to a change in the mix of products and services sold, particularly the increased truck service sales.

**Site level operating expenses.** Site level operating expenses for the six months ended June 30, 2018, increased by \$6,983, or 1.4%, as compared to the six months ended June 30, 2017, primarily due to an increase in labor costs related to the increase in nonfuel sales. Site level operating expenses as a percentage of nonfuel revenues improved to 49.6% for the six months ended June 30, 2018, from 50.8% for the six months ended June 30, 2017. The improvement in site level operating expenses as a percentage of nonfuel revenues was primarily the result of excess transaction fees of \$4,611 charged by Comdata in the six months ended June 30, 2017, as well as the growth in our truck service programs and our cost savings initiatives.

**Selling, general and administrative expenses.** Selling, general and administrative expenses for the six months ended June 30, 2018, decreased by \$11,608, or 14.6%, as compared to the six months ended June 30, 2017. This decrease was primarily attributable to \$10,082 of reimbursed litigation costs collected from Comdata during the six months ended June 30, 2018, as compared to litigation expenses of \$8,899 incurred during the six months ended June 30, 2017, and certain cost savings initiatives, partially offset by an increase in compensation expense, which included approximately \$3,571 related to the retirement agreement with our former CEO in addition to annual salary increases and increased headcount, and a \$2,129 increase in legal fees in connection with matters unrelated to Comdata.

**Real estate rent expense.** Real estate rent expense for the six months ended June 30, 2018, increased by \$4,926, or 3.6%, as compared to the six months ended June 30, 2017. The increase in real estate rent expense was primarily a result of our sale to, and lease back from, HPT of one development property in May 2017 and improvements at leased sites since the beginning of 2017.

**Depreciation and amortization expense.** Depreciation and amortization expense for the six months ended June 30, 2018, decreased by \$2,983, or 4.9%, as compared to the six months ended June 30, 2017. This decrease primarily resulted from \$5,227 of write offs of certain assets during the six months ended June 30, 2017, partially offset by \$2,585 of write offs of certain assets during the three months ended June 30, 2018, and the growth since June 30, 2017, in our amount of depreciable assets as a result of the locations we acquired and other capital investments we completed (and did not subsequently sell to HPT).

**Impairment of goodwill.** During the six months ended June 30, 2018, we recognized an impairment charge of \$51,500 related to goodwill recognized in our convenience stores segment. Prior to this impairment charge, the total amount of

convenience store segment assets was approximately \$466,623, including \$69,940 of goodwill. The impairment charge reflects the amount by which the carrying value of the segment exceeded its estimated fair value (see Note 4 to the Notes to Consolidated Financial Statements included in Item 1 of this Quarterly Report for additional discussion of the impairment charge and fair value estimate). More specifically, this charge primarily is due to the results in this segment failing to meet our projections in connection with convenience store acquisitions completed in 2013 through 2016, as well as changes in certain assumptions that affect the business valuations, including an increase in the discount rate applied.

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Benefit for income taxes. We had an income tax benefit of \$13,666 and \$21,662 for the six months ended June 30, 2018 and 2017, respectively. The decrease in the income tax benefit is due to a lower effective tax rate as a result of the Tax Cuts and Jobs Act enacted in December 2017, which reduced the federal corporate income tax rate from 35% to 21%, partially offset by an increase in our pretax loss.

## Segment Results of Operations

The following is a discussion of fuel and nonfuel revenues and site level gross margin in excess of site level operating expenses by reportable segment.

As part of this discussion and analysis of our reportable segment operating results we refer to increases and decreases in results on a same site basis. We include a location in the same site comparisons only if we continuously operated it for the entire duration since the beginning of the earliest comparative period presented, except for locations we operate that are owned by an unconsolidated joint venture in which we own a noncontrolling interest, which we do not include. Same site data also excludes revenues and expenses at locations not operated by us, such as rent and royalties from franchisees, revenues from a dealer operated convenience store and corporate level selling, general and administrative expenses. We do not exclude locations from the same site comparisons as a result of capital improvements to the site or changes in the services offered.

## Travel Centers

The following table presents changes in the operating results for our travel centers segment for the three and six months ended June 30, 2018, as compared to the three and six months ended June 30, 2017.

|   | Three Months Ended |             |          | Six Months Ended |             |          |
|---|--------------------|-------------|----------|------------------|-------------|----------|
|   | June 30,<br>2018   | 2017        | Change   | June 30,<br>2018 | 2017        | Change   |
| Number of company operated travel center locations at end of period   | 230                | 227         | 3        | 230              | 227         | 3        |
| Number of franchise operated travel center locations at end of period | 27                 | 29          | (2 )     | 27               | 29          | (2 )     |
| <b>Fuel:</b>  |                    |             |          |                  |             |          |
| Fuel sales volume (gallons)   | 476,093            | 476,076     | — %      | 925,294          | 923,766     | 0.2 %    |
| Fuel revenues   | \$1,123,804        | \$834,243   | 34.7 %   | \$2,089,830      | \$1,635,962 | 27.7 %   |
| Fuel gross margin   | 73,937             | 76,189      | (3.0) %  | 156,314          | 138,021     | 13.3 %   |
| Fuel gross margin per gallon  | \$0.155            | \$0.160     | (3.1) %  | \$0.169          | \$0.149     | 13.4 %   |
| <b>Nonfuel:</b>   |                    |             |          |                  |             |          |
| Nonfuel revenues  | \$460,349          | \$436,413   | 5.5 %    | \$874,725        | \$830,619   | 5.3 %    |
| Nonfuel gross margin  | 279,678            | 262,186     | 6.7 %    | 535,752          | 502,819     | 6.5 %    |
| Nonfuel gross margin percentage                                       | 60.8 %             | 60.1 %      | 70 pts   | 61.2 %           | 60.5 %      | 70 pts   |
| Total revenues  | \$1,587,180        | \$1,274,149 | 24.6 %   | \$2,970,710      | \$2,473,487 | 20.1 %   |
| Total gross margin  | 356,642            | 341,868     | 4.3 %    | 698,221          | 647,746     | 7.8 %    |
| Site level operating expenses   | 222,561            | 218,121     | 2.0 %    | 440,121          | 431,522     | 2.0 %    |
| Site level operating expenses as a percentage of nonfuel revenues     | 48.3 %             | 50.0 %      | (170)pts | 50.3 %           | 52.0 %      | (170)pts |
| Site level gross margin in excess of site level operating expenses    | \$134,081          | \$123,747   | 8.4 %    | \$258,100        | \$216,224   | 19.4 %   |





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The following table presents our same site operating results for our travel centers segment for the three and six months ended June 30, 2018, as compared to the three and six months ended June 30, 2017.

|  | Three Months Ended |           |          | Six Months Ended |             |          |
|--|--------------------|-----------|----------|------------------|-------------|----------|
|  | June 30,<br>2018   | 2017      | Change   | June 30,<br>2018 | 2017        | Change   |
| Number of same site company operated travel center locations       | 224                | 224       | —        | 223              | 223         | —        |
| <b>Fuel:</b>   |                    |           |          |                  |             |          |
| Fuel sales volume (gallons)  | 471,542            | 476,076   | (1.0) %  | 914,936          | 922,560     | (0.8) %  |
| Fuel revenues  | \$1,113,621        | \$834,059 | 33.5 %   | \$2,066,755      | \$1,634,191 | 26.5 %   |
| Fuel gross margin  | 72,558             | 76,140    | (4.7) %  | 153,183          | 137,810     | 11.2 %   |
| Fuel gross margin per gallon                                       | \$0.154            | \$0.160   | (3.8) %  | \$0.167          | \$0.149     | 12.1 %   |
| <b>Nonfuel:</b>  |                    |           |          |                  |             |          |
| Nonfuel revenues   | \$455,130          | \$436,362 | 4.3 %    | \$861,319        | \$827,241   | 4.1 %    |
| Nonfuel gross margin   | 276,510            | 262,153   | 5.5 %    | 527,343          | 500,567     | 5.3 %    |
| Nonfuel gross margin percentage                                    | 60.8 %             | 60.1 %    | 70 pts   | 61.2 %           | 60.5 %      | 70 pts   |
| Total gross margin   | \$349,068          | \$338,293 | 3.2 %    | \$680,526        | \$638,377   | 6.6 %    |
| Site level operating expenses                                      | 219,405            | 217,593   | 0.8 %    | 432,286          | 428,011     | 1.0 %    |
| Site level operating expenses as a percentage of nonfuel revenues  | 48.2 %             | 49.9 %    | (170)pts | 50.2 %           | 51.7 %      | (150)pts |
| Site level gross margin in excess of site level operating expenses | \$129,663          | \$120,700 | 7.4 %    | \$248,240        | \$210,366   | 18.0 %   |

Three months ended June 30, 2018, as compared to the three months ended June 30, 2017

Revenues. Fuel revenues for the three months ended June 30, 2018, increased by \$289,561, or 34.7%, from the three months ended June 30, 2017. The table below shows the factors that caused the changes in total fuel sales volume and revenues for our travel centers segment between periods.

|  | Gallons Sold | Fuel Revenues |
|--|--------------|---------------|
| Results for the three months ended June 30, 2017 | 476,076      | \$834,243     |
| Increase due to petroleum products price changes |              | 289,614       |
| Decrease due to same site volume changes         | (4,534)      | (10,708)      |
| Increase due to locations opened                 | 4,551        | 10,655        |
| Net change from prior year period                | 17           | 289,561       |
| Results for the three months ended June 30, 2018 | 476,093      | \$1,123,804   |

The increase in fuel revenues reflected an increase in market prices for fuel and fuel sales volume at new sites, partially offset by a decrease in fuel sales volume on a same site basis. On a same site basis, fuel sales volume decreased by 1.0% during the three months ended June 30, 2018, as compared to the three months ended June 30, 2017, due to the continued effects of fuel efficiency gains and competition, partially offset by our fuel pricing and marketing strategies.

Nonfuel revenues for the three months ended June 30, 2018, increased by \$23,936, or 5.5%, as compared to the three months ended June 30, 2017, primarily due to an increase in nonfuel revenues on a same site basis. The increase on a same site basis was primarily a result of growth in our truck service program and the positive impact of certain of our marketing initiatives.



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Site level gross margin in excess of site level operating expenses. Site level gross margin in excess of site level operating expenses for the three months ended June 30, 2018, increased by \$10,334, or 8.4%, as compared to the three months ended June 30, 2017, primarily due to an increase on a same site basis.

On a same site basis, site level gross margin in excess of site level operating expenses increased by \$8,963, or 7.4%, for the three months ended June 30, 2018, as compared to the three months ended June 30, 2017. This increase primarily resulted from the following factors:

- an increase in nonfuel gross margin due to the increase in nonfuel revenues and an increase in our nonfuel gross margin percentage that primarily was due to the change in the mix of products and services sold; and
- an improvement in our site level operating expenses as a percentage of nonfuel revenues that primarily was due to growth in our truck service programs, our cost savings initiatives and the excess transaction fees charged by Comdata in 2017.

The increases above were partially offset by a decrease in fuel gross margin that primarily was due to the decline in fuel sales volume and our loyalty program having a larger impact on fuel gross margin in the three months ended June 30, 2018, than in the three months ended June 30, 2017.

Six months ended June 30, 2018, as compared to the six months ended June 30, 2017

Revenues. Fuel revenues for the six months ended June 30, 2018, increased by \$453,868, or 27.7%, from the six months ended June 30, 2017. The table below shows the factors that caused the changes in total fuel sales volume and revenues for our travel centers segment between periods.

|  | Gallons Sold | Fuel Revenues |
|--|--------------|---------------|
| Results for the six months ended June 30, 2017   | 923,766      | \$1,635,962   |
| Increase due to petroleum products price changes |              | 449,860       |
| Decrease due to same site volume changes         | (7,624 )     | (17,256 )     |
| Increase due to locations opened                 | 9,152        | 21,264        |
| Net change from prior year period                | 1,528        | 453,868       |
| Results for the six months ended June 30, 2018   | 925,294      | \$2,089,830   |

The increase in fuel revenues reflected an increase in market prices for fuel and fuel sales volume at new sites, partially offset by a decrease in fuel sales volume on a same site basis. On a same site basis, fuel sales volume decreased by 0.8% during the six months ended June 30, 2018, as compared to the six months ended June 30, 2017, due to the continued effects of fuel efficiency gains and competition, partially offset by our fuel pricing and marketing strategies.

Nonfuel revenues for the six months ended June 30, 2018, increased by \$44,106, or 5.3%, as compared to the six months ended June 30, 2017, primarily due to an increase in nonfuel revenues on a same site basis. The increase on a same site basis was primarily a result of growth in our truck service program and the positive impact of certain of our marketing initiatives.

Site level gross margin in excess of site level operating expenses. Site level gross margin in excess of site level operating expenses for the six months ended June 30, 2018, increased by \$41,876, or 19.4%, as compared to the six months ended June 30, 2017, primarily due to an increase on a same site basis.

On a same site basis, site level gross margin in excess of site level operating expenses increased by \$37,874, or 18.0%, for the six months ended June 30, 2018, as compared to the six months ended June 30, 2017. This increase primarily resulted from the following factors:

- an increase in nonfuel gross margin due to the increase in nonfuel revenues and an increase in our nonfuel gross margin percentage primarily due to the change in the mix of products and services sold;
- an increase in fuel gross margin that primarily resulted from the federal biodiesel tax credit of \$23,024; and
- an improvement in our site level operating expenses as a percentage of nonfuel revenues primarily as a result of excess transaction fees charged by Comdata during the 2017 period, as well as growth in our truck service programs

and our cost savings initiatives.

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## Convenience Stores

The following table presents changes in the operating results for our convenience stores segment for the three and six months ended June 30, 2018, as compared to the three and six months ended June 30, 2017.

|   | Three Months Ended |           |         | Six Months Ended |           |         |
|---|--------------------|-----------|---------|------------------|-----------|---------|
|   | June 30,<br>2018   | 2017      | Change  | June 30,<br>2018 | 2017      | Change  |
| Number of company operated convenience store locations at end of period | 229                | 232       | (3 )    | 229              | 232       | (3 )    |
| Number of dealer operated convenience store locations at end of period  | 1                  | 1         | —       | 1                | 1         | —       |
| Fuel:   |                    |           |         |                  |           |         |
| Fuel sales volume (gallons)   | 64,636             | 65,876    | (1.9) % | 120,951          | 123,195   | (1.8) % |
| Fuel revenues   | \$149,538          | \$122,287 | 22.3 %  | \$264,540        | \$225,993 | 17.1 %  |
| Fuel gross margin   | 14,832             | 15,535    | (4.5) % | 25,973           | 26,780    | (3.0) % |
| Fuel gross margin per gallon  | \$0.229            | \$0.236   | (3.0) % | \$0.215          | \$0.217   | (0.9) % |
| Nonfuel:  |                    |           |         |                  |           |         |
| Nonfuel revenues  | \$69,589           | \$71,884  | (3.2) % | \$128,001        | \$132,586 | (3.5) % |
| Nonfuel gross margin  | 24,931             | 25,115    | (0.7) % | 46,008           | 46,230    | (0.5) % |
| Nonfuel gross margin percentage   | 35.8 %             | 34.9 %    | 90 pts  | 35.9 %           | 34.9 %    | 100 pts |
| Total revenues  | \$219,179          | \$194,225 | 12.8 %  | \$392,646        | \$358,687 | 9.5 %   |
| Total gross margin  | 39,815             | 40,704    | (2.2) % | 72,086           | 73,118    | (1.4) % |
| Site level operating expenses   | 28,332             | 28,997    | (2.3) % | 55,692           | 56,048    | (0.6) % |
| Site level operating expenses as a percentage of nonfuel revenues       | 40.7 %             | 40.3 %    | 40 pts  | 43.5 %           | 42.3 %    | 120 pts |
| Site level gross margin in excess of site level operating expenses      | \$11,483           | \$11,707  | (1.9) % | \$16,394         | \$17,070  | (4.0) % |

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The following table presents our same site operating results for our convenience stores segment for the three and six months ended June 30, 2018, as compared to the three and six months ended June 30, 2017.

|  | Three Months Ended<br>June 30, |           |         | Six Months Ended<br>June 30, |           |         |
|--|--------------------------------|-----------|---------|------------------------------|-----------|---------|
|  | 2018                           | 2017      | Change  | 2018                         | 2017      | Change  |
| Number of same site company operated convenience store locations   | 226                            | 226       | —       | 226                          | 226       | —       |
| <b>Fuel:</b>   |                                |           |         |                              |           |         |
| Fuel sales volume (gallons)  | 64,604                         | 65,248    | (1.0) % | 120,579                      | 122,053   | (1.2) % |
| Fuel revenues  | \$149,464                      | \$121,127 | 23.4 %  | \$263,762                    | \$223,899 | 17.8 %  |
| Fuel gross margin  | 14,840                         | 15,413    | (3.7) % | 25,936                       | 26,563    | (2.4) % |
| Fuel gross margin per gallon                                       | \$0.230                        | \$0.236   | (2.5) % | \$0.215                      | \$0.218   | (1.4) % |
| <b>Nonfuel:</b>  |                                |           |         |                              |           |         |
| Nonfuel revenues   | \$69,573                       | \$71,478  | (2.7) % | \$127,781                    | \$131,827 | (3.1) % |
| Nonfuel gross margin   | 24,927                         | 24,979    | (0.2) % | 45,935                       | 45,972    | (0.1) % |
| Nonfuel gross margin percentage                                    | 35.8 %                         | 34.9 %    | 90 pts  | 35.9 %                       | 34.9 %    | 100 pts |
| Total gross margin   | \$39,767                       | \$40,392  | (1.5) % | \$71,871                     | \$72,535  | (0.9) % |
| Site level operating expenses                                      | 28,153                         | 28,766    | (2.1) % | 55,326                       | 55,603    | (0.5) % |
| Site level operating expenses as a percentage of nonfuel revenues  | 40.5 %                         | 40.2 %    | 30 pts  | 43.3 %                       | 42.2 %    | 110 pts |
| Site level gross margin in excess of site level operating expenses | \$11,614                       | \$11,626  | (0.1) % | \$16,545                     | \$16,932  | (2.3) % |

Three months ended June 30, 2018, as compared to the three months ended June 30, 2017

Revenues. Fuel revenues for the three months ended June 30, 2018, increased by \$27,251, or 22.3%, as compared to the three months ended June 30, 2017. The table below shows the factors that caused the changes in total fuel sales volume and revenues for our convenience stores segment between periods.

|  | Gallons Sold | Fuel Revenues |
|--|--------------|---------------|
| Results for the three months ended June 30, 2017 | 65,876       | \$122,287     |
| Increase due to petroleum products price changes |              | 29,581        |
| Decrease due to same site volume changes         | (644 )       | (1,243 )      |
| Decrease due to locations closed                 | (596 )       | (1,087 )      |
| Net change from prior year period                | (1,240 )     | 27,251        |
| Results for the three months ended June 30, 2018 | 64,636       | \$149,538     |

The increase in fuel revenues in our convenience stores segment was due to an increase in market prices for fuel. On a same site basis, fuel sales volume decreased by 1.0% during the three months ended June 30, 2018, as compared to the three months ended June 30, 2017. The decrease in same site fuel sales volume was primarily due to the continued effects of competition.

Nonfuel revenues for the three months ended June 30, 2018, decreased by \$2,295, or 3.2%, as compared to the three months ended June 30, 2017, primarily due to a decrease in nonfuel revenues on a same site basis. The decrease on a same site basis was primarily due to increased competition.



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Site level gross margin in excess of site level operating expenses. Site level gross margin in excess of site level operating expenses for the three months ended June 30, 2018, decreased by \$224, or 1.9%, as compared to the three months ended June 30, 2017, primarily due to three locations we closed in 2018 and a decrease on a same site basis. On a same site basis, site level gross margin in excess of site level operating expenses decreased by \$12, or 0.1%, for the three months ended June 30, 2018, as compared to the three months ended June 30, 2017. This decrease primarily resulted from the following factors:

- a decrease in fuel gross margin as a result of a decrease in fuel sales volume and a decline in the fuel gross margin per gallon; and
- a decrease in nonfuel gross margin due to a decrease in nonfuel revenues.

The decreases above were partially offset by a decrease in site level operating expenses primarily due to our cost savings initiatives.

Six months ended June 30, 2018, as compared to the six months ended June 30, 2017

Revenues. Fuel revenues for the six months ended June 30, 2018, increased by \$38,547, or 17.1%, as compared to the six months ended June 30, 2017. The table below shows the factors that caused the changes in total fuel sales volume and revenues for our convenience stores segment between periods.

|  | Gallons Sold | Fuel Revenues |
|--|--------------|---------------|
| Results for the six months ended June 30, 2017   | 123,195      | \$225,993     |
| Increase due to petroleum products price changes |              | 42,572        |
| Decrease due to same site volume changes         | (1,474 )     | (2,709 )      |
| Decrease due to locations closed                 | (770 )       | (1,316 )      |
| Net change from prior year period                | (2,244 )     | 38,547        |
| Results for the six months ended June 30, 2018   | 120,951      | \$264,540     |

The increase in fuel revenues in our convenience stores segment was due to an increase in market prices for fuel, partially offset by a decrease in fuel sales volume on a same site basis and due to three locations closed in 2018. On a same site basis, fuel sales volume decreased by 1.2% during the six months ended June 30, 2018, as compared to the six months ended June 30, 2017. The decrease in same site fuel sales volume was primarily due to the continued effects of competition.

Nonfuel revenues for the six months ended June 30, 2018, decreased by \$4,585, or 3.5%, as compared to the six months ended June 30, 2017, primarily due to a decrease in nonfuel revenues on a same site basis and as a result of the three locations closed in 2018. The decrease on a same site basis was primarily due to increased competition.

Site level gross margin in excess of site level operating expenses. Site level gross margin in excess of site level operating expenses for the six months ended June 30, 2018, decreased by \$676, or 4.0%, as compared to the six months ended June 30, 2017, primarily due to a decrease on a same site basis and as a result of the three locations closed in 2018.

On a same site basis, site level gross margin in excess of site level operating expenses decreased by \$387, or 2.3 %, for the six months ended June 30, 2018, as compared to six months ended June 30, 2017. This decrease primarily resulted from the following factors:

- a decrease in fuel gross margin as a result of a decrease in fuel sales volume and a decline in the fuel gross margin per gallon; and
- a decrease in nonfuel gross margin due to a decrease in nonfuel revenues.

The decreases above were partially offset by a decrease in site level operating expenses primarily due to our cost savings initiatives.





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### Liquidity and Capital Resources

Our principal liquidity requirements are to meet our operating and financing costs and to fund our capital expenditures, acquisitions and working capital requirements. Our principal sources of liquidity to meet these requirements are our:

- cash balance;
- operating cash flow;
- our revolving credit facility, or our Credit Facility, with a current maximum availability of \$200,000 subject to limits based on our qualified collateral;
- sales to HPT of improvements we make to the sites we lease from HPT;
- potential issuances of new debt and equity securities; and
- potential financing or selling of unencumbered real estate that we own.

We believe that the primary risks we currently face with respect to our operating cash flow are:

- continuing decreased demand for our fuel products resulting from regulatory and market efforts for improved engine fuel efficiency, fuel conservation and alternative fuels;
- decreased demand for our products and services that we may experience as a result of competition or otherwise;
- the fixed nature of a significant portion of our expenses, which may restrict our ability to realize a sufficient reduction in our expenses to offset a reduction in our revenues;
- the possible inability of acquired or developed properties to generate the stabilized financial results we expected at the time of acquisition or development;
- the risk of an economic slowdown or recession in the U.S. economy; and
- the negative impacts on our gross margins and working capital requirements if there were a return to the higher level of prices for petroleum products we experienced in prior years or due to increases in the cost of our fuel or nonfuel products resulting from inflation generally.

Our business requires substantial amounts of working capital, including cash liquidity, and our working capital requirements can be especially large because of the volatility of fuel prices. Our growth strategy of selectively acquiring additional properties and businesses and developing new sites requires us to expend substantial capital for any such properties, businesses or developments. In addition, our properties are high traffic sites with many customers and large trucks entering and exiting our properties daily, requiring us to expend capital to maintain, repair and improve our properties. Although we had a cash balance of \$78,189 at June 30, 2018, and net cash provided by operating activities of \$82,033 for the six months ended June 30, 2018, we cannot be sure that we will maintain sufficient amounts of cash, that we will generate future profits or positive cash flows or that we will be able to obtain additional financing, if and when it becomes necessary or desirable to pursue business opportunities.

### Revolving Credit Facility

We have a Credit Facility with a group of commercial banks that matures on December 19, 2019. Under the Credit Facility, a maximum of \$200,000 may be drawn, repaid and redrawn until maturity. The availability of this maximum amount is subject to limits based on qualified collateral. Subject to available collateral and lender participation, the maximum amount of this Credit Facility may be increased to \$300,000. The Credit Facility may be used for general business purposes and allows for the issuance of letters of credit. Generally, no principal payments are due until maturity. Under the terms of the Credit Facility, interest is payable on outstanding borrowings at a rate based on, at our option, LIBOR or a base rate, plus a premium (which premium is subject to adjustment based upon facility availability, utilization and other matters). At June 30, 2018, based on our qualified collateral, a total of \$133,773 was available to us for loans and letters of credit under the Credit Facility. At June 30, 2018, there were no loans outstanding under the Credit Facility but we had outstanding \$17,795 of letters of credit issued under that facility, which reduced the amount available for borrowing under the Credit Facility, leaving \$115,978 available for our use as of that date.

### Sources and Uses of Cash

Cash flow from operating activities. During the six months ended June 30, 2018 and 2017, we had net cash inflows from operating activities of \$82,033 and \$15,136, respectively. The increase in net cash provided by operations of \$66,897 was due to more cash generated from working capital as well as improved operating results for the six months ended June 30, 2018, as compared to the six months ended June 30, 2017, before taking into account the noncash depreciation and amortization expense, impairment of goodwill and deferred income taxes.

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Cash flow from investing activities. During the six months ended June 30, 2018 and 2017, we had net cash outflows from investing activities of \$39,662 and \$1,408, respectively. The increase in net cash outflows from investing activities resulted from a decrease in proceeds from asset sales to HPT, partially offset by lower capital expenditures and acquisition activity. See Note 6 to the Notes to Consolidated Financial Statements included in Item 1 of this Quarterly Report for more information about our transactions with HPT.

Cash flow from financing activities. During the six months ended June 30, 2018 and 2017, we had net cash outflows and inflows from financing activities of \$141 and \$1,478, respectively.

**Related Party Transactions**

We have relationships and historical and continuing transactions with HPT, The RMR Group LLC, or RMR, Affiliates Insurance Company, or AIC, and others related to them. For example: HPT is our former parent company, our largest shareholder and our principal landlord; RMR provides management services to both us and to HPT and RMR employs certain of our and HPT's executive officers, as well as our Managing Directors and HPT's managing trustees. We also have relationships and historical and continuing transactions with other companies to which RMR or its subsidiaries provide management services and which may have directors, trustees and officers who are also directors, trustees or officers of us, HPT or RMR, including AIC, of which we, HPT and five other companies to which RMR provides management services each own 14.3% and, which arranges and reinsures in part a combined property insurance program for us and its six other shareholders. For further information about these and other such relationships and related party transactions, see Notes 6, 7 and 8 to the Notes to Consolidated Financial Statements included in Item 1 of this Quarterly Report, our Annual Report, our definitive Proxy Statement for our 2018 Annual Meeting of Shareholders and our other filings with the Securities and Exchange Commission, or SEC. In addition, please see the section captioned "Risk Factors" of our Annual Report for a description of risks that may arise as a result of these and other related party transactions and relationships. Our filings with the SEC and copies of certain of our agreements with these related parties, including our business management agreement and former property management agreement with RMR, our various agreements with HPT and our shareholders agreement with AIC and its six other shareholders, are available as exhibits to our filings with the SEC and accessible at the SEC's website, [www.sec.gov](http://www.sec.gov). We may engage in additional transactions with related parties, including businesses to which RMR or its subsidiaries provide management services.

**Environmental and Climate Change Matters**

Legislation and regulation regarding climate change, including greenhouse gas emissions, and other environmental matters and market reaction to any such legislation or regulation or to climate change concerns, may decrease the demand for our fuel products, may require us to expend significant amounts and may otherwise negatively impact our business. For instance, federal and state governmental requirements addressing emissions from trucks and other motor vehicles, such as the U.S. Environmental Protection Agency's, or EPA's, gasoline and diesel sulfur control requirements that limit the concentration of sulfur in motor fuel, as well as new fuel efficiency standards for medium and heavy duty commercial trucks, have caused us to add certain services and provide certain products to our customers at a cost to us that we may be unable to pass through to our customers. Also, various private initiatives and government regulations to promote fuel efficiency that raise the cost of trucking as compared to other types of freight transport, may decrease the demand for our fuel products and negatively impact our business.

For example, in August 2016 the EPA and the National Highway Traffic Safety Administration established final regulations that will phase in more stringent greenhouse gas emission and fuel efficiency standards for medium and heavy duty trucks beginning in model year 2021 (model year 2018 for certain trailers) through model year 2027, and these regulations are estimated to reduce fuel usage between 9% and 25% (depending on vehicle category) by model year 2027. Under the Trump Administration, the EPA and the U.S. Department of Transportation have publicly announced that they will review and reconsider various rules relating to greenhouse gas emissions and fuel efficiency standards for trucks and other motor vehicles, including portions of the rule discussed above, and have proposed, for

example, changes to the rule's application to certain types of vehicles. It is difficult to predict what, if any, changes to the existing rule will ultimately occur as a result of the Trump Administration's review or as a result of related legal challenges and, if changes occur, what impact those changes would have on our industry, us or our business. We may not be able to completely offset the loss of business we may suffer as a result of increasing engine efficiency and other fuel conservation efforts under this rule or as a result of other existing or future regulation or changes in customer demand.

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Some observers believe severe weather activities in different parts of the country over the last few years evidence global climate change. Such severe weather that may result from climate change may have an adverse effect on individual properties we own, lease or operate, or the volume of business at our locations. We mitigate these risks by owning, leasing and operating a diversified portfolio of properties, by procuring insurance coverage we believe adequately protects us from material damages and losses and by attempting to monitor and be prepared for such events. However, there can be no assurance that our mitigation efforts will be sufficient or that storms that may occur due to future climate change or otherwise could not have a material adverse effect on our business. For further information about these and other environmental and climate change matters, and the related risks that may arise, see the disclosure under the heading "Environmental Contingencies" in Note 9 to the Notes to Consolidated Financial Statements included in Item 1 of this Quarterly Report, which disclosure is incorporated herein by reference.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

For quantitative and qualitative disclosures about market risk affecting us, see Item 7A, "Quantitative and Qualitative Disclosures About Market Risk" in our Annual Report, filed with the SEC on February 28, 2018. Our exposure to market risks has not changed materially from those set forth in our Annual Report.

Item 4. Controls and Procedures

As of the end of the period covered by this report, our management carried out an evaluation, under the supervision and with the participation of our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 and Rule 15d-15 of the Securities Exchange Act of 1934, as amended. Based upon that evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were effective at June 30, 2018.

Changes in Internal Control over Financial Reporting

During the quarter ended June 30, 2018, there were no changes to our internal controls over financial reporting that materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

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WARNING CONCERNING FORWARD LOOKING STATEMENTS

THIS QUARTERLY REPORT CONTAINS STATEMENTS THAT CONSTITUTE FORWARD LOOKING STATEMENTS WITHIN THE MEANING OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995 AND OTHER SECURITIES LAWS. WHENEVER WE USE WORDS SUCH AS "BELIEVE," "EXPECT," "ANTICIPATE," "INTEND," "PLAN," "ESTIMATE," "WILL," "MAY" AND NEGATIVES AND DERIVATIVES OF THESE OR SIMILAR EXPRESSIONS, WE ARE MAKING FORWARD LOOKING STATEMENTS. THESE FORWARD LOOKING STATEMENTS ARE BASED UPON OUR PRESENT INTENT, BELIEFS OR EXPECTATIONS, BUT FORWARD LOOKING STATEMENTS ARE NOT GUARANTEED TO OCCUR AND MAY NOT OCCUR. ACTUAL RESULTS MAY DIFFER MATERIALLY FROM THOSE CONTAINED IN OR IMPLIED BY OUR FORWARD LOOKING STATEMENTS AS A RESULT OF VARIOUS FACTORS. AMONG OTHERS, THE FORWARD LOOKING STATEMENTS THAT APPEAR IN THIS QUARTERLY REPORT THAT MAY NOT OCCUR INCLUDE STATEMENTS THAT:

OUR OPERATING RESULTS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2018, REFLECT INCREASES IN FUEL AND NONFUEL REVENUES AND NONFUEL GROSS MARGIN OVER THE SAME PERIOD LAST YEAR, WHICH MAY IMPLY THAT OUR FUEL AND NONFUEL REVENUES AND NONFUEL GROSS MARGIN ARE IMPROVING AND WILL CONTINUE TO IMPROVE. HOWEVER, CERTAIN OF THESE IMPROVEMENTS RESULTED FROM UNIQUE ITEMS THAT MAY NOT OCCUR IN THE FUTURE. IN ADDITION, FUEL PRICES, CUSTOMER DEMAND AND COMPETITIVE CONDITIONS, AMONG OTHER FACTORS, MAY SIGNIFICANTLY IMPACT OUR FUEL AND NONFUEL REVENUES AND THE COSTS OF OUR NONFUEL PRODUCTS MAY INCREASE IN THE FUTURE BECAUSE OF INFLATION OR OTHER REASONS. IF FUEL PRICES OR FUEL OR NONFUEL SALES VOLUMES DECLINE, IF WE ARE NOT ABLE TO PASS INCREASED NONFUEL COSTS TO OUR CUSTOMERS, OR IF OUR NONFUEL SALES MIX CHANGES IN A MANNER THAT NEGATIVELY IMPACTS OUR NONFUEL GROSS MARGIN, OUR FUEL OR NONFUEL REVENUES AND OUR NONFUEL GROSS MARGIN MAY DECLINE;

DURING THE THREE AND SIX MONTHS ENDED JUNE 30, 2018, WE RECOGNIZED AN IMPAIRMENT OF OUR GOODWILL RELATED TO THE CONVENIENCE STORES SEGMENT OF \$51.5 MILLION, LEAVING A GOODWILL BALANCE OF \$18.4 MILLION FOR THE CONVENIENCE STORES SEGMENT. THIS MAY IMPLY THAT THE REMAINING GOODWILL BALANCE IN THE CONVENIENCE STORES SEGMENT AND THE OTHER GOODWILL RECOGNIZED ON OUR CONSOLIDATED BALANCE SHEETS AND THE CARRYING VALUE OF THE CONVENIENCE STORES SEGMENT ARE ALL FULLY REALIZABLE. THIS MAY NOT BE THE CASE. THE DETERMINATION OF A FAIR VALUE OF THE OPERATING SEGMENT INHERENT IN THE GOODWILL IMPAIRMENT ASSESSMENT PROCESS INVOLVES EXERCISE OF SIGNIFICANT MANAGEMENT JUDGMENTS AND ESTIMATES AND THE RESULTS OF THE ASSESSMENT ARE SENSITIVE TO THESE JUDGMENTS AND ESTIMATES. APPLICATION OF DIFFERENT ASSUMPTIONS COULD LEAD TO DIFFERENT RESULTS, POSSIBLY MATERIALLY DIFFERENT. FURTHER, CIRCUMSTANCES COULD CHANGE IN THE FUTURE, CAUSING SOME OR ALL OF THE RECORDED ASSETS TO NOT BE FULLY REALIZED;

WE EXPECT THAT LOCATIONS WE ACQUIRE, DEVELOP OR RENOVATE WILL PRODUCE STABILIZED FINANCIAL RESULTS AFTER A SPECIFIED PERIOD OF TIME FOLLOWING ACQUISITION, DEVELOPMENT OR RENOVATION. THIS STATEMENT MAY IMPLY THAT STABILIZATION OF OUR ACQUIRED, DEVELOPED OR RENOVATED SITES WILL OCCUR AS EXPECTED, AND IF SO, WILL GENERATE INCREASED OPERATING INCOME. HOWEVER, MANY OF THE LOCATIONS WE HAVE ACQUIRED OR MAY ACQUIRE IN THE FUTURE PRODUCED OPERATING RESULTS THAT CAUSED THE PRIOR OWNERS TO EXIT THESE BUSINESSES. OUR ABILITY TO OPERATE ACQUIRED, DEVELOPED OR RENOVATED LOCATIONS PROFITABLY DEPENDS UPON MANY FACTORS, SOME OF WHICH ARE

BEYOND OUR CONTROL. ACCORDINGLY, THESE LOCATIONS MAY NOT GENERATE INCREASED OPERATING INCOME OR IT MAY TAKE LONGER THAN WE EXPECT TO REALIZE ANY SUCH INCREASES;

WE HAVE MADE ACQUISITIONS AND DEVELOPED NEW LOCATIONS AND WE MAY MAKE ACQUISITIONS AND DEVELOP NEW LOCATIONS IN THE FUTURE. MANAGING AND INTEGRATING ACQUIRED AND DEVELOPED LOCATIONS CAN BE DIFFICULT, TIME CONSUMING AND/OR MORE EXPENSIVE THAN ANTICIPATED AND INVOLVE RISKS OF FINANCIAL LOSSES. WE MAY NOT OPERATE OUR ACQUIRED OR DEVELOPED LOCATIONS AS PROFITABLY AS WE MAY EXPECT. IN ADDITION, ACQUISITIONS OR PROPERTY DEVELOPMENT MAY SUBJECT US TO GREATER RISKS THAN OUR CONTINUING OPERATIONS, INCLUDING THE ASSUMPTION OF UNKNOWN LIABILITIES;



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WE HAVE A CREDIT FACILITY WITH A CURRENT MAXIMUM AVAILABILITY OF \$200.0 MILLION. THE AVAILABILITY OF THIS MAXIMUM AMOUNT IS SUBJECT TO LIMITS BASED ON OUR QUALIFIED COLLATERAL, INCLUDING OUR ELIGIBLE CASH, ACCOUNTS RECEIVABLE AND INVENTORY, THAT VARIES IN AMOUNT FROM TIME TO TIME. ACCORDINGLY, OUR BORROWING AND LETTER OF CREDIT AVAILABILITY AT ANY TIME MAY BE LESS THAN \$200.0 MILLION. AT JUNE 30, 2018, BASED ON OUR ELIGIBLE COLLATERAL AT THAT DATE, OUR BORROWING AND LETTER OF CREDIT AVAILABILITY WAS \$133.8 MILLION, OF WHICH WE HAD USED \$17.8 MILLION FOR OUTSTANDING LETTERS OF CREDIT. THE MAXIMUM AMOUNT AVAILABLE UNDER THE CREDIT FACILITY MAY BE INCREASED TO \$300.0 MILLION, THE AVAILABILITY OF WHICH IS SUBJECT TO LIMITS BASED ON OUR AVAILABLE COLLATERAL AND LENDER PARTICIPATION. HOWEVER, IF WE DO NOT HAVE SUFFICIENT COLLATERAL OR IF WE ARE UNABLE TO IDENTIFY LENDERS WILLING TO INCREASE THEIR COMMITMENTS OR JOIN OUR CREDIT FACILITY, WE MAY NOT BE ABLE TO INCREASE THE SIZE OF OUR CREDIT FACILITY OR THE AVAILABILITY OF BORROWINGS WHEN WE MAY WANT OR NEED TO DO SO;

WE MAY FINANCE OR SELL UNENCUMBERED REAL ESTATE THAT WE OWN. HOWEVER, WE DO NOT KNOW THE EXTENT TO WHICH WE COULD MONETIZE OUR EXISTING UNENCUMBERED REAL ESTATE OR WHAT THE TERMS OF ANY SUCH SALE OR FINANCING WOULD BE; AND IN THE THREE AND SIX MONTHS ENDED JUNE 30, 2018, CERTAIN OF OUR OPERATING RESULTS IMPROVED. WE ACHIEVED CERTAIN COST SAVINGS AND OUR GROSS MARGIN INCREASED. THIS MAY IMPLY THAT WE WILL BE PROFITABLE IN THE FUTURE. IN FACT, SINCE WE BECAME A PUBLIC COMPANY IN 2007, WE HAVE BEEN ABLE TO PRODUCE ONLY OCCASIONAL PROFITS AND WE HAVE ACCUMULATED SIGNIFICANT LOSSES. WE MAY BE UNABLE TO PRODUCE FUTURE PROFITS AND OUR LOSSES MAY INCREASE.

THESE AND OTHER UNEXPECTED RESULTS MAY BE CAUSED BY VARIOUS FACTORS, SOME OF WHICH ARE BEYOND OUR CONTROL, INCLUDING:

CONTINUED IMPROVED FUEL EFFICIENCY OF MOTOR VEHICLE ENGINES AND OTHER FUEL CONSERVATION AND ALTERNATIVE FUEL PRACTICES AND SOURCES EMPLOYED OR USED BY OUR CUSTOMERS AND ALTERNATIVE FUEL TECHNOLOGIES OR OTHER MEANS OF TRANSPORTATION THAT MAY BE DEVELOPED AND WIDELY ADOPTED IN THE FUTURE MAY CONTINUE TO REDUCE THE DEMAND FOR THE FUEL THAT WE SELL AND MAY ADVERSELY AFFECT OUR BUSINESS;

COMPETITION WITHIN THE TRAVEL CENTER, CONVENIENCE STORE AND RESTAURANT INDUSTRIES MAY ADVERSELY IMPACT OUR FINANCIAL RESULTS. OUR BUSINESS REQUIRES SUBSTANTIAL AMOUNTS OF WORKING CAPITAL AND OUR COMPETITORS MAY HAVE GREATER FINANCIAL AND OTHER RESOURCES THAN WE DO;

FUTURE INCREASES IN FUEL PRICES MAY REDUCE THE DEMAND FOR THE PRODUCTS AND SERVICES THAT WE SELL;

FUTURE COMMODITY FUEL PRICE INCREASES, FUEL PRICE VOLATILITY OR OTHER FACTORS MAY CAUSE US TO NEED MORE WORKING CAPITAL TO MAINTAIN OUR INVENTORY AND CARRY OUR ACCOUNTS RECEIVABLE THAN WE NOW EXPECT AND THE GENERAL AVAILABILITY OF, DEMAND FOR AND PRICING OF MOTOR FUELS MAY CHANGE IN WAYS WHICH LOWER THE PROFITABILITY ASSOCIATED WITH OUR SELLING MOTOR FUELS;

OUR SUPPLIERS MAY BE UNWILLING OR UNABLE TO MAINTAIN THE CURRENT CREDIT TERMS FOR OUR PURCHASES. IF WE ARE UNABLE TO PURCHASE GOODS ON REASONABLE CREDIT TERMS, OUR REQUIRED WORKING CAPITAL MAY INCREASE AND WE MAY INCUR MATERIAL LOSSES. ALSO, IN TIMES OF RISING FUEL AND NONFUEL PRICES, OUR SUPPLIERS MAY BE UNWILLING OR UNABLE TO INCREASE THE CREDIT AMOUNTS THEY EXTEND TO US, WHICH MAY INCREASE OUR WORKING CAPITAL REQUIREMENTS. THE AVAILABILITY AND THE TERMS OF ANY CREDIT WE MAY BE ABLE

TO OBTAIN ARE UNCERTAIN;  
MOST OF OUR TRUCKING COMPANY CUSTOMERS TRANSACT BUSINESS WITH US BY USE OF FUEL  
CARDS ISSUED BY THIRD PARTY FUEL CARD COMPANIES. FUEL CARD COMPANIES FACILITATE  
PAYMENTS TO US AND CHARGE US FEES FOR THESE SERVICES. THE FUEL CARD INDUSTRY HAS  
ONLY A

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FEW SIGNIFICANT PARTICIPANTS. WE BELIEVE ALMOST ALL TRUCKING COMPANIES USE ONLY A SINGLE FUEL CARD PROVIDER AND HAVE BECOME INCREASINGLY DEPENDENT UPON SERVICES PROVIDED BY THEIR RESPECTIVE FUEL CARD PROVIDER TO MANAGE THEIR FLEETS. CONTINUED LACK OF COMPETITION AMONG FUEL CARD COMPANIES MAY RESULT IN FUTURE INCREASES IN OUR TRANSACTION FEE EXPENSES OR WORKING CAPITAL REQUIREMENTS, OR BOTH; FUEL SUPPLY DISRUPTIONS MAY OCCUR, WHICH MAY LIMIT OUR ABILITY TO PURCHASE FUEL FOR RESALE;

IF TRUCKING COMPANIES ARE UNABLE TO SATISFY MARKET DEMANDS FOR TRANSPORTING GOODS OR IF THE USE OF OTHER MEANS OF TRANSPORTING GOODS INCREASES, THE TRUCKING INDUSTRY MAY EXPERIENCE REDUCED BUSINESS, WHICH WOULD NEGATIVELY AFFECT OUR BUSINESS, RESULTS OF OPERATIONS AND LIQUIDITY;

COMPLIANCE WITH, AND CHANGES TO, FEDERAL, STATE AND LOCAL LAWS AND REGULATIONS, INCLUDING THOSE RELATED TO TAX, EMPLOYMENT AND ENVIRONMENTAL MATTERS, ACCOUNTING RULES AND FINANCIAL REPORTING STANDARDS, PAYMENT CARD INDUSTRY REQUIREMENTS AND SIMILAR MATTERS MAY INCREASE OUR OPERATING COSTS AND REDUCE OR ELIMINATE OUR PROFITS;

WE ARE ROUTINELY INVOLVED IN LITIGATION. DISCOVERY DURING LITIGATION AND COURT DECISIONS OFTEN HAVE UNANTICIPATED RESULTS. LITIGATION IS USUALLY EXPENSIVE AND CAN BE DISTRACTING TO MANAGEMENT. WE CANNOT BE SURE OF THE OUTCOME OF ANY OF THE LITIGATION MATTERS IN WHICH WE ARE OR MAY BECOME INVOLVED;

ACTS OF TERRORISM, GEOPOLITICAL RISKS, WARS, OUTBREAKS OF SO CALLED PANDEMICS OR OTHER MANMADE OR NATURAL DISASTERS BEYOND OUR CONTROL MAY ADVERSELY AFFECT OUR FINANCIAL RESULTS; AND

ALTHOUGH WE BELIEVE THAT WE BENEFIT FROM OUR RELATIONSHIPS WITH OUR RELATED PARTIES, INCLUDING HPT, RMR, AIC AND OTHERS AFFILIATED WITH THEM, ACTUAL AND POTENTIAL CONFLICTS OF INTEREST WITH RELATED PARTIES MAY PRESENT A CONTRARY APPEARANCE OR RESULT IN LITIGATION, AND THE BENEFITS WE BELIEVE WE MAY REALIZE FROM THE RELATIONSHIPS MAY NOT MATERIALIZE.

RESULTS THAT DIFFER FROM THOSE STATED OR IMPLIED BY OUR FORWARD LOOKING STATEMENTS MAY ALSO BE CAUSED BY VARIOUS CHANGES IN OUR BUSINESS OR MARKET CONDITIONS AS DESCRIBED MORE FULLY IN OUR ANNUAL REPORT, INCLUDING UNDER "WARNING CONCERNING FORWARD LOOKING STATEMENTS" AND ELSEWHERE IN THIS QUARTERLY REPORT AND IN THE "RISK FACTORS" SECTION OF OUR ANNUAL REPORT.

YOU SHOULD NOT PLACE UNDUE RELIANCE UPON FORWARD LOOKING STATEMENTS. EXCEPT AS REQUIRED BY LAW, WE UNDERTAKE NO OBLIGATION TO UPDATE OR REVISE ANY FORWARD LOOKING STATEMENT AS A RESULT OF NEW INFORMATION, FUTURE EVENTS OR OTHERWISE.

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Part II. Other Information

Item 1. Legal Proceedings

The disclosure under the heading "Legal Proceedings" in Note 9 to the Notes to Consolidated Financial Statements in Part I, Item 1 of this Quarterly Report is incorporated herein by reference.

Item 1A. Risk Factors

There have been no material changes during the period covered by this Quarterly Report to the risk factors previously disclosed under the "Risk Factors" section of our Annual Report.

Item 6. Exhibits

Exhibit 3.1 Certificate of Formation of TravelCenters of America LLC (Incorporated by reference to Exhibit 3.1 to our Registration Statement on Form S-1 filed on December 12, 2006, File No. 333-139272)

Exhibit 3.2 Composite copy of Amended and Restated Limited Liability Company Agreement of TravelCenters of America LLC dated as of May 20, 2013, as amended to date (Incorporated by reference to Exhibit 3.2 to our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2016, filed on November 8, 2016)

Exhibit 3.3 Amended and Restated Bylaws of TravelCenters of America LLC, as amended and restated on September 7, 2016 (Incorporated by reference to Exhibit 3.3 to our Annual Report on Form 10-K for the fiscal year ended December 31, 2016, filed on February 28, 2017, as amended by Amendment No. 1 to our Annual Report on Form 10-K for the fiscal year ended December 31, 2016 filed on May 17, 2017)

Exhibit 4.1 Form of share certificate (Incorporated by reference to Exhibit 4.1 to our Annual Report on Form 10-K for the year ended December 31, 2009, filed on February 24, 2010)

Exhibit 4.2 Indenture by and between TravelCenters of America LLC and U.S. Bank National Association, as trustee, dated as of January 15, 2013 (Incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed January 15, 2013)

Exhibit 4.3 First Supplemental Indenture by and between TravelCenters of America LLC and U.S. Bank National Association, as trustee, dated as of January 15, 2013 (Incorporated by reference to Exhibit 4.2 to our Current Report on Form 8-K filed January 15, 2013)

Exhibit 4.4 Second Supplemental Indenture by and between TravelCenters of America LLC and U.S. Bank National Association, as trustee, dated as of December 16, 2014 (Incorporated by reference to Exhibit 4.2 to our Registration Statement on Form 8-A (File No. 001-33274) filed December 16, 2014)

Exhibit 4.5 Third Supplemental Indenture by and between TravelCenters of America LLC and U.S. Bank National Association, as trustee, dated as of October 5, 2015 (Incorporated by reference to Exhibit 4.1 to our Registration Statement on Form 8-A (File No. 001-33274) filed October 5, 2015)

Exhibit 4.6 Form of 8.25% Senior Notes due 2028 (included in Exhibit 4.3 above)

Form of 8.00% Senior Notes due 2029 (included in Exhibit 4.4 above)

Exhibit

4.7

Exhibit

4.8

Form of 8.00% Senior Notes due 2030 (included in Exhibit 4.5 above)

Exhibit

10.1

The TravelCenters of America LLC 2016 Equity Compensation Plan, as amended (Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed May 30, 2018)

Exhibit

10.2

Summary of Director Compensation (Incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed May 30, 2018)

Exhibit

10.3

Amended and Restated Form of Indemnification Agreement (filed herewith)

Exhibit

10.4

Second Amendment to Lease Agreement, dated as of May 25, 2018, by and among HPT PSC Properties Trust, HPT PSC Properties LLC and TA Operating LLC (as successor to Petro Stopping Centers, L.P.) (filed herewith)

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Exhibit 10.5 Final Order and Judgment, issued April 9, 2018 by the Court of Chancery of the State of Delaware in the case of TA Operating LLC, Plaintiff, v. Comdata, Inc. and FleetCor Technologies, Inc., Defendants, (C.A. No. 12954-CB) (Incorporated by reference to Exhibit 99.1 to our Current Report on Form 8-K filed April 13, 2018)

Exhibit 12.1 Statement of Computation of Ratio of Earnings to Fixed Charges (filed herewith)

Exhibit 31.1 Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer (filed herewith)

Exhibit 31.2 Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer (filed herewith)

Exhibit 32.1 Section 1350 Certification of Chief Executive Officer and Chief Financial Officer (furnished herewith)

Exhibit 101.1 The following materials from TravelCenters of America LLC's Quarterly Report on Form 10-Q for the quarter ended June 30, 2018, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Operations and Comprehensive Loss, (iii) the Consolidated Statements of Cash Flows, and (iv) related notes to these financial statements, tagged as blocks of text (filed herewith)

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SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TRAVELCENTERS OF AMERICA LLC

By: /s/ William E. Myers

Date: August 6, 2018

Name: William E. Myers

Executive Vice President,

Title: Chief Financial Officer and Treasurer

(Principal Financial Officer and Principal Accounting Officer)