

TRAVELCENTERS OF AMERICA LLC
Form SC 13G/A
February 12, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2 (b)

(Amendment No. 2)

TravelCenters of America LLC

(Name of Issuer)

Common Stock, \$0.00001 par value per share

(Title of Class of Securities)

894174101

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

CUSIP No. 894174101

1. NAME OF REPORTING PERSONS

Contrarian Capital Management, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

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5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

223,396

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

223,396

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

223,396

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.39%

12. TYPE OF REPORTING PERSON

IA; OO

CUSIP No. 894174101

1. NAME OF REPORTING PERSONS

Contrarian Equity Fund, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

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0

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12. TYPE OF REPORTING PERSON

PN

CUSIP No. 894174101

1. NAME OF REPORTING PERSONS

Contrarian Select Equity, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

223,396

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

223,396

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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223,396

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.39%

12. TYPE OF REPORTING PERSON

PN

CUSIP No. 894174101

Item 1(a). Name of Issuer:

TravelCenters of America LLC

Item 1(b). Address of Issuer's Principal Executive Offices:

24601 Center Ridge Road, Suite 200
Westlake, Ohio 44145

Item 2(a). Name of Persons Filing:

Contrarian Capital Management, L.L.C.
Contrarian Equity Fund, L.P.
Contrarian Select Equity, L.P.

Item 2(b). Address of Principal Business Office, or if None, Residence:

411 West Putnam Avenue
Suite 225
Greenwich, CT 06830

Item 2(c). Citizenship:

Delaware

Item 2(d). Title of Class of Securities:

Common Stock, \$0.00001 par value per share

Item 2(e). CUSIP Number:

894174101

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

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- (a) Broker or dealer registered under Section 15 of the Exchange Act.
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) Investment company registered under Section 8 of the Investment Company Act.
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Contrarian Capital Management, L.L.C. - 223,396
Contrarian Equity Fund, L.P. - 0
Contrarian Select Equity, L.P. - 223,396

(b) Percent of class:

Contrarian Capital Management, L.L.C. - 1.39%
Contrarian Equity Fund, L.P. - 0%
Contrarian Select Equity, L.P. - 1.39%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

Contrarian Capital Management, L.L.C. - 0
Contrarian Equity Fund, L.P. - 0
Contrarian Select Equity, L.P. - 0

(ii) Shared power to vote or to direct the vote:

Contrarian Capital Management, L.L.C. - 223,396
Contrarian Equity Fund, L.P. - 0
Contrarian Select Equity, L.P. - 223,396

(iii) Sole power to dispose or to direct the disposition of:

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Contrarian Capital Management, L.L.C. - 0
Contrarian Equity Fund, L.P. - 0
Contrarian Select Equity, L.P. - 0

(iv) Shared power to dispose or to direct the disposition of

Contrarian Capital Management, L.L.C. - 223,396
Contrarian Equity Fund, L.P. - 0
Contrarian Select Equity, L.P. - 223,396

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

N/A

Item 8. Identification and Classification of Members of the Group.

N/A

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certifications.

By signing below, each reporting person certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

CONTRARIAN CAPITAL MANAGEMENT, L.L.C.*

/s/ Jason Mudrick

By: Jason Mudrick

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Title: Portfolio Manager

CONTRARIAN EQUITY FUND, L.P.*
By: Contrarian Capital Management, L.L.C.

/s/ Jason Mudrick

By: Jason Mudrick
Title: Portfolio Manager

CONTRARIAN SELECT EQUITY, L.P.*
By: Contrarian Capital Management, L.L.C.

/s/ Jason Mudrick

By: Jason Mudrick
Title: Portfolio Manager

Date: February 12, 2009

* The Reporting Persons disclaim beneficial ownership in the common stock reported herein except to the extent of their pecuniary interest therein.

EXHIBIT A

AGREEMENT

The undersigned agree that this Schedule 13G, Amendment No. 2, dated February 12, 2009, relating to the Common Stock, \$0.00001 par value per share of TravelCenters of America LLC shall be filed on behalf of the undersigned.

CONTRARIAN CAPITAL MANAGEMENT, L.L.C.

/s/ Jason Mudrick

By: Jason Mudrick
Title: Portfolio Manager

CONTRARIAN EQUITY FUND, L.P.
By: Contrarian Capital Management, L.L.C.

/s/ Jason Mudrick

By: Jason Mudrick
Title: Portfolio Manager

CONTRARIAN SELECT EQUITY, L.P.
By: Contrarian Capital Management, L.L.C.

/s/ Jason Mudrick

By: Jason Mudrick
Title: Portfolio Manager

SK 01385 0001 963226