

TRAVELCENTERS OF AMERICA LLC

CHARTER OF THE COMPENSATION COMMITTEE

Adopted November 29, 2011

I. PURPOSE

The primary purpose and function of the Compensation Committee (the “Committee”) is to discharge the responsibilities of the Board of Directors (the “Board”) of TravelCenters of America LLC (the “Company”), or to assist the Board in discharging its responsibilities related to: (i) the review and approval of the business management and shared services agreement and the property management agreement of the Company; (ii) the evaluation of performance by the business management and shared services provider and the property management provider under such agreements; (iii) the evaluation of the expenses, costs and compensation paid under such business management and shared services agreement and such property management agreement; (iv) the evaluation of services provided by the individuals who serve as Chief Executive Officer (the “CEO”) or Chief Financial Officer (the “CFO”) of the Company, or any other executive officer of the Company; (v) the evaluation of compensation paid by the Company to any executive officer of the Company or to any employee of the Company’s business management and shared services provider and property management provider; (vi) the evaluation of the services provided by the person serving as the director of internal audit for the Company; (vii) the review of compensation of the person serving as the director of internal audit for the Company; and (viii) the approval, evaluation and administration of all equity compensation plans of the Company.

The Committee is also responsible for producing a report of the Committee for inclusion in the Company’s annual proxy statement in accordance with applicable rules and regulations.

II. COMPOSITION

The Committee shall be comprised of three or more directors as determined by the Board, each of whom shall meet the independence and other qualification requirements of the Rules of NYSE Amex LLC, subject to applicable exceptions permitted thereunder, and any other applicable laws and regulations. In addition, all members of the Committee must qualify as “non-employee” directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and must meet the “outside director” requirements of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder.

The members of the Committee shall be elected by the Board or an authorized committee thereof, and vacancies on the Committee shall be filled as provided in the Company’s Amended and Restated Limited Liability Company Agreement (the “LLC Agreement”) and Bylaws (the “Bylaws”). Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

III. RESPONSIBILITIES AND DUTIES

The following are activities of the Committee designed to promote the fulfillment of its functions as described in this Charter (these functions are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate given the circumstances):

1. The Committee shall review and approve goals and objectives relevant to compensation paid by the Company to the CEO, evaluate the performance of the CEO in light of those goals and objectives, and determine and approve compensation, including any equity based compensation, paid by the Company to the CEO based on this evaluation.
2. The Committee shall annually review and approve the compensation, including any equity based compensation, of the CFO and other non-CEO senior executives of the Company who are also senior executives of the Company's business management and shared services provider and property management provider. The Committee shall consult with the CEO with respect to this review and approval.
3. The Committee shall consult with the CEO with respect to the Committee's determination of equity based awards to, and its recommendation to the Board for approval of the cash compensation of, all other officers of the Company not referred to in items III.1. or III.2.above.
4. The Committee shall administer and have authority to make grants under the Company's 2007 Equity Compensation Plan, as amended from time to time, and such other equity based plans as to which the Board may from time to time delegate authority to the Committee to administer or make grants thereunder.
5. The Committee shall annually evaluate the performance of the person serving as the director of internal audit for the Company and determine his (her) compensation, including determining the Company's allocated share of such compensation and related costs and expenses, as contemplated by the Company's business management and shared services agreement.
6. The Committee shall annually (i) review any business management and shared services agreement and any property management agreement of the Company and evaluate the performance of any business management and shared services provider and any property management provider under any such agreements, (ii) approve, renew, amend, terminate or allow to expire any such agreements, and (iii) evaluate the expenses, costs and compensation paid by the Company under any such agreements and approve any such expenses, costs and compensation required to be approved by the Company under such agreements. The Committee shall assess and determine whether the Company shall enter into any such agreement in replacement of any of the foregoing referenced agreements or in addition thereto, and shall approve any such agreement it determines the Company shall enter into.
7. The Committee shall not approve any new arrangement or material modification to any existing arrangement in which the Company, directly or indirectly, extends or maintains

credit, arranges for the extension of credit or renews an extension of credit, in the form of a personal loan to any director or executive officer of the Company.

8. The Committee shall annually review and discuss with management a draft of the Company's Compensation Discussion and Analysis to be included in the Company's Annual Report on Form 10-K and annual proxy statement. In connection with such review, the Committee shall produce a report of the Committee as required by Securities and Exchange Commission rules to be included in the annual proxy statement.
9. The Committee shall review and consider the incentives and risks associated with the Company's compensation policies and practices.
10. To the extent law requires a vote of the Company's shareholders on the approval of the Company's executive compensation, the Committee may consider the frequency as to which such a vote should occur in accordance with law.
11. The Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the performance of its duties and shall have sole authority to approve fees and other retention terms of any such consultant. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors in connection with its responsibilities and duties under this Charter.
12. The Committee shall make regular reports to the Board.
13. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually evaluate its own performance and report that it has done so to the Board.
14. The Committee shall perform such other duties as the Board may assign to it from time to time.

IV. GENERAL PROVISIONS

It is expected that the Committee will meet at least one time a year or more frequently as the circumstances require. Meetings of the Committee shall be called and held, and the Committee may act by written consent in lieu of a meeting, as provided in the LLC Agreement and the Bylaws.

The Committee is by this Charter delegated the powers of the Board necessary to carry out its purposes, responsibilities and duties provided in this Charter or reasonably related to those purposes, responsibilities and duties.

The Committee may form and delegate authority to subcommittees of one or more members when appropriate. Any subcommittee shall be subject to this Charter. The decisions of any subcommittees to which authority is delegated under this paragraph shall be presented to the full Committee at its next regularly scheduled meeting.

This Charter amends in its entirety and replaces the charter of the Compensation Committee as heretofore in effect.