

THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
Alternative Distribution Systems, *et al.*,¹) Case No. 09-13099 (PJW)
) (Jointly Administered)
Debtors.)
_____)
Hearing Date: 11/3/2009 @ 9:30 am
Objection Date: 10/27/2009 @ 4:00 pm

**MOTION OF TA OPERATING LLC DBA TRAVEL CENTERS OF AMERICA FOR
ALLOWANCE AND PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM
PURSUANT TO 11 U.S.C. SECTION 503(b)(9)**

TA OPERATING LLC d/b/a TRAVELCENTERS OF AMERICA (“Travel Centers”), by and through its undersigned counsel, submits this Motion for Allowance and Payment of Administrative Expense Claim pursuant to Section 503(b)(9) (the “Motion”) and in support respectfully states as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. Section 1334. Venue is proper pursuant to 11 U.S.C. Sections 1408 and 1409(a). This is a core proceeding pursuant to 28 U.S.C. Section 157(b)(2)(A), in which this Court has authority to enter final and dispositive orders and judgments. The Court possesses the requisite authority to grant relief requested herein pursuant to 11. U.S.C. Section 503(b)(9).

INTRODUCTION

2. On September 2, 2009 (the “Petition Date”), the Debtor, ADS Logistics, LLC (the “Debtor”) filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code under Case No. 09-13101. On September 2, 2009, an Order for Joint Administration was entered. (Docket No. 32). The Debtor continues to operate its business as a debtor-in-possession

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Alternative Distribution Systems, Inc. (2412); May Logistics Services, Inc. (4970); and ADS Logistics, LLC (0782).

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BMC GROUP



pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Debtor's case. As of this date, no committee of unsecured creditors has been appointed.

3. Travel Centers is an Ohio limited liability corporation with its principal place of business located at 24601 Center Ridge Road, Suite 200, Westlake, Ohio 44145.

4. Travel Centers provided fuel and other goods to the Debtor in the ordinary course of its business during the twenty-day period prior to the Petition Date. During the twenty days preceding the Petition Date, the Debtor received goods in the form of fuel pumped into its vehicles from Travel Centers valued at \$21,404.01 (the "Administrative Amount"). True and correct copies of the relevant invoices are attached hereto as Exhibit A. The Debtor has not paid for these goods.

BASIS FOR RELIEF REQUESTED

5. Through this Motion, Travel Centers respectfully requests that the Court enter an order allowing and authorizing immediate payment of the Administrative Amount of \$21,404.01.

BASIS FOR RELIEF REQUESTED

6. Section 503(b)(9) provides:

After notice and a hearing, there shall be allowed, administrative expenses, other than claims allowed under section 502(f) of this title, including . . . the value of any goods received by the debtor within 20 days before the date of commencement of a case under this title in which the goods have been sold to the debtor in the ordinary course of such debtor's business.

11 U.S.C. Section 503(b)(9).

7. Because the value of the goods sold by Travel Centers to the Debtor is equal to the amount invoiced by Travel Centers, allowance of a Section 503(b)(9) claim in the Administrative Amount is required by the Bankruptcy Code.

8. Travel Center's sales to the Debtor during the Section 503(b)(9) period were in the ordinary course of the Debtor's business. The Debtor operated a large trucking company whose primary business was over-the-road trucking. The fuel and goods sold by Travel Centers to the Debtor was necessary to the Debtor's continued operation. The itemized invoices describing the fuel sold by Travel Centers to the Debtor are included in Exhibit A.

9. There can be no dispute that Travel Centers provided goods to the Debtor in the ordinary course of business during the 20-day period prior to the filing of the voluntary petition for which it was not paid. Section 503(b)(9) was intended by Congress to provide administrative status for goods sold to the Debtor in the ordinary course of business during the 20-day period.

10. In balancing the harm, at least two Courts have found that Section 503(b)(9) claimants may receive immediate payment on their claims. *In re Global Home Products, LLC*, 2006 WL 3791955 (Bankr. D. Del., Dec. 21, 2006.); *in re Bookbinder's Restaurant, Inc.*, 2006 WL 3858020 (Bankr. E.D. Pa. Dec. 28, 2006). The *Global Home* Court held that it had the discretion to order immediate payment and would consider (i) the prejudice to the debtor; (ii) the hardship to the administrative expense holder; and (iii) the potential detriment to the other parties in the case, in making the determination. *See id.* The Court in *Bookbinder's* held that a chapter 11 debtor with adequate resources can pay allowed Section 503(b)(9) administrative expenses prior to confirmation. *See id.*

11. In this case, the detriment to Travel Centers is substantial given the negative effect on Travel Centers in not being paid for the goods delivered to the Debtor during the 20-day period. This case could become administratively insolvent and/or Travel Centers could be forced to act as a quasi-lender while the Debtor pays other administrative expense and/or cures lease defaults.

12. Finally, there is little detriment to other parties in this case if Travel Center's Section 503(b)(9) claim is paid in advance of the effective date of a confirmed plan as there does not appear to be any other Section 503(b)(9) claimants at this time.

13. Nevertheless, if the Court declines to order immediate payment of the Administrative Amount, to the extent that the Court grants motions filed by other creditors not only for allowance, but also for immediate payment of Section 503(b)(9) administrative claims, Travel Centers respectfully requests that the Court also grant such relief to Travel Centers.

WHEREFORE, for all the foregoing reasons, Travel Centers respectfully requests that the Court enter an Order: (i) allowing and authorizing immediate payment of the Administrative Amount of \$21,404.01; and (ii) such other relief as the Court deems just and proper.

Dated: September 24, 2009.

COZEN O'CONNOR

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-and-

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**Attorneys for TA Holdings LLC
dba Travel Centers of America**

THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
Alternative Distribution Systems, *et a.*,¹) Case No. 09-13099 (PJW)
) (Jointly Administered)
Debtors.)
_____)
Hearing Date: 11/3/2009 @ 9:30 am
Objection Date: 10/27/2009 @ 4:00 pm

**NOTICE OF MOTION OF TA OPERATING LLC DBA TRAVEL CENTERS OF
AMERICA FOR ALLOWANCE AND PAYMENT OF ADMINISTRATIVE EXPENSE
CLAIM PURSUANT TO 11 U.S.C. SECTION 503(b)(9)**

TO: Counsel to the Debtors
The Office of the United States Trustee
All parties requesting notice pursuant to Fed. R. Bankr. P. 2002

On October 1, 2009, TA OPERATING LLC d/b/a TRAVELCENTERS OF AMERICA (the "Movant") filed the attached Motion of TA OPERATING LLC d/b/a TRAVELCENTERS OF AMERICA ("Travel Centers") for Allowance and Payment of Section 503(b)(9) Administrative Expense (the "Motion"). By the Motion, the Movant requests that the Court enter an Order granting it an administrative expense claim in the amount of \$21,404.01.

You are required to file a response to the attached Motion on or before **October 27, 2009 at 4:00 p.m. (ET)**.

At the same time, you must serve a copy of the response upon Movant's counsel:

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80 S. Eighth Street
Minneapolis, Minnesota 55402
debs@lommen.com

John T. Carroll, III, Esq.
Cozen O'Connor
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1201 North Market Street
Wilmington, DE 19801
jcarroll@cozen.com

A HEARING ON THE MOTION WILL BE HELD BEFORE THE HONORABLE PETER J. WALSH, UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 5TH FLOOR, WILMINGTON, DELAWARE, 19801 ON **NOVEMBER 3, 2009 AT 9:30 A.M.**

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Alternative Distribution Systems, Inc. (2412); May Logistics Services, Inc. (4970); and ADS Logistics, LLC (0782).

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: October 1, 2009

COZEN O'CONNOR

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**Attorneys for TA Holdings LLC
dba Travel Centers of America**

THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
Alternative Distribution Systems, *et al.*,¹) Case No. 09-13099 (PJW)
) (Jointly Administered)
Debtors.)
_____) **Re: D.I. ____**

**ORDER GRANTING MOTION OF TA OPERATING LLC DBA TRAVEL CENTERS
OF AMERICA FOR ALLOWANCE AND PAYMENT OF ADMINISTRATIVE
EXPENSE CLAIM PURSUANT TO 11 U.S.C. SECTION 503(b)(9)**

Upon consideration of the Motion of TA OPERATING LLC d/b/a TRAVELCENTERS OF AMERICA (“Travel Centers”) for Allowance and Payment of Section 503(b)(9) Administrative Expense (the “Motion”); the Court having reviewed the Motion and all other papers filed in connection with the Motion; due and adequate notice and opportunity for a hearing on the Motion having been given; and having determined that no further notice need be given; and the Court having determined that the legal and factual basis set forth in the Motion establish good cause for granting the Motion; it is hereby:

ORDERED, that the Motion is granted; and it is further

ORDERED, that Travel Centers had an allowed administrative claim pursuant to 11 U.S.C. Section 503(b)(9) in the amount of \$21,404.01, for the value of goods received by the Debtor during the 20-day period prior to the commencement of these cases, which were sold to it in the ordinary course of its business (the “Administrative Claim”); and it is further

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Alternative Distribution Systems, Inc. (2412); May Logistics Services, Inc. (4970); and ADS Logistics, LLC (0782).

ORDERED, that the Debtor shall pay the Administrative Claim of \$21,404.01 to Travel Centers within five (5) days of the entry of this Order.

Dated: _____, 2009
Wilmington, Delaware

The Honorable Peter J. Walsh
United States Bankruptcy Judge

Exhibit A

Account Number 4104330016
 AREA TRANSPORTATION CO
 935 W. 175TH ST.
 HOMEWOOD, IL 60430

Billing/Customer Service Inquiry
 (800)344-2719

Credit Inquiry
 (800) 899-0076



Billing Detail

Billing Date 08/24/2009
 Billing Period 08/17/2009 - 08/23/2009
 Invoice No 517

Terms of Sale
 Payment Due Upon Receipt
 Send Remittance To
 TA Operating LLC
 PO Box 641908
 Cincinnati, OH 45264-1908

State / Date	Business / Location	Lcc / Auh	City / Driver ID	Card No	PO No	W/O No	Truck No	Truck License	Trailer No	Trailer License	Hub or Odo	Fuel Gal / Reelr Gal	Fuel Amt / Reelr Amt	Oil Qt	Oil Amt	Cash Advanced	Misc / Reelr Tax	Sales Tax	Trx Fee	Discount Amt	Invoice Amt
IL	08/20/09 08/20/09	08342 TA ELGIN	WILMNC	000026	200337080		3416		2300112		0	93.7700	260.58	0	0.00	0.00	0.00	0.00	0.00	10.50	250.08
		Location: Totals:		Invoice:		1	3416				0	93.7700	260.58	0	0.00	0.00	0.00	0.00	0.00	10.50	250.08
		Totals for State: IL		Invoice:		1	3500		1002474		0	66.3300	168.40	0	0.00	0.00	0.00	0.00	0.00	13.86	154.54
IN	08/19/08 08/19/09	08219 TA LAKE STATION	CHADA	000026	190394797		3500				0	66.3300	168.40	0	0.00	0.00	0.00	0.00	0.00	13.86	154.54
		Location: Totals:		Invoice:		1	3500				0	66.3300	168.40	0	0.00	0.00	0.00	0.00	0.00	13.86	154.54
IN	08/17/09 08/17/09	08220 TA PORTER	STARR	000026	170400769		3494		1008503		0	147.5000	375.99	0	0.00	0.00	0.00	0.00	0.00	32.30	343.69
		Location: Totals:		Invoice:		1	3494		2274073		0	117.1000	298.49	0	0.00	0.00	0.00	0.00	0.00	25.64	272.85
		Totals for State: IN		Invoice:		1	3478		2161574		0	128.7300	331.89	0	0.00	0.00	0.00	0.00	0.00	20.73	311.26
MI	08/17/09 08/17/09	00312 TA ANN ARBOR	GOLE	000026	170261566		3505		6003073		0	116.0100	317.76	0	0.00	0.00	0.00	0.00	0.00	14.51	1412.42
		Location: Totals:		Invoice:		1	3505		6003362		0	148.2400	406.04	0	0.00	0.00	0.00	0.00	0.00	23.20	284.56
		Totals for State: MI		Invoice:		1	3448		60094180		0	158.3700	429.04	0	0.00	0.00	0.00	0.00	0.00	20.11	408.93
MI	08/20/09 08/20/09	08209 4232878922	MURRS	000026	180114519		3348		60104441		0	80.0300	216.81	0	0.00	0.00	0.00	0.00	0.00	10.16	206.65
		Location: Totals:		Invoice:		1	3305		60104453		0	126.0700	341.36	0	0.00	0.00	0.00	0.00	0.00	18.00	325.36
		Totals for State: MI		Invoice:		1	3367		60104461		0	143.0500	387.51	0	0.00	0.00	0.00	0.00	0.00	18.17	369.34
MI	08/18/09 08/18/09	00384 TA SAWYER	RAMT	000026	180093522		3468		0802633		0	120.5900	325.48	0	0.00	0.00	0.00	0.00	0.00	117.29	1,981.23
		Location: Totals:		Invoice:		1	3472		0202804		0	120.7700	325.87	0	0.00	0.00	0.00	0.00	0.00	27.25	298.23
		Totals for State: MI		Invoice:		1	3422		2100855		0	130.0300	353.54	0	0.00	0.00	0.00	0.00	0.00	26.27	298.68
MI	08/17/09 08/17/09	05019 TA MONROE	RAMT	000026	170278888		3487		0803441		0	471.5700	1,277.36	0	0.00	0.00	0.00	0.00	0.00	95.24	1,182.14
		Location: Totals:		Invoice:		1	3472		06827270		0	117.2000	313.88	0	0.00	0.00	0.00	0.00	0.00	11.72	302.28
		Totals for State: MI		Invoice:		1	3422		06857851		0	67.9800	182.12	0	0.00	0.00	0.00	0.00	0.00	7.34	174.78
MI	08/18/09 08/18/09	082109 4232930503	STOC	000026	180231230		3487		08848323		0	184.5700	417.18	0	0.00	0.00	0.00	0.00	0.00	28.79	408.45
		Location: Totals:		Invoice:		1	3487				0	339.7500	913.28	0	0.00	0.00	0.00	0.00	0.00	28.79	888.49
OH	08/18/09 08/18/09	00104 TA NORTH CANTON	ZUNT	000026	180274953		3462		2103889		0	118.1700	308.91	0	0.00	0.00	0.00	0.00	0.00	239.32	4,046.86
		Location: Totals:		Invoice:		1	3515		0503888		0	107.0000	284.51	0	0.00	0.00	0.00	0.00	0.00	6.62	302.29
		Totals for State: MI		Invoice:		1	3515				0	223.1700	593.42	0	0.00	0.00	0.00	0.00	0.00	12.29	278.84
OH	08/19/09 08/19/09	00120 TA YOUNGS TOWN	MIKR	000026	180338710		3471		05731952		0	100.0000	265.90	0	0.00	0.00	0.00	0.00	0.00	11.40	254.50
		Location: Totals:		Invoice:		1	3471		05762887		0	77.0000	204.74	0	0.00	0.00	0.00	0.00	0.00	3.85	200.89
		Totals for State: MI		Invoice:		1	3515		05762886		0	92.0100	244.64	0	0.00	0.00	0.00	0.00	0.00	4.60	240.04
OH	08/21/09 08/21/09	082309 4232923413	MIKR	000026	210183369		3471		05793815		0	74.0100	187.54	0	0.00	0.00	0.00	0.00	0.00	3.90	204.30
		Location: Totals:		Invoice:		1	3471		05865584		0	74.0100	187.54	0	0.00	0.00	0.00	0.00	0.00	3.70	185.84
		Totals for State: MI		Invoice:		1	3471				0	421.0300	1,121.02	0	0.00	0.00	0.00	0.00	0.00	27.45	1,093.57
OH	08/17/09 08/17/09	00178 TA TOL EDIC	MIKR	000026	170413078		3471		30170485		0	131.0000	337.85	0	0.00	0.00	0.00	0.00	0.00	6.55	331.30
		Location: Totals:		Invoice:		1	3393		30263071		0	102.0400	265.20	0	0.00	0.00	0.00	0.00	0.00	5.10	260.10
		Totals for State: MI		Invoice:		1	3393				0	233.0400	603.05	0	0.00	0.00	0.00	0.00	0.00	11.65	591.40
OH	08/21/09 08/21/09	05082 TA WAPAKONETA	JAMC	000026	210284365		3422		1109169		0	102.7100	271.05	0	0.00	0.00	0.00	0.00	0.00	0.00	27.05
		Location: Totals:		Invoice:		1	3422				0	102.7100	271.05	0	0.00	0.00	0.00	0.00	0.00	0.00	27.05

Billing Frequency 1

Statement Method E

Account Number 4104330016
 AREA TRANSPORTATION CO
 935 W. 175TH ST.
 HOMERWOOD, IL 60430



Billing/Customer Service Inquiry
 (800)934-4297

Credit Inquiry
 (800)899-0076

Billing Frequency 1

Statement Method E

Billing Date 08/31/2009
 Billing Period 08/24/2009
 Billing Detail 08/20/2009
 Invoice No 518

Terms of Sale
 Payment Due Upon Receipt
 Send Remittance To
 TA Operating LLC
 PO Box 64 1806
 Cincinnati, OH 45264-1906

State / Business Date	Loc / Auth	City / Driver ID	Card No	PO No	W/O No	Truck No	Truck License	Trailer No	Trailer License	Hub or City	Fuel Gals / Reelr Gals	Fuel Amt / Reelr Amt	Oil	Oil Amt	Cash Advanced	Misc / Reelr Tax	Sales Tax	Tr Fee	Discount Amt	Invoice Amt
IL 08/26/09	00322	TA BLOOMINGTON	000026	260274313		3454		0305988		0	116.4000	316.48	0	0.00	0.00	0.00	0.00	0.00	5.82	310.66
IL 08/26/09	00342	TA ELGIN	000026	290124274		3416		2107435		0	80.0400	224.03	0	0.00	0.00	0.00	0.00	0.00	6.24	217.79
IL 08/27/09	00342	TA ELGIN	000026	270332546		3416		2107435		0	109.0700	305.29	0	0.00	0.00	0.00	0.00	0.00	12.65	292.64
IL 08/27/09	00342	TA ELGIN	000026	270332546		3416		2107435		0	189.1100	523.32	0	0.00	0.00	0.00	0.00	0.00	18.89	510.43
IL 08/26/09	00342	TA ELGIN	000026	250084965		3363		09341549		0	305.5100	845.80	0	0.00	0.00	0.00	0.00	0.00	24.71	821.09
IL 08/25/09	00342	TA ELGIN	000026	250084965		3363		09341549		0	90.5100	234.32	4	36.37	0.00	0.00	0.00	0.00	11.88	222.64
IL 08/25/09	00342	TA ELGIN	000026	250084965		3363		09341550		0	90.5100	234.32	4	36.37	0.00	0.00	0.00	0.00	11.88	222.64
IL 08/25/09	00342	TA ELGIN	000026	250084965		3363		09341550		0	90.5100	234.32	4	36.37	0.00	0.00	0.00	0.00	11.88	222.64
IL 08/25/09	00342	TA ELGIN	000026	250084965		3363		09341550		0	90.5100	234.32	4	36.37	0.00	0.00	0.00	0.00	11.88	222.64
IL 08/25/09	00342	TA ELGIN	000026	250084965		3363		09341550		0	90.5100	234.32	4	36.37	0.00	0.00	0.00	0.00	11.88	222.64
IL 08/25/09	00342	TA ELGIN	000026	250084965		3363		09341550		0	90.5100	234.32	4	36.37	0.00	0.00	0.00	0.00	11.88	222.64
IL 08/25/09	00342	TA ELGIN	000026	250084965		3363		09341550		0	90.5100	234.32	4	36.37	0.00	0.00	0.00	0.00	11.88	222.64
IL 08/25/09	00342	TA ELGIN	000026	250084965		3363		09341550		0	90.5100	234.32	4	36.37	0.00	0.00	0.00	0.00	11.88	222.64
IL 08/25/09	00342	TA ELGIN	000026	250084965		3363		09341550		0	90.5100	234.32	4	36.37	0.00	0.00	0.00	0.00	11.88	222.64
IL 08/25/09	00342	TA ELGIN	000026	250084965		3363		09341550		0	90.5100	234.32	4	36.37	0.00	0.00	0.00	0.00	11.88	222.64
IL 08/25/09	00342	TA ELGIN	000026	250084965		3363		09341550		0	90.5100	234.32	4	36.37	0.00	0.00	0.00	0.00	11.88	222.64
IL 08/25/09	00342	TA ELGIN	000026	250084965		3363		09341550		0	90.5100	234.32	4	36.37	0.00	0.00	0.00	0.00	11.88	222.64
IL 08/25/09	00342	TA ELGIN	000026	250084965		3363		09341550		0	90.5100	234.32	4	36.37	0.00	0.00	0.00	0.00	11.88	222.64
IL 08/25/09	00342	TA ELGIN	000026	250084965		3363		09341550		0	90.5100	234.32	4	36.37	0.00	0.00	0.00	0.00	11.88	222.64
IL 08/25/09	00342	TA ELGIN	000026	250084965		3363		09341550		0	90.5100	234.32	4	36.37	0.00	0.00	0.00	0.00	11.88	222.64
IL 08/25/09	00342	TA ELGIN	000026	250084965		3363		09341550		0	90.5100	234.32	4	36.37	0.00	0.00	0.00	0.00	11.88	222.64
IL 08/25/09	00342	TA ELGIN	000026	250084965		3363		09341550		0	90.5100	234.32	4	36.37	0.00	0.00	0.00	0.00	11.88	222.64
IL 08/25/09	00342	TA ELGIN	000026	250084965		3363		09341550		0	90.5100	234.32	4	36.37	0.00	0.00	0.00	0.00	11.88	222.64
IL 08/25/09	00342	TA ELGIN	000026	250084965		3363		09341550		0	90.5100	234.32	4	36.37	0.00	0.00	0.00	0.00	11.88	222.64
IL 08/25/09	00342	TA ELGIN	000026	250084965		3363		09341550		0	90.5100	234.32	4	36.37	0.00	0.00	0.00	0.00	11.88	222.64
IL 08/25/09	00342	TA ELGIN	000026	250084965		3363		09341550		0	90.5100	234.32	4	36.37	0.00	0.00	0.00	0.00	11.88	222.64
IL 08/25/09	00342	TA ELGIN	000026	250084965		3363		09341550		0	90.5100	234.32	4	36.37	0.00	0.00	0.00	0.00	11.88	222.64
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IL 08/25/09	00342	TA ELGIN	000026	250084965		3363		09341550		0	90.5100	234.32	4	36.37	0.00	0.00	0.00	0.00	11.88	222.64
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IL 08/25/09	00342	TA ELGIN	000026	250084965		3363		09341550		0	90.5100	234.32	4	36.37	0.00	0.00	0.00	0.00	11.88	222.64
IL 08/25/09	00342	TA ELGIN	000026	250084965		3363		09341550		0	90.5100	234.32	4	36.37	0.00	0.00	0.00	0.00	11.88	222.64
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IL 08/25/09	00342	TA ELGIN	000026	250084965		3363		09341550		0	90.5100	234.32	4	36.37	0.00	0.00	0.00	0.00	11.88	222.64
IL 08/25/09	00342																			

Account Number 4104330016
 AREA TRANSPORTATION CO
 935 W. 175TH ST.
 HOMEWOOD, IL 60430

Billing/Customer Service Inquiry
 (800)344-2787

Credit Inquiry
 (800) 899-0076



ACCESS
 BILLING SERVICES
 Billing Detail

Billing Date
 09/07/2009
 Billing Period
 08/31/2009
 09/06/2009
 Invoice No
 519

Terms of Sale
 Payment Due Upon Receipt
 Send Remittance To
 TA Operating LLC
 PO Box 641906
 Cincinnati, OH 45264-1906

Billing Frequency 1
 Statement Method E

State / Date	Business Date	Loc / Auth	City / Driver ID	Card No	PO No	W/O No	Truck No	Truck License	Trailer No	Trailer License	Hub or Ord	Fuel Gal / Reelr Gal	Fuel Amt / Reelr Amt	Oil Qt	Oil Amt	Cash Advanced	Misc / Reelr Tax	Sales Tax	Trx Fee	Discount Amt	Invoice Amt
CA	09/31/09	09008	TA WHEELER RIDGE	000026	310314710	3377			0513113		0	99.6200	288.80	0	0.00	0.00	0.00	0.00	0.00	8.87	280.13
		Location	4233320288		ESPJ							99.6200	288.80	0	0.00	0.00	0.00	0.00	0.00	8.87	280.13
		Totals for State: CA				1					0	99.6200	288.80	0	0.00	0.00	0.00	0.00	0.00	8.87	280.13
IL	09/02/09	09322	TA BLOOMINGTON	000026	020283749	3454			0707419		0	113.3200	308.13	0	0.00	0.00	0.00	0.00	0.00	13.26	294.87
		Location	423341168		HASN							113.3200	308.13	0	0.00	0.00	0.00	0.00	0.00	13.26	294.87
		Totals for State: IL				1					0	113.3200	308.13	0	0.00	0.00	0.00	0.00	0.00	13.26	294.87
IL	09/02/09	00342	TA ELGIN	000026	020223018	3418			1211704		0	117.0900	330.08	0	0.00	0.00	0.00	0.00	0.00	22.13	307.95
		Location	4233404035		WILNQC							117.0900	330.08	0	0.00	0.00	0.00	0.00	0.00	22.13	307.95
		Totals for State: IL				2					0	230.4100	638.21	0	0.00	0.00	0.00	0.00	0.00	35.39	602.82
IN	09/31/09	08220	TA PORTER	000026	310382839	3494			0601559		0	117.5200	305.42	0	0.00	0.00	0.00	0.00	0.00	12.07	150.52
		Location	4233380585		STARR				0908557			117.5200	305.42	0	0.00	0.00	0.00	0.00	0.00	12.07	150.52
		Totals for State: IN				2					0	180.0800	468.01	0	0.00	0.00	0.00	0.00	0.00	34.75	433.26
MI	09/01/09	00384	TA SAWYER	000026	010355088	3483			0105509		0	135.0100	364.40	0	0.00	0.00	0.00	0.00	0.00	18.36	346.04
		Location	4233380099		OSBM				2101441			135.0100	364.40	0	0.00	0.00	0.00	0.00	0.00	18.36	346.04
		Totals for State: MI				2					0	268.3700	778.32	0	0.00	0.00	0.00	0.00	0.00	24.83	654.21
MI	09/01/09	00312	TA ANN ARBOR	000026	310244323	3505			60367503		0	114.0200	310.01	0	0.00	0.00	0.00	0.00	0.00	11.17	288.84
		Location	4233309402		GOL				80408125			114.0200	310.01	0	0.00	0.00	0.00	0.00	0.00	11.17	288.84
		Totals for State: MI				2					0	228.4900	628.03	0	0.00	0.00	0.00	0.00	0.00	22.34	577.65
MI	09/01/09	00319	TA MONROE	000026	310227739	3383			1132783		0	66.0200	180.84	1	16.95	0.00	0.00	0.00	0.00	4.82	193.17
		Location	4233307368		BARTH				1100465			66.0200	180.84	1	16.95	0.00	0.00	0.00	0.00	4.82	193.17
		Totals for State: MI				2					0	154.4100	361.68	1	33.90	0.00	0.00	0.00	0.00	9.64	386.34
MO	09/02/09	00315	TA FORBSTEILL	000026	020204937	3330			26518310		0	141.7400	354.21	4	17.25	0.00	0.00	0.00	0.00	18.14	365.18
		Location	4233401303		BRACH							141.7400	354.21	4	17.25	0.00	0.00	0.00	0.00	18.14	365.18
		Totals for State: MO				1					0	141.7400	354.21	4	17.25	0.00	0.00	0.00	0.00	18.14	365.18
NV	09/02/09	00428	TA SPARKS	000026	020223341	3461			05416976		0	102.9300	285.01	4	17.17	0.00	0.00	0.00	0.00	15.23	286.95
		Location	4233404088		A1HC							102.9300	285.01	4	17.17	0.00	0.00	0.00	0.00	15.23	286.95
		Totals for State: NV				1					0	102.9300	285.01	4	17.17	0.00	0.00	0.00	0.00	15.23	286.95
OH	09/02/09	00104	TA NORTH CANTON	000026	020157288	3471			0205121		0	139.0100	375.18	4	17.17	0.00	0.00	0.00	0.00	18.21	356.97
		Location	4233397588		MIRK				0504164			139.0100	375.18	4	17.17	0.00	0.00	0.00	0.00	18.21	356.97
		Totals for State: OH				2					0	278.0200	750.36	8	34.34	0.00	0.00	0.00	0.00	36.42	721.98
OH	09/31/09	00178	TA TOLEDO	000026	310376317	3471			08092518		0	84.0200	228.44	0	0.00	0.00	0.00	0.00	0.00	7.23	221.21
		Location	4233329334		MIRK							84.0200	228.44	0	0.00	0.00	0.00	0.00	0.00	7.23	221.21
		Totals for State: OH				1					0	84.0200	228.44	0	0.00	0.00	0.00	0.00	0.00	7.23	221.21
OH	09/31/09	00178	TA TOLEDO	000026	310376317	3471			30591083		0	91.0100	242.00	0	0.00	0.00	0.00	0.00	0.00	4.55	237.45
		Location	4233329334		MIRK							91.0100	242.00	0	0.00	0.00	0.00	0.00	0.00	4.55	237.45
		Totals for State: OH				1					0	91.0100	242.00	0	0.00	0.00	0.00	0.00	0.00	4.55	237.45

THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
Alternative Distribution Systems, *et a.*,¹) Case No. 09-13099 (P JW)
) (Jointly Administered)
Debtors.)
_____)

**CERTIFICATION OF SERVICE REGARDING
MOTION OF TA OPERATING LLC DBA TRAVEL CENTERS OF AMERICA FOR
ALLOWANCE AND PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM
PURSUANT TO 11 U.S.C. SECTION 503(b)(9)**

I, John T. Carroll, counsel for TA Holdings, LLC d/b/a Travel Centers of America, in the above-captioned matter, hereby certify that I am not less than 18 years of age, and further certify that on October 1, 2009 I caused a true and correct copy of the Motion of TA Operating LLC d/b/a Travel Centers of America for Allowance and Payment of Administrative Expense Claim Pursuant to 11 U.S.C. Section 503(b)(9) to be served via regular first class mail, unless otherwise indicated on the service list attached hereto as Exhibit "A".

Under penalty of perjury, I declare that the foregoing is true and correct.

Dated: October 1, 2009

COZEN O'CONNOR

By: /s/ John T. Carroll, III
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**Attorneys for TA Holdings LLC
dba Travel Centers of America**

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Alternative Distribution Systems, Inc. (2412); May Logistics Services, Inc. (4970); and ADS Logistics, LLC (0782).

EXHIBIT "A"

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COACTIV CAPITAL PARTNERS, LLC
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EXPRESS SYSTEM INTERMODAL
INC.
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HUB GROUP INC.
3050 Highland Parkway
Downers Grove, IL 60515

MARTRAC
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Paramus, NJ 7652

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Chicago, IL 60677-3003

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c/o Bill Fennelly
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Fultz Maddox Hovious & Dickens PLC
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