

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

\_\_\_\_\_, Individually and on Behalf of All  
Others Similarly Situated,

Plaintiff,

v.

TFI INTERNATIONAL INC., ALAIN  
BÉDARD, and DAVID SAPERSTEIN,

Defendants.

Case No.

**CLASS ACTION COMPLAINT FOR  
VIOLATIONS OF THE FEDERAL  
SECURITIES LAWS**

**DEMAND FOR JURY TRIAL**

Law Offices of Howard G. Smith

Plaintiff \_\_\_\_\_ (“Plaintiff”), individually and on behalf of all others similarly situated, by and through his attorneys, alleges the following upon information and belief, except as to those allegations concerning Plaintiff, which are alleged upon personal knowledge. Plaintiff’s information and belief is based upon, among other things, his counsel’s investigation, which includes without limitation: (a) review and analysis of regulatory filings made by TFI International Inc. (“TFI” or the “Company”) with the United States (“U.S.”) Securities and Exchange Commission (“SEC”); (b) review and analysis of press releases and media reports issued by and disseminated by TFI; and (c) review of other publicly available information concerning TFI.

### **NATURE OF THE ACTION AND OVERVIEW**

1. This is a class action on behalf of persons and entities that purchased or otherwise acquired TFI securities between April 26, 2024 and February 19, 2025, inclusive (the “Class Period”). Plaintiff pursues claims against the Defendants under the Securities Exchange Act of 1934 (the “Exchange Act”).

2. TFI is a transportation and logistics company that operates in the United States and Canada. It has four reportable segments: Package & Courier, Less-than-Truckload (“LTL”), Truckload, and Logistics. LTL accounts for approximately 43% of the Company’s revenue.

3. On February 19, 2025, after the market closed, TFI announced its fourth quarter and full year 2024 financial results in a press release, revealing quarterly net income of \$88.1 million (a nearly 33% decrease year-over-year) and fiscal 2024 net income of \$422.5 million (approximately 16% decrease year-over-year).

4. On this news, TFI’s stock price fell \$26.13, or 20.5%, to close at \$101.48 per share on February 20, 2025, on unusually heavy trading volume.

5. Throughout the Class Period, Defendants made materially false and/or misleading statements, as well as failed to disclose material adverse facts about the Company’s business,

operations, and prospects. Specifically, Defendants failed to disclose to investors: (1) that the Company was facing erosion of its revenue from small and medium businesses; (2) that, as a result, the Company's TForce revenue was declining; (3) that TFI was experiencing difficulties managing its costs; (4) that, as a result of the foregoing, the profitability of its largest business segment was declining; and (5) that, as a result of the foregoing, Defendants' positive statements about the Company's business, operations, and prospects were materially misleading and/or lacked a reasonable basis.

6. As a result of Defendants' wrongful acts and omissions, and the precipitous decline in the market value of the Company's securities, Plaintiff and other Class members have suffered significant losses and damages.

#### **JURISDICTION AND VENUE**

7. The claims asserted herein arise under Sections 10(b) and 20(a) of the Exchange Act (15 U.S.C. §§ 78j(b) and 78t(a)) and Rule 10b-5 promulgated thereunder by the SEC (17 C.F.R. § 240.10b-5).

8. This Court has jurisdiction over the subject matter of this action pursuant to 28 U.S.C. § 1331 and Section 27 of the Exchange Act (15 U.S.C. § 78aa).

9. Venue is proper in this Judicial District pursuant to 28 U.S.C. § 1391(b) and Section 27 of the Exchange Act (15 U.S.C. § 78aa(c)). Substantial acts in furtherance of the alleged fraud or the effects of the fraud have occurred in this Judicial District. Many of the acts charged herein, including the dissemination of materially false and/or misleading information, occurred in substantial part in this Judicial District.

10. In connection with the acts, transactions, and conduct alleged herein, Defendants directly and indirectly used the means and instrumentalities of interstate commerce, including the

United States mail, interstate telephone communications, and the facilities of a national securities exchange.

### **PARTIES**

11. Plaintiff \_\_\_\_\_, as set forth in the accompanying certification, incorporated by reference herein, purchased TFI securities during the Class Period, and suffered damages as a result of the federal securities law violations and false and/or misleading statements and/or material omissions alleged herein.

12. Defendant TFI is incorporated under the laws of Canada with its principal executive offices located in Quebec, Canada. TFI's common stock trades on the New York Stock Exchange ("NYSE") under the symbol "TFII."

13. Defendant Alain Bédard ("Bédard") was the Company's Chief Executive Officer ("CEO") at all relevant times.

14. Defendant David Saperstein ("Saperstein") was the Company's Chief Financial Officer ("CFO") at all relevant times.

15. Defendants Bédard and Saperstein (together, the "Individual Defendants"), because of their positions with the Company, possessed the power and authority to control the contents of the Company's reports to the SEC, press releases and presentations to securities analysts, money and portfolio managers and institutional investors, i.e., the market. The Individual Defendants were provided with copies of the Company's reports and press releases alleged herein to be misleading prior to, or shortly after, their issuance and had the ability and opportunity to prevent their issuance or cause them to be corrected. Because of their positions and access to material non-public information available to them, the Individual Defendants knew that the adverse facts specified herein had not been disclosed to, and were being concealed from, the public, and that the

positive representations which were being made were then materially false and/or misleading. The Individual Defendants are liable for the false statements pleaded herein.

## **SUBSTANTIVE ALLEGATIONS**

### **Background**

16. TFI is a transportation and logistics company that operates in the United States and Canada. It has four reportable segments: Package & Courier, Less-than-Truckload (“LTL”), Truckload, and Logistics. LTL accounts for approximately 43% of the Company’s revenue.

17. In April 2021, TFI acquired UPS Freight, the less-than-truckload and dedicated truckload divisions of United Parcel Service, Inc. Following the acquisition, UPS Freight was rebranded as TForce Freight and operates within the Company’s LTL segment.

### **Materially False and Misleading**

#### **Statements Issued During the Class Period**

18. The Class Period begins on April 26, 2024.<sup>1</sup> After the market closed on April 25, 2024, the Company announced its first quarter 2024 financial results, stating in a press release:

- First quarter operating income of \$151.6 million compares to \$166.4 million the same quarter last year, primarily reflecting weaker market conditions.
- ***First quarter net income of \$92.8 million compared to \$111.9 million in Q1 2023, while adjusted net income<sup>1</sup> of \$105.5 million compared to \$116.5 million.***
- First quarter diluted earnings per share (diluted “EPS”) of \$1.09 compared to \$1.27 in Q1 2023, while adjusted diluted EPS<sup>1</sup> of \$1.24 compared to \$1.33.

\* \* \*

Total revenue of \$1.87 billion increased from \$1.85 billion in the prior year period and revenue before fuel surcharge of \$1.61 billion increased from \$1.56 billion in the prior year period. ***The increase is due to contributions from acquisitions***

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<sup>1</sup> Unless otherwise stated, all emphasis in bold and italics hereinafter is added, and all footnotes are omitted.

*partially offset by a reduction of volumes due to a continued weaker transportation environment and to a reduction in fuel surcharge revenue.*

Operating income of \$151.6 million compares to \$166.4 million from the prior year period. *The decrease in the operating income can be attributed to overall lower revenues and volumes associated with freight as well as a reduction on gains on sale of rolling stock and equipment and assets held for sale of \$10.4 million relative to the same prior year period.*

Net income of \$92.8 million compared to \$111.9 million in the prior year period, and net income of \$1.09 per diluted share compared to \$1.27 in the prior year period. Adjusted net income, a non-IFRS measure, was \$105.5 million, or \$1.24 per diluted share, compared to \$116.5 million, or \$1.33 per diluted share, the prior year period.

Total revenue declined in three segments relative to the prior year period with decreases of 11% for Package and Courier, 4% for Less-Than-Truckload, and 6% for Truckload, and increased 26% for Logistics, primarily from the acquisition of JHT. Operating income increased 15% for Less-Than-Truckload and 27% for Logistics, and decreased by 34% for Package and Courier and 41% for Truckload in the first quarter in comparison to the prior year.

19. On July 25, 2024, TFI announced its second quarter 2024 financial results in a press release that stated, in relevant part:

- Second quarter operating income of \$208.1 million increased from \$192.4 million the same quarter last year, primarily from contributions from business acquisitions offset by continued weaker market conditions.
- *Second quarter net income of \$117.8 million compared to \$128.2 million in Q2 2023, while adjusted net income<sup>1</sup> of \$145.6 million increased from \$138.9 million.*
- Second quarter diluted earnings per share (diluted “EPS”) of \$1.38 compared to \$1.47 in Q2 2023, while adjusted diluted EPS<sup>1</sup> of \$1.71 increased from \$1.59.

\* \* \*

Total revenue of \$2.26 billion increased from \$1.79 billion in the prior year period and revenue before fuel surcharge of \$1.96 billion increased from \$1.55 billion in the prior year period. *The increase is due to contributions from acquisitions partially offset by a reduction of volumes due to a continued weaker transportation environment and a reduction in fuel surcharge revenue.*

Operating income of \$208.1 million increased from \$192.4 million in the prior year period. ***The increase in operating income is from business acquisitions and is partially offset by lower volumes and a \$19.7 million restructuring charge related to the acquisition of Daseke recorded in the Corporate segment.***

Net income of \$117.8 million compared to \$128.2 million in the prior year period, and net income of \$1.38 per diluted share compared to \$1.47 in the prior year period. The net income included a \$19.7 million restructuring charge and an increase in interest expense of \$24.0 million related to the financing of the Daseke acquisition. Adjusted net income, a non-IFRS measure, was \$145.6 million, or \$1.71 per diluted share, up from \$138.9 million, or \$1.59 per diluted share, the prior year period.

Total revenue increased in all segments relative to the prior year period with increases of 1% for Less-Than-Truckload, 78% for Truckload, primarily from the acquisition of Daseke, and 24% for Logistics. Operating income increased 2% for Less-Than-Truckload, 26% for Truckload and 54% for Logistics in the second quarter compared to the prior year.

20. On October 21, 2024, TFI announced its third quarter 2024 financial results, stating in a press release, in relevant part:

- Third quarter operating income of \$203.3 million increased from \$200.6 million the same quarter last year, primarily from contributions from business acquisitions offset by weaker market conditions and higher net gains on sale of assets held for sale in the prior year period.
- ***Third quarter net income of \$128.0 million compared to \$133.3 million in Q3 2023, while adjusted net income<sup>1</sup> of \$136.6 million increased from \$136.0 million.***
- Third quarter diluted earnings per share (diluted “EPS”) of \$1.50 compared to \$1.54 in Q3 2023, while adjusted diluted EPS<sup>1</sup> of \$1.60 increased from \$1.57.

\* \* \*

Total revenue of \$2.18 billion increased from \$1.91 billion in the prior year period and revenue before fuel surcharge of \$1.91 billion increased from \$1.63 billion. ***The increase is due to contributions from acquisitions partially offset by a reduction of volumes due to a continued weaker transportation environment and a reduction in fuel surcharge revenue.***

Operating income of \$203.3 million increased from \$200.6 million in the prior year period. The increase in operating income is from business acquisitions and is

partially offset by lower volumes and \$15.3 million less gain, net of impairment, on sale of assets held for sale.

Net income of \$128.0 million compared to \$133.3 million in the prior year period, and net income of \$1.50 per diluted share compared to \$1.54 in the prior year period. Net income included an increase in interest expense of \$21.6 million related to the financing of the Daseke acquisition. Adjusted net income, a non-IFRS measure, was \$136.6 million, or \$1.60 per diluted share, up from \$136.0 million, or \$1.57 per diluted share, the prior year period.

Total revenue increased 74% in the Truckload segment relative to the prior year period, primarily from the acquisition of Daseke, increased 2% for Logistics and decreased by 9% for Less-Than-Truckload. Operating income increased 44% for Truckload and 19% for Logistics, and decreased 24% for Less-Than-Truckload in the third quarter compared to the prior year.

21. The above statements identified in ¶¶ 18-22 were materially false and/or misleading, and failed to disclose material adverse facts about the Company's business, operations, and prospects. Specifically, Defendants failed to disclose to investors: (1) that the Company was facing erosion of its revenue from small and medium businesses; (2) that, as a result, the Company's TForce revenue was declining; (3) that TFI was experiencing difficulties managing its costs; (4) that, as a result of the foregoing, the profitability of its largest business segment was declining; and (5) that, as a result of the foregoing, Defendants' positive statements about the Company's business, operations, and prospects were materially misleading and/or lacked a reasonable basis.

#### **Disclosures at the End of the Class Period**

22. On February 19, 2025, after the market closed, TFI announced its fourth quarter and full year 2024 financial results in a press release, revealing quarterly net income of \$88.1 million (a nearly 33% decrease year-over-year) and fiscal 2024 net income of \$422.5 million (approximately 16% decrease year-over-year). Specifically, the Company stated, in relevant part:

- **Fourth quarter operating income of \$160.2 million compares to \$198.3 million in the same prior year quarter**

- **Fourth quarter net income of \$88.1 million compares to \$131.4 million in Q4 2023, while adjusted net income<sup>1</sup> of \$101.8 million compares to \$147.0 million in Q4 2023**
- **Fourth quarter diluted earnings per share (diluted “EPS”) of \$1.03 compares to \$1.53 in Q4 2023, while adjusted diluted EPS<sup>1</sup> of \$1.19 compares to \$1.71 in Q4 2023**

#### **FOURTH QUARTER RESULTS**

Total revenue of \$2.08 billion compared to \$1.97 billion in the prior year period and revenue before fuel surcharge of \$1.83 billion compared to \$1.67 billion in the prior year period. The increase is primarily due to contributions from business acquisitions, offset by reduced volumes driven by weaker end market demand.

Operating income of \$160.2 million compared to \$198.3 million in the prior year period. The decrease is primarily attributable to the decline in revenues as a result of weaker market demand in the quarter, partially offset by contributions from business acquisitions of \$12.2 million.

Net income of \$88.1 million compared to \$131.4 million in the prior year period, and net income of \$1.03 per diluted share compared to \$1.53 in the prior year period. Adjusted net income, a non-IFRS measure, was \$101.8 million, or \$1.19 per diluted share, compared to \$147.0 million, or \$1.71 per diluted share, in the prior year period.

Total revenue increased by 64% for the Truckload segment due primarily to the acquisition of Daseke, while the Less-Than-Truckload and Logistics segments declined by 13 and 14%, respectively. Operating income in the Truckload segment increased by 18% compared to Q4 2023, while the Less-Than-Truckload and Logistics segments declined by 34% and 22%, respectively. The Less-Than-Truckload recorded US accident-related expenses of approximately \$8.0 million more than in the prior year period.

#### **FULL-YEAR RESULTS**

Total revenue was \$8.40 billion for 2024 versus \$7.52 billion in 2023. Revenue before fuel surcharge of \$7.30 billion compared to \$6.42 billion the prior year. The increase is primarily due to the acquisition of Daseke and is partially offset by decreases from existing operations due to weaker market demand.

Operating income totaled \$719.0 million compared to \$757.6 million in the prior year. The decrease is mainly attributable to the weaker market demand referenced above and less gains from the sale of rolling stock, equipment, and assets held for sale of \$24.5 million in 2023, partially offset by contributions from business acquisitions.

Net income was \$422.5 million, or \$4.96 per diluted share, compared to \$504.9 million, or \$5.80 per diluted share a year earlier. Adjusted net income and adjusted diluted EPS, non-IFRS measures, were \$489.5 million, or \$5.75 per diluted share, compared to \$538.3 million, or \$6.18 per diluted share the prior year.

During 2024, total revenue increased 52% for Truckload, due to the acquisition of Daseke, and 7% for Logistics, and declined 6% for Less-Than-Truckload relative to the prior year. Operating income was up 6% for Truckload, 14% Logistics, and decreased 15% for Less-Than-Truckload.

23. The same day, TFI held a conference call in connection with these financial results.

During the call, Defendant Bédard reported the Company is “losing the small and medium-sized . . . customers” and this “really accelerated in Q4.” Bédard further described the Company’s efforts to control costs as “like a dog chasing his tail.” Specifically, he stated:

[T]he problem that we have . . . [is] we're losing the small and medium-sized, okay customers, which have the best margin, right? And some of that has been replaced, okay, by, let's say, 3PL and corporate account, which doesn't bring the same margin. And this was really accelerated in Q4. So that's part of the issues that we have is sales, okay? We have to be way more aggressive on the small- and medium-sized account. So this is problem number one for us, if you look at TForce Freight today, okay, is revenue.

Problem number two is cost. So we've been working steadily on costs since we bought this company, and we've invested a ton of capital to improve our asset, to improve our training, et cetera, et cetera. But at the same time, okay, our volume, okay, keeps coming down, right? So it's like you're chasing your tail, like a dog chasing his tail, okay? So this got to stop.

24. On this news, TFI’s stock price fell \$26.13, or 20.5%, to close at \$101.48 per share on February 20, 2025, on unusually heavy trading volume.

### **CLASS ACTION ALLEGATIONS**

25. Plaintiff brings this action as a class action pursuant to Federal Rule of Civil Procedure 23(a) and (b)(3) on behalf of a class, consisting of all persons and entities that purchased or otherwise acquired TFI securities between April 26, 2024 and February 19, 2025, inclusive, and who were damaged thereby (the “Class”). Excluded from the Class are Defendants, the officers and directors of the Company, at all relevant times, members of their immediate families and their

legal representatives, heirs, successors, or assigns, and any entity in which Defendants have or had a controlling interest.

26. The members of the Class are so numerous that joinder of all members is impracticable. Throughout the Class Period, TFI's shares actively traded on the NYSE. While the exact number of Class members is unknown to Plaintiff at this time and can only be ascertained through appropriate discovery, Plaintiff believes that there are at least hundreds or thousands of members in the proposed Class. Millions of TFI shares were traded publicly during the Class Period on the NYSE. Record owners and other members of the Class may be identified from records maintained by TFI or its transfer agent and may be notified of the pendency of this action by mail, using the form of notice similar to that customarily used in securities class actions.

27. Plaintiff's claims are typical of the claims of the members of the Class as all members of the Class are similarly affected by Defendants' wrongful conduct in violation of federal law that is complained of herein.

28. Plaintiff will fairly and adequately protect the interests of the members of the Class and has retained counsel competent and experienced in class and securities litigation.

29. Common questions of law and fact exist as to all members of the Class and predominate over any questions solely affecting individual members of the Class. Among the questions of law and fact common to the Class are:

(a) whether the federal securities laws were violated by Defendants' acts as alleged herein;

(b) whether statements made by Defendants to the investing public during the Class Period omitted and/or misrepresented material facts about the business, operations, and prospects of TFI; and

(c) to what extent the members of the Class have sustained damages and the proper measure of damages.

30. A class action is superior to all other available methods for the fair and efficient adjudication of this controversy since joinder of all members is impracticable. Furthermore, as the damages suffered by individual Class members may be relatively small, the expense and burden of individual litigation makes it impossible for members of the Class to individually redress the wrongs done to them. There will be no difficulty in the management of this action as a class action.

#### **UNDISCLOSED ADVERSE FACTS**

31. The market for TFI's securities was open, well-developed and efficient at all relevant times. As a result of these materially false and/or misleading statements, and/or failures to disclose, TFI's securities traded at artificially inflated prices during the Class Period. Plaintiff and other members of the Class purchased or otherwise acquired TFI's securities relying upon the integrity of the market price of the Company's securities and market information relating to TFI, and have been damaged thereby.

32. During the Class Period, Defendants materially misled the investing public, thereby inflating the price of TFI's securities, by publicly issuing false and/or misleading statements and/or omitting to disclose material facts necessary to make Defendants' statements, as set forth herein, not false and/or misleading. The statements and omissions were materially false and/or misleading because they failed to disclose material adverse information and/or misrepresented the truth about TFI's business, operations, and prospects as alleged herein.

33. At all relevant times, the material misrepresentations and omissions particularized in this Complaint directly or proximately caused or were a substantial contributing cause of the damages sustained by Plaintiff and other members of the Class. As described herein, during the Class Period, Defendants made or caused to be made a series of materially false and/or misleading

statements about TFI's financial well-being and prospects. These material misstatements and/or omissions had the cause and effect of creating in the market an unrealistically positive assessment of the Company and its financial well-being and prospects, thus causing the Company's securities to be overvalued and artificially inflated at all relevant times. Defendants' materially false and/or misleading statements during the Class Period resulted in Plaintiff and other members of the Class purchasing the Company's securities at artificially inflated prices, thus causing the damages complained of herein when the truth was revealed.

#### **LOSS CAUSATION**

34. Defendants' wrongful conduct, as alleged herein, directly and proximately caused the economic loss suffered by Plaintiff and the Class.

35. During the Class Period, Plaintiff and the Class purchased TFI's securities at artificially inflated prices and were damaged thereby. The price of the Company's securities significantly declined when the misrepresentations made to the market, and/or the information alleged herein to have been concealed from the market, and/or the effects thereof, were revealed, causing investors' losses.

#### **SCIENTER ALLEGATIONS**

36. As alleged herein, Defendants acted with scienter since Defendants knew that the public documents and statements issued or disseminated in the name of the Company were materially false and/or misleading; knew that such statements or documents would be issued or disseminated to the investing public; and knowingly and substantially participated or acquiesced in the issuance or dissemination of such statements or documents as primary violations of the federal securities laws. As set forth elsewhere herein in detail, the Individual Defendants, by virtue of their receipt of information reflecting the true facts regarding TFI, their control over, and/or receipt and/or modification of TFI's allegedly materially misleading misstatements and/or their

associations with the Company which made them privy to confidential proprietary information concerning TFI, participated in the fraudulent scheme alleged herein.

### **APPLICABILITY OF PRESUMPTION OF RELIANCE**

#### **(FRAUD-ON-THE-MARKET DOCTRINE)**

37. The market for TFI's securities was open, well-developed and efficient at all relevant times. As a result of the materially false and/or misleading statements and/or failures to disclose, TFI's securities traded at artificially inflated prices during the Class Period. On July 16, 2024, the Company's share price closed at a Class Period high of \$158.55 per share. Plaintiff and other members of the Class purchased or otherwise acquired the Company's securities relying upon the integrity of the market price of TFI's securities and market information relating to TFI, and have been damaged thereby.

38. During the Class Period, the artificial inflation of TFI's shares was caused by the material misrepresentations and/or omissions particularized in this Complaint causing the damages sustained by Plaintiff and other members of the Class. As described herein, during the Class Period, Defendants made or caused to be made a series of materially false and/or misleading statements about TFI's business, prospects, and operations. These material misstatements and/or omissions created an unrealistically positive assessment of TFI and its business, operations, and prospects, thus causing the price of the Company's securities to be artificially inflated at all relevant times, and when disclosed, negatively affected the value of the Company shares. Defendants' materially false and/or misleading statements during the Class Period resulted in Plaintiff and other members of the Class purchasing the Company's securities at such artificially inflated prices, and each of them has been damaged as a result.

39. At all relevant times, the market for TFI's securities was an efficient market for the following reasons, among others:

(a) TFI shares met the requirements for listing, and was listed and actively traded on the NYSE, a highly efficient and automated market;

(b) As a regulated issuer, TFI filed periodic public reports with the SEC and/or the NYSE;

(c) TFI regularly communicated with public investors via established market communication mechanisms, including through regular dissemination of press releases on the national circuits of major newswire services and through other wide-ranging public disclosures, such as communications with the financial press and other similar reporting services; and/or

(d) TFI was followed by securities analysts employed by brokerage firms who wrote reports about the Company, and these reports were distributed to the sales force and certain customers of their respective brokerage firms. Each of these reports was publicly available and entered the public marketplace.

40. As a result of the foregoing, the market for TFI's securities promptly digested current information regarding TFI from all publicly available sources and reflected such information in TFI's share price. Under these circumstances, all purchasers of TFI's securities during the Class Period suffered similar injury through their purchase of TFI's securities at artificially inflated prices and a presumption of reliance applies.

41. A Class-wide presumption of reliance is also appropriate in this action under the Supreme Court's holding in *Affiliated Ute Citizens of Utah v. United States*, 406 U.S. 128 (1972), because the Class's claims are, in large part, grounded on Defendants' material misstatements and/or omissions. Because this action involves Defendants' failure to disclose material adverse information regarding the Company's business operations and financial prospects—information that Defendants were obligated to disclose—positive proof of reliance is not a prerequisite to

recovery. All that is necessary is that the facts withheld be material in the sense that a reasonable investor might have considered them important in making investment decisions. Given the importance of the Class Period material misstatements and omissions set forth above, that requirement is satisfied here.

### **NO SAFE HARBOR**

42. The statutory safe harbor provided for forward-looking statements under certain circumstances does not apply to any of the allegedly false statements pleaded in this Complaint. The statements alleged to be false and misleading herein all relate to then-existing facts and conditions. In addition, to the extent certain of the statements alleged to be false may be characterized as forward looking, they were not identified as “forward-looking statements” when made and there were no meaningful cautionary statements identifying important factors that could cause actual results to differ materially from those in the purportedly forward-looking statements. In the alternative, to the extent that the statutory safe harbor is determined to apply to any forward-looking statements pleaded herein, Defendants are liable for those false forward-looking statements because at the time each of those forward-looking statements was made, the speaker had actual knowledge that the forward-looking statement was materially false or misleading, and/or the forward-looking statement was authorized or approved by an executive officer of TFI who knew that the statement was false when made.

### **FIRST CLAIM**

#### **Violation of Section 10(b) of The Exchange Act and**

#### **Rule 10b-5 Promulgated Thereunder**

#### **Against All Defendants**

43. Plaintiff repeats and re-alleges each and every allegation contained above as if fully set forth herein.

44. During the Class Period, Defendants carried out a plan, scheme and course of conduct which was intended to and, throughout the Class Period, did: (i) deceive the investing public, including Plaintiff and other Class members, as alleged herein; and (ii) cause Plaintiff and other members of the Class to purchase TFI's securities at artificially inflated prices. In furtherance of this unlawful scheme, plan and course of conduct, Defendants, and each defendant, took the actions set forth herein.

45. Defendants (i) employed devices, schemes, and artifices to defraud; (ii) made untrue statements of material fact and/or omitted to state material facts necessary to make the statements not misleading; and (iii) engaged in acts, practices, and a course of business which operated as a fraud and deceit upon the purchasers of the Company's securities in an effort to maintain artificially high market prices for TFI's securities in violation of Section 10(b) of the Exchange Act and Rule 10b-5. All Defendants are sued either as primary participants in the wrongful and illegal conduct charged herein or as controlling persons as alleged below.

46. Defendants, individually and in concert, directly and indirectly, by the use, means or instrumentalities of interstate commerce and/or of the mails, engaged and participated in a continuous course of conduct to conceal adverse material information about TFI's financial well-being and prospects, as specified herein.

47. Defendants employed devices, schemes and artifices to defraud, while in possession of material adverse non-public information and engaged in acts, practices, and a course of conduct as alleged herein in an effort to assure investors of TFI's value and performance and continued substantial growth, which included the making of, or the participation in the making of, untrue statements of material facts and/or omitting to state material facts necessary in order to make the statements made about TFI and its business operations and future prospects in light of

the circumstances under which they were made, not misleading, as set forth more particularly herein, and engaged in transactions, practices and a course of business which operated as a fraud and deceit upon the purchasers of the Company's securities during the Class Period.

48. Each of the Individual Defendants' primary liability and controlling person liability arises from the following facts: (i) the Individual Defendants were high-level executives and/or directors at the Company during the Class Period and members of the Company's management team or had control thereof; (ii) each of these defendants, by virtue of their responsibilities and activities as a senior officer and/or director of the Company, was privy to and participated in the creation, development and reporting of the Company's internal budgets, plans, projections and/or reports; (iii) each of these defendants enjoyed significant personal contact and familiarity with the other defendants and was advised of, and had access to, other members of the Company's management team, internal reports and other data and information about the Company's finances, operations, and sales at all relevant times; and (iv) each of these defendants was aware of the Company's dissemination of information to the investing public which they knew and/or recklessly disregarded was materially false and misleading.

49. Defendants had actual knowledge of the misrepresentations and/or omissions of material facts set forth herein, or acted with reckless disregard for the truth in that they failed to ascertain and to disclose such facts, even though such facts were available to them. Such defendants' material misrepresentations and/or omissions were done knowingly or recklessly and for the purpose and effect of concealing TFI's financial well-being and prospects from the investing public and supporting the artificially inflated price of its securities. As demonstrated by Defendants' overstatements and/or misstatements of the Company's business, operations, financial well-being, and prospects throughout the Class Period, Defendants, if they did not have actual

knowledge of the misrepresentations and/or omissions alleged, were reckless in failing to obtain such knowledge by deliberately refraining from taking those steps necessary to discover whether those statements were false or misleading.

50. As a result of the dissemination of the materially false and/or misleading information and/or failure to disclose material facts, as set forth above, the market price of TFI's securities was artificially inflated during the Class Period. In ignorance of the fact that market prices of the Company's securities were artificially inflated, and relying directly or indirectly on the false and misleading statements made by Defendants, or upon the integrity of the market in which the securities trades, and/or in the absence of material adverse information that was known to or recklessly disregarded by Defendants, but not disclosed in public statements by Defendants during the Class Period, Plaintiff and the other members of the Class acquired TFI's securities during the Class Period at artificially high prices and were damaged thereby.

51. At the time of said misrepresentations and/or omissions, Plaintiff and other members of the Class were ignorant of their falsity, and believed them to be true. Had Plaintiff and the other members of the Class and the marketplace known the truth regarding the problems that TFI was experiencing, which were not disclosed by Defendants, Plaintiff and other members of the Class would not have purchased or otherwise acquired their TFI securities, or, if they had acquired such securities during the Class Period, they would not have done so at the artificially inflated prices which they paid.

52. By virtue of the foregoing, Defendants violated Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder.

53. As a direct and proximate result of Defendants' wrongful conduct, Plaintiff and the other members of the Class suffered damages in connection with their respective purchases and sales of the Company's securities during the Class Period.

## **SECOND CLAIM**

### **Violation of Section 20(a) of The Exchange Act**

#### **Against the Individual Defendants**

54. Plaintiff repeats and re-alleges each and every allegation contained above as if fully set forth herein.

55. Individual Defendants acted as controlling persons of TFI within the meaning of Section 20(a) of the Exchange Act as alleged herein. By virtue of their high-level positions and their ownership and contractual rights, participation in, and/or awareness of the Company's operations and intimate knowledge of the false financial statements filed by the Company with the SEC and disseminated to the investing public, Individual Defendants had the power to influence and control and did influence and control, directly or indirectly, the decision-making of the Company, including the content and dissemination of the various statements which Plaintiff contends are false and misleading. Individual Defendants were provided with or had unlimited access to copies of the Company's reports, press releases, public filings, and other statements alleged by Plaintiff to be misleading prior to and/or shortly after these statements were issued and had the ability to prevent the issuance of the statements or cause the statements to be corrected.

56. In particular, Individual Defendants had direct and supervisory involvement in the day-to-day operations of the Company and, therefore, had the power to control or influence the particular transactions giving rise to the securities violations as alleged herein, and exercised the same.

57. As set forth above, TFI and Individual Defendants each violated Section 10(b) and Rule 10b-5 by their acts and omissions as alleged in this Complaint. By virtue of their position as controlling persons, Individual Defendants are liable pursuant to Section 20(a) of the Exchange Act. As a direct and proximate result of Defendants' wrongful conduct, Plaintiff and other members of the Class suffered damages in connection with their purchases of the Company's securities during the Class Period.

**PRAYER FOR RELIEF**

WHEREFORE, Plaintiff prays for relief and judgment, as follows:

- (a) Determining that this action is a proper class action under Rule 23 of the Federal Rules of Civil Procedure;
- (b) Awarding compensatory damages in favor of Plaintiff and the other Class members against all defendants, jointly and severally, for all damages sustained as a result of Defendants' wrongdoing, in an amount to be proven at trial, including interest thereon;
- (c) Awarding Plaintiff and the Class their reasonable costs and expenses incurred in this action, including counsel fees and expert fees; and
- (d) Such other and further relief as the Court may deem just and proper.

**JURY TRIAL DEMANDED**

Plaintiff hereby demands a trial by jury.

Dated: \_\_\_\_\_, 2025

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