UNITED STATES DISTRICT COURT FOR THE DISTRICT OF MARYLAND

Ding Gu v. Dr. Irving Weinberg, et al.

Gu · No. Civ. No. 8:25-cv-715-PX · Decided March 17, 2026

SUMMARY

The United States District Court for the District of Maryland grants Defendants' motion to dismiss claims arising from Plaintiff Ding Gu's investment in Neuroparticle Corporation and the corporation's dissolution. The court dismisses the federal securities-fraud claim as untimely and dismisses the common-law fraud, fiduciary-duty, unjust-enrichment, fraudulent-dissolution, and civil-conspiracy claims for pleading deficiencies or failure to state a cognizable claim. The dismissal is without prejudice, and Gu is granted twenty-one days to file an amended complaint.

CASE DETAILS

COURT	United States District Court for the District of Maryland
WRITING FOR THE COURT	Paula Xinis
JURISDICTION	United States District Court for the District of Maryland
DECIDED	March 17, 2026
DOCKET	Civ. No. 8:25-cv-715-PX
DISPOSITION	other
PROCEDURAL POSTURE	Plaintiff brought claims for fraudulent misrepresentation, federal securities fraud, breach of fiduciary duty, unjust enrichment, fraudulent dissolution, and civil conspiracy. Defendants moved to dismiss under Federal Rule of Civil Procedure 12(b)(6).
STANDARD OF REVIEW	On a Rule 12(b)(6) motion, the court accepts well-pleaded facts as true and construes them in the plaintiff's favor, but does not accept legal conclusions or threadbare recitals of claim elements. The allegations must raise the right to relief above the speculative level. The court may consider documents integral to the complaint whose authenticity is not challenged.
PRECEDENTIAL VALUE	nonprecedential
PARTIES	Ding Gu v. Dr. Irving Weinberg, Dr. Lamar Mair, Weinberg Medical Physics, Inc.

TOPICS

motions to dismiss | statute of limitations | fraud | breach of fiduciary duty | civil procedure

PRACTICE AREAS

civil procedure | securities fraud | corporate law | commercial litigation | torts | contracts

QUESTIONS PRESENTED

1. Whether the common-law fraud, unjust-enrichment, and civil-conspiracy claims were plainly barred by the applicable three-year statute of limitations.
2. Whether the federal securities-fraud claim under Section 10(b) and Rule 10b-5 was barred by the applicable limitations period.
3. Whether the fraudulent-misrepresentation allegations satisfied the particularity requirements of Federal Rule of Civil Procedure 9(b).
4. Whether the Complaint plausibly alleged a fiduciary relationship and breach of fiduciary duty.
5. Whether the unjust-enrichment claim plausibly alleged the required relationship between defendants' enrichment and Gu's impoverishment.
6. Whether the fraudulent-dissolution claim constituted a recognized cause of action under Delaware law.
7. Whether the civil-conspiracy claim could proceed absent a sufficiently pleaded underlying tort.
8. Whether Gu should be allowed to amend the Complaint before dismissal with prejudice.

HOLDINGS

1. Dismissal on statute-of-limitations grounds was improper because the face of the Complaint did not establish that the claims were time-barred and Gu could potentially prove facts showing tolling or later accrual.
2. The Section 10(b) securities-fraud claim was time-barred and had to be dismissed.
3. Count I failed to satisfy the pleading standard because the Complaint did not identify the alleged false statements, their speaker, timing, place, context, or the benefit obtained by the speaker with sufficient specificity.
4. Count III failed because the Complaint did not plausibly allege that any defendant owed Gu a fiduciary duty.
5. Count IV failed because the Complaint did not plausibly allege a direct relationship between any defendant's enrichment and Gu's impoverishment and was essentially duplicative of the deficient fiduciary-duty theory.
6. Count V was dismissed because the court could find no support for a recognized Delaware common-law cause of action for fraudulent dissolution.
7. Count VI failed because civil conspiracy is not an independent cause of action and no underlying tort was adequately pleaded.

8. A pro se plaintiff who has not previously had an opportunity to amend should generally be given an opportunity to cure pleading defects where amendment may be possible.

KEY QUOTATIONS

> *"Unless it is clear from the face of the complaint that an affirmative defense exists and that the plaintiff can prove no set of facts to avoid it, dismissal of the complaint based upon an affirmative defense is inappropriate."* (at 4)

> *"Civil conspiracy is not an independent cause of action; . . . if plaintiff fails to adequately allege the elements of the underlying claim, the conspiracy claim must be dismissed."* (at 8)

> *"Where, as here, a pro se plaintiff has not yet had the opportunity to amend the Complaint, he should be given the chance to cure the pleading defects."* (at 9)

FACTUAL BACKGROUND

Gu agreed to invest up to $2 million in Neuroparticle Corporation under a Seed Preferred Stock Purchase Agreement, but invested only $500,000. He alleged that Dr. Irving Weinberg altered a licensing agreement between Weinberg Medical Physics, Inc. and Neuroparticle to favor Weinberg Medical Physics, that Neuroparticle's CEO was forced out, and that the changes and the company's financial condition were concealed from him. Neuroparticle was dissolved at the end of 2022, and Gu learned of the dissolution through a formal notice in February 2023. Gu filed suit in March 2025.

PROCEDURAL HISTORY

Gu filed suit in the United States District Court for the District of Maryland on March 4, 2025. Defendants moved to dismiss the Complaint in its entirety. The court granted the motion but allowed Gu twenty-one days to file an Amended Complaint curing the identified pleading defects; failure to amend would result in dismissal with prejudice.

DISPOSITION

other

CASES CITED

- Doriety for Est. of Crenshaw v. Sletten, 109 F.4th 670, 679 (4th Cir. 2024)
- Goines v. Valley Cmty. Servs. Bd., 822 F.3d 159, 166 (4th Cir. 2016)
- Rockville Cars, LLC v. City of Rockville, 891 F.3d 141, 145 (4th Cir. 2018)
- Papasan v. Allain, 478 U.S. 265, 286 (1986)
- Ashcroft v. Iqbal, 556 U.S. 662, 663 (2009)
- Bell Atl. Corp. v. Twombly, 550 U.S. 544, 555 (2007)
- Weller v. Dep't of Soc. Servs., 901 F.2d 387, 391 (4th Cir. 1990)
- Reid v. Spazio, 970 A.2d 176, 183-84 (Del. 2009)

- Dollard v. Callery, 185 A.3d 694, 708-09 (Del. Super. Ct. 2018)
- Gen-E, LLC v. Lotus Innovations, LLC, 2022 WL 2358410, at *1 (Del. Super. Ct. June 30, 2022)
- Ocimum Biosolutions (India) Ltd. v. AstraZeneca UK Ltd., 2019 WL 6726836, at *8 (Del. Super. Ct. Dec. 4, 2019), aff'd, 247 A.3d 674 (Del. 2021)
- BTIG, LLC v. Palantir Techs., Inc., 2020 WL 95660, at *3 (Del. Super. Ct. Jan. 3, 2020)
- Merck & Co. v. Reynolds, 559 U.S. 633, 653 (2010)
- Pension Tr. Fund for Operating Eng'rs v. Mortg. Asset Securitization Transactions, Inc., 730 F.3d 263, 273 (3d Cir. 2013)
- Matrix Parent, Inc. v. Audax Mgmt. Co., LLC, 319 A.3d 909, 933 (Del. Super. Ct. 2024)
- Leo Invs. Hong Kong Ltd. v. Tomales Bay Cap. Anduril III, L.P., 342 A.3d 1166, 1191 (Del. Ch. 2025)
- Witmer v. Armistice Capital, LLC, 344 A.3d 632, 649 (Del. Ch. 2025)
- In re Oracle Corp. Derivative Litig., 339 A.3d 1, 19 (Del. 2025)
- In re Match Grp., Inc. Derivative Litig., 315 A.3d 446, 460 (Del. 2024)
- Nemec v. Shrader, 991 A.2d 1120, 1130 (Del. 2010)
- Calma on Behalf of Citrix Sys., Inc. v. Templeton, 114 A.3d 563, 591 (Del. Ch. 2015)
- Vichi v. Koninklijke Philips Elecs. N.V., 62 A.3d 26, 60 (Del. Ch. 2012)
- Hoffman v. Stamper, 867 A.2d 276, 290 (Md. 2005)
- Alleco Inc. v. Harry & Jeanette Weinberg Found., Inc., 665 A.2d 1038, 1044-45 (Md. 1995)
- Kuroda v. SPJS Holdings, L.L.C., 971 A.2d 872, 892 (Del. Ch. 2009)
- Weigel v. Maryland, 950 F. Supp. 2d 811, 825-26 (D. Md. 2013)
- 180S, Inc. v. Gordini U.S.A., Inc., 602 F. Supp. 2d 635, 638-39 (D. Md. 2009)
- Carter v. Norfolk Cmty. Hosp. Ass'n, 761 F.2d 970, 974 (4th Cir. 1985)
- Cosner v. Dodt, 526 F. App'x 252, 253 (4th Cir. 2013)
- Tellabs, Inc. v. Makor Issues & Rts., Ltd., 551 U.S. 308, 322 (2007)
- Hurst v. D.C., 681 F. App'x 186, 194 (4th Cir. 2017)
- Khoury v. Meserve, 268 F. Supp. 2d 600, 605 (D. Md. 2003), aff'd, 85 F. App'x 960 (4th Cir. 2004)