

Circuit Court for Baltimore County
Case No. C-03-CV-20-003205

UNREPORTED
IN THE APPELLATE COURT
OF MARYLAND*

No. 1040

September Term, 2022

YANGTZE RAILROAD FASTENERS
INTERNATIONAL, USA, INC.

v.

MD. CORE, INC. D/B/A MARYLAND CORE,
INC., ET AL.

Berger,
Beachley,
Moylan, Charles E., Jr.
(Senior Judge, Specially Assigned),

JJ.

Opinion by Berger, J.

Filed: October 16, 2023

*This is an unreported opinion. This opinion may not be cited as precedent within the rule of stare decisis. It may be cited for its persuasive value only if the citation conforms to Rule 1-104(a)(2)(B).

This case is before us on appeal from an order of the Circuit Court for Baltimore County granting summary judgment in favor of Appellee, Md. Core, Inc., d/b/a Maryland Core, Inc. (“Maryland Core”). Appellant, Yangtze Railroad Fasteners International, Inc. (“Yangtze”), initiated this action against Maryland Core in an attempt to recover losses it incurred when four Yangtze employees stole over one million pounds of railroad material over a period of several months and sold them as scrap to Maryland Core, a licensed dealer of scrap metal. The circuit court determined that there were no genuine disputes of material fact and that, viewing the evidence in the light most favorable to Yangtze, Yangtze was unable to establish causes of action for conversion, conspiracy, aiding and abetting, or unjust enrichment. Accordingly, the circuit court entered judgment in favor of Maryland Core on each of the four counts.

On appeal, Yangtze presents six questions¹ for our consideration on appeal, which we have consolidated and rephrased as the following four questions:

¹ The questions, as presented by Yangtze, are:

1. Whether the Trial Court was erroneous in concluding that no genuine dispute existed regarding whether the individual employees of Appellant were clothed with apparent authority by Appellant.
2. Whether the Trial Court was erroneous in concluding that Appellee was entitled to judgment as a matter of law regarding Appellant’s claim against Appellee for conversion.
3. Whether the Trial Court was erroneous in concluding that no genuine dispute existed regarding whether Appellee’s purchase and resale of Appellant’s product

- I. Whether the circuit court erred in determining that Yangtze could not establish a claim for conversion against Maryland Core.
- II. Whether the circuit court erred in determining that Yangtze could not establish a claim for conspiracy against Maryland Core.
- III. Whether the circuit court erred in determining that Yangtze could not establish a claim for aiding and abetting against Maryland Core.
- IV. Whether the circuit court erred in determining that Yangtze could not establish a claim for unjust enrichment against Maryland Core.

For the reasons explained herein, we shall affirm.

was inconsistent with Appellant’s ownership rights in the product.

4. Whether the Trial Court was erroneous in concluding that no genuine dispute existed regarding whether a conspiracy existed between Appellee and the individual Defendants concerning the individual Defendants’ theft of the railroad materials and Appellee’s purchase of the railroad materials.
5. Whether the Trial Court was erroneous in concluding whether either factually or as a matter of law, Appellee was entitled to judgment on Appellant’s aiding and abetting Count.
6. Whether the Trial Court was erroneous in concluding that no genuine dispute existed regarding whether Appellant conferred a benefit upon Appellee because of Appellee’s profit earned from the sale of Appellant’s steel and whether Appellee had been unjustly enriched.

FACTS AND PROCEEDINGS

Yangtze is a Maryland corporation that specializes in importing and supplying railroad parts and materials throughout the United States. Maryland Core is a licensed dealer of scrap metal. Maryland Core purchases metal scrap from businesses and individuals for resale. Yangtze's warehouse, which houses inventory of eight to ten million dollars of railroad steel and fastener products, and Maryland Core's facility are located next door to each other, approximately one hundred yards apart, in the same industrial park in the Rosedale area of Northeast Baltimore City. A forklift can be driven from Yangtze's loading dock to Maryland Core's scrap weighing facility in approximately one to three minutes. Between twelve and fourteen people are employed at Yangtze, including office staff, engineers, designers, metallurgists, and warehouse workers.

Beginning in or around April 2018, four Yangtze employees -- David Clayton Strawberry, Jr., Christopher Lamont Lance, Milton Alexander Zabora, Jr., and Ian Caleb Covington (collectively, the "Individual Defendants") -- began stealing Yangtze's railroad steel products and selling the material to Maryland Core. Over a period of approximately five months, the Individual Defendants stole over one million pounds of railroad materials. Representing themselves as employees of Yangtze and while wearing work shirts that had the word "Yangtze" on the front, the Individual Defendants sold the stolen material as scrap to Maryland Core. The Individual Defendants transported the railroad materials from the loading dock in the rear of Yangtze's warehouse to Maryland Core's property using Yangtze's forklift. The Individual Defendants provided their names and driver's licenses

to Maryland Core and were paid in cash for the materials. Each transaction -- from leaving Yangtze to returning to Yangtze after selling the material to Maryland Core -- would take under ten minutes.

The first sale of Yangtze material to Maryland Core was initiated by Christopher Lance in April 2018. Mr. Lance drove a forklift full of railroad materials from Yangtze to Maryland Core, where he explained to Maryland Core manager, Larry Karpman, that Yangtze had received a large shipment of defective, unusable material and that the most economical way to dispose of the defective material was to sell it for scrap. Before completing the transaction, Maryland Core's employee took Mr. Lance's driver's license, scanned it, and entered Mr. Lance into Maryland Core's computer system. Maryland Core weighed the material and paid Mr. Lance the market rate for the metal based upon the metal's weight. Mr. Lance was paid in cash, as is standard in the scrap metal industry. Maryland Core gave Mr. Lance a receipt reflecting the transaction. The same process was repeated in a substantially similar manner each time the Individual Defendants transported material from Yangtze to Maryland Core and sold the material as scrap.²

Between April and August of 2018, the Individual Defendants made over fifty trips to Maryland Core to sell material as scrap.³ During that period, Yangtze did not notice that

² The Individual Defendants did not repeat the explanation as to why Yangtze was selling the material for scrap on each occasion.

³ The parties do not agree as to whether more than one delivery was made on any individual day. The parties agree that more than fifty separate deliveries were made, but Yangtze asserts that no more than one delivery was made on any individual day. Maryland

any material was missing from its warehouse. Yangtze owner, Patrick Young, testified in his deposition that he “didn’t think [that the forklift operators] needed supervision” during the relevant time period, and that he believed that “[i]f I employ a person, I do not need to micromanage anybody.” Mr. Young further testified that it was not his responsibility to “supervise [the employees] for 24 hours a day or micromanage them.” One of the Individual Defendants, Milton Zabora, testified similarly. When asked “who was responsible to make sure that inventory didn’t walk out the back door,” Mr. Zabora testified that “[t]here wasn’t nobody in charge of security in the place. We were all just employees working there.” Mr. Young explained the reason for the lack of supervision at Yangtze as being reflective of “Chinese culture” because “[a]ccording to the Chinese culture I would never think that my workmen would steal from me.” Evidence produced during discovery reflects that even after Mr. Lance was fired by Mr. Young on June 22, 2018, he returned to Yangtze’s facility and brought material to Maryland Core to sell as scrap on at least four separate occasions in late June and early July of 2018.

Yangtze did not become aware that the Individual Defendants had stolen any material until late December 2018, approximately four months after the last scrap metal sale by Individual Defendants in late August 2018. On or about December 28, 2018, Maryland Core’s owner, Ray Aizen, approached Mr. Young and inquired as to why

Core contends that there is no evidence in the record to support the assertion that no more than one delivery was made on an individual day. Maryland Core further asserts that, given the carrying capacity of the forklifts, it would not have been possible for the Individual Defendants to have delivered 16,000 pounds of railroad material in one day (which the record reflects they did multiple times) if they had made only a single trip per day.

Maryland Core had not received any recent scrap deliveries from Yangtze. It was only after Mr. Aizen requested to purchase more product from Yangtze that both Yangtze and Maryland Core determined, based upon a review of Maryland Core's records, that the Individual Defendants had stolen Yangtze's materials and sold them to Maryland Core as scrap metal. By the time of this discovery, the overwhelming majority of the material Maryland Core had purchased from the Individual Defendants had been resold to Napuck Salvage, a third-party scrap metal purchaser.

At that time, the thefts were reported to the Baltimore City Police Department, and the Individual Defendants were subsequently charged criminally. Each pleaded guilty to criminal charges based upon the thefts. Following the discovery of the thefts, Yangtze employee Kacy Young emailed Mr. Karpman and thanked Maryland Core for its assistance in discovering the thefts. Ms. Young wrote, "I have to say that your help was very important and greatly appreciated by us!"⁴

On August 28, 2020, Yangtze filed a complaint in the Circuit Court for Baltimore County against Maryland Core and the four Individual Defendants. As to Maryland Core, the complaint alleged conversion/trover, conspiracy, aiding and abetting, unjust enrichment, and negligence. In addition, the complaint alleged breach of fiduciary duty for the four Individual Defendants. A default judgment was entered against the four Individual Defendants on June 25, 2021, and, following a hearing on damages, the circuit

⁴ In her June 5, 2019 email, Ms. Young asked Mr. Karpman to check Maryland Core's records to determine if certain additional Yangtze employees had sold material to Maryland Core.

court entered a judgment against the four Individual Defendants in the amount of \$986,542.70 plus costs.

On June 9, 2021, Maryland Core filed a motion for summary judgment asserting that Yangtze lacked standing to bring the lawsuit on the grounds that it was not the real party in interest because “all of [Yangtze’s] rights for the loss” had been assigned to its insurer. The motion was denied on July 28, 2021. On May 3, 2022, Maryland Core filed a motion seeking leave to file a second motion for summary judgment beyond the deadline specified in the court’s scheduling order. The motion for summary judgment was filed contemporaneously with the motion for leave to file the relevant motion. The circuit court granted the motion for leave to file. Maryland Core’s second motion for summary judgment is the motion that forms the basis for this appeal. Maryland Core asserted that there was no genuine dispute of material fact and that it was entitled to judgment as a matter of law with respect to each of the five counts. Yangtze filed an opposition to Maryland Core’s motion, and a hearing was held on July 21, 2022.

At the conclusion of the hearing, the circuit court determined that there was no genuine dispute of material fact and Maryland Core was entitled to judgment as a matter of law. Viewing the evidence in the light most favorable to the non-moving party, the circuit court determined that the undisputed facts supported only the following inferences: that Maryland Core intended to lawfully purchase the railroad materials from Yangtze; that the Individual Defendants had the apparent authority to sell Yangtze’s materials; that there was no evidence that Maryland Core had come to an agreement with the Individual

Defendants to steal Yangtze’s materials; and that Maryland Core had paid market rate for the scrap materials.⁵ Accordingly, the court entered judgment in favor of Maryland Core. Yangtze noted a timely appeal.

Additional facts shall be discussed as necessitated by our consideration of the issues on appeal.

STANDARD OF REVIEW

The entry of summary judgment is governed by Maryland Rule 2-501, which provides:

The court shall enter judgment in favor of or against the moving party if the motion and response show that there is no genuine dispute as to any material fact and that the party in whose favor judgment is entered is entitled to judgment as a matter of law.

Md. Rule 2-501(f). A genuine dispute of material fact exists only when there is evidence upon which a reasonable jury could base a verdict in favor of the non-moving party. *Beatty v. Trailmaster Prod., Inc.*, 330 Md. 726, 738-39 (1993).

The Supreme Court has described the standard of review to be applied by appellate courts reviewing summary judgment determinations as follows:

On review of an order granting summary judgment, our analysis “begins with the determination [of] whether a genuine dispute of material fact exists; only in the absence of such a dispute will we review questions of law.” *D’Aoust v. Diamond*, 424 Md. 549, 574, 36 A.3d 941, 955 (2012) (quoting *Appiah v. Hall*, 416 Md. 533, 546, 7 A.3d 536, 544 (2010)); *O’Connor v. Balt. Cnty.*, 382 Md. 102, 110, 854 A.2d 1191,

⁵ At the hearing, counsel for Yangtze represented that Yangtze was not opposing summary judgment on the negligence count.

1196 (2004). If no genuine dispute of material fact exists, this Court determines “whether the Circuit Court correctly entered summary judgment as a matter of law.” *Anderson v. Council of Unit Owners of the Gables on Tuckerman Condo.*, 404 Md. 560, 571, 948 A.2d 11, 18 (2008) (citations omitted).

Thus, “[t]he standard of review of a trial court’s grant of a motion for summary judgment on the law is *de novo*, that is, whether the trial court’s legal conclusions were legally correct.” *D’Aoust*, 424 Md. at 574, 36 A.3d at 955.

Koste v. Town of Oxford, 431 Md. 14, 24-25 (2013). “[I]f the underlying facts are susceptible of more than one permissible inference, the choice between those inferences should not be made as a matter of law but should be submitted to the trier of fact.” *Berkey v. Delia*, 287 Md. 302, 326-27 (1980).

DISCUSSION

I.

The first issue before us on appeal is whether the circuit court erred by granting summary judgment in favor of Maryland Core against Yangtze on the conversion claim. Yangtze contends that there are genuine factual disputes as to whether Yangtze’s employees were acting with apparent authority when selling Yangtze’s material to Maryland Core, and, accordingly, that the circuit court erred in determining that Maryland Core was entitled to summary judgment on the conversion claim. As we shall explain, we agree with the circuit court that Maryland Core was entitled to summary judgment on the conversion claim.

“Conversion, historically known as trover, is defined under modern law as ‘any distinct act of ownership or dominion exerted by one person over the personal property of

another in denial of his right or inconsistent with it.” *Sage Title Grp., LLC v. Roman*, 455 Md. 188, 203 (2017) (quoting *Allied Inv. Corp. v. Jasen*, 354 Md. 547, 560 (1999)). “Conversion is an intentional tort, consisting of two elements, a physical act combined with a certain state of mind.” *Darcars Motors of Silver Spring, Inc. v. Borzym*, 379 Md. 249, 261 (2004). The first element -- the physical act -- “can be summarized as any distinct act of ownership or dominion exerted by one person over the personal property of another in denial of his right or inconsistent with it.” *Id.* (quotation and citation omitted). The second element -- requisite state of mind -- requires “[a]t a minimum . . . an intent to exercise a dominion or control over the goods which is in fact inconsistent with the plaintiff’s rights.” *Id.* at 262 (quotation and citation omitted).

Critically, however, “[u]nder Maryland law, [a defendant] is entitled to show [as a defense to a conversion claim] that [an agent for the plaintiff] had the actual or apparent authority” to deliver the property at issue to the defendant. *Stratton v. Equitable Bank, N.A.*, 104 B.R. 713, 724 (D. Md. 1989) (citing *Bank of Southern Md. v. Robertson’s Crab House, Inc.*, 39 Md. App. 707, 716-17 (1978)). “One who knowingly permits another to act for him as though authorized, inducing third persons to rely to their disadvantage on the seeming authority, is estopped from later asserting the lack of authority of his apparent agent.” *Veydt v. Lincoln Nat. Life Ins. Co.*, 94 Md. App. 1, 7 (1992) (quotations and citations omitted). “Under the equitable doctrine of apparent authority, a principal will be bound by the acts of a person purporting to act for him when the words or conduct of the principal cause the third party to believe that the principal consents to or has authorized the

conduct of the agent.” *Jackson v. 2109 Brandywine, LLC*, 180 Md. App. 535, 566 (2008) (quotation and citation omitted). The circuit court determined that the evidence in the record supported only one permissible inference: that the Individual Defendants acted with apparent authority when they sold Yangtze’s material to Maryland Core. Accordingly, the circuit court determined as a matter of law that Yangtze could not establish a claim for conversion. We agree.

Unlike actual authority, which “exists only when the principal knowingly permits the agent to exercise the authority or holds out the agent as possessing it,” *id.* (quotation and citation omitted), an agent acting with apparent authority “binds the principal when the agent is held out . . . to the other party, as having competent authority, although, in fact, he has, in the particular instance . . . acted without authority.” *Veydt, supra*, 94. Md. App. at 8 (quotation and citation omitted). The “party seeking to rely on the agency relationship based upon apparent authority must establish” the following three elements:

- (1) that the principal has manifested his consent to the exercise of such authority or has knowingly permitted the agent to assume the exercise of such authority;
- (2) that the third person knew of the facts and, acting in good faith, had reason to believe, and did actually believe, that the agent possessed such authority; and
- (3) that the third person, relying on such appearance of authority, has changed his position and will be injured or suffer loss if the act done or transaction executed by the agent does not bind the principal.

Homa v. Friendly Mobile Manor, Inc., 93 Md. App. 337, 363 (1992) (quoting 3 Am. Jur. 2d Agency § 80.)

Apparent authority may be established by the principal's conduct, which may include "either affirmative acts or *the failure to take corrective steps*" that have "clothed an agent with apparent authority and thereby induces a third party to rely to his detriment." *Veydt, supra*, 94 Md. App. at 7 (emphasis supplied). "[A]pparent authority of an agent results from statements, conduct, *lack of ordinary care*, or other manifestation of the principal's consent, whereby a third person is justified in believing that the agent is acting within his authority." *Homa, supra*, 93 Md. App. at 334-35 (emphasis supplied). Furthermore, "[a]pparent authority may be implied where the principal passively permits the agent to appear to a third person to have authority to act on his behalf." *Id.* at 335.

The circuit court determined that the only permissible inference a reasonable fact-finder could draw from the evidence was that the Individual Defendants were acting with apparent authority of Yangtze when they presented Yangtze's material to Maryland Core for sale, and we agree. The undisputed evidence established that Yangtze provided the four Individual Defendants with uniform clothing that clearly identified them as employees of Yangtze. Yangtze also authorized the Individual Defendants to use Yangtze's forklifts to move Yangtze's railroad materials. While wearing Yangtze's uniforms and driving Yangtze's forklifts, the Individual Defendants delivered material for sale to Maryland Core dozens of times, during regular working hours.

Yangtze's owner, Mr. Young, expressly acknowledged that he failed to appropriately supervise the Individual Defendants and other employees when he testified that it was his cultural practice to trust his employees not to steal. Deposition testimony

from Yangtze employees established that there was no supervisor in the warehouse and that no inventory was undertaken during the five months when the Individual Defendants were stealing Yangtze material. Indeed, evidence produced during discovery reflects that an employee who had been fired was able to return to the warehouse on at least four separate occasions to bring material from Yangtze to Maryland Core to sell as scrap. In our view, this evidence permits only one permissible inference: that Yangtze's failure to exercise ordinary care in the supervision of its employees served to clothe the Individual Defendants with the apparent authority to sell Yangtze material to Maryland Core.

Yangtze contends that the issue regarding whether Yangtze exercised ordinary care in the supervision of its warehouse employees is a disputed question of fact that cannot be resolved on summary judgment. Nevertheless, Yangtze does not point to any facts in the record to support its assertion that it exercised ordinary care in overseeing its warehouse and employees. Yangtze contends generally that credibility issues cannot be determined on a motion for summary judgment, but Yangtze does not identify what statements it does not consider to be credible or explain how any such statements would support a different inference. The only evidence in the record Yangtze points to in support of its reference to general, unspecified credibility issues is a reference to a mistake that occurred during discovery. The discovery mistake was clarified and explained, and, in our view, does not

in any way constitute a dispute of material fact that precludes the determination of the apparent authority issue as a matter of law.⁶

Furthermore, the evidence indisputably supports the inference that Maryland Core, acting in good faith, had reason to believe, and did actually believe, that the Individual Defendants possessed the authority to sell the scrap railroad materials on behalf of Yangtze. As we explained *supra*, the Individual Defendants transported dozens of loads of material for sale, during normal work hours, while wearing Yangtze uniforms and driving Yangtze forklifts. The evidence further establishes that the Individual Defendants provided what appeared to be a reasonable explanation to Maryland Core as to why the material was being sold, i.e., because the material was purportedly defective, and selling it for scrap was the most economical way of disposing of the material. The actions undertaken by Maryland Core's owner, Ray Aizen, after the Individual Defendants ceased selling material to Maryland Core further support the conclusion that Maryland Core actually believed that the Individual Defendants were selling the railroad material on Yangtze's behalf. Indeed, Mr. Aizen would have had no reason to approach Yangtze's owner to inquire as to why Yangtze had stopped selling scrap material to Maryland Core unless Mr. Aizen believed that Yangtze had authorized the transactions.

⁶ Yangtze contends that during discovery, Maryland Core identified only 417,877 pounds of railroad material that had been purchased from the Individual Defendants and subsequently sold to Napuck Salvage. Subsequently, during Napuck Salvage's deposition, Yangtze learned that 1,263,360 pounds of railroad materials had actually been stolen by the Individual Defendants. Maryland Core explained that it had mistakenly limited its search for relevant records to transactions involving 4,000 pounds or more of scrap metal; smaller transactions accounted for the remaining amount.

Yangtze emphasizes that Maryland Core did not call Yangtze to verify that the scrap metal sales were authorized, but Yangtze points to no evidence that such a practice is customary in the scrap metal industry. Rather, the evidence in the record establishes that it is standard practice in the scrap metal industry to associate each scrap metal purchase with a specific individual, not a company. Nor does the fact that the Individual Defendants were paid in cash suggest that the Individual Defendants were not acting with Yangtze's authority; the undisputed evidence establishes that conducting transactions in cash is the standard practice in the scrap metal industry. The evidence establishes that, consistent with standard practices, Maryland Core conducts transactions in cash for 99% of its customers. In sum, the evidence conclusively established that Maryland Core reasonably believed that the Individual Defendants had the authority of their employer when presenting the railroad material for sale, and Maryland Core conducted the transactions in a manner consistent with standard industry practices.

Contrary to Yangtze's assertions, no dispute of material fact exists as to whether the Individual Defendants acted with apparent authority when selling stolen material to Maryland Core. The evidence in the record supports only one inference with respect to apparent authority, i.e., that the Individual Defendants did have apparent authority when presenting the stolen material to Maryland Core for sale. The Individual Defendants' apparent authority to deliver the property at issue to Maryland Core constitutes a defense to the conversion claim. Accordingly, we hold that the circuit court did not err in granting summary judgment in favor of Maryland Core as to the conversion claim.

II.

Yangtze further asserts that the circuit court erred in granting summary judgment to Maryland Core on the conspiracy claim. Civil conspiracy is “a combination of two or more persons by an agreement or understanding to accomplish an unlawful act or to use unlawful means to accomplish an unlawful act not in itself illegal, with the further requirement that the act or means employed must result in damages to the plaintiff.” *Shenker v. Laureate Educ., Inc.*, 411 Md. 317, 351–52 (2009) (quotation and citation omitted). To prevail on a civil conspiracy claim, a plaintiff must establish the following three elements: “1) A confederation of two or more persons by agreement or understanding; 2) [S]ome unlawful or tortious act done in furtherance of the conspiracy or use of unlawful or tortious means to accomplish an act not in itself illegal; and 3) Actual legal damage resulting to the plaintiff.” *Windesheim v. Larocca*, 443 Md. 312, 347 (2015). The circuit court determined that Yangtze could not establish a claim for conspiracy because there was insufficient evidence of any agreement that could form the basis of a conspiracy. We agree with the circuit court.

Yangtze asserts that there is evidence in the record that Maryland Core “ignored warning signs that would have established knowledge of the existence of the theft scheme” and made a “choice to deliberately ignore the wrongdoing.” Our review of the record reflects that there is no evidence upon which a reasonable factfinder could have determined that the first element of civil conspiracy -- that there was an agreement or understanding

between Maryland Core and the Individual Defendants to steal Yangtze's railroad materials -- was satisfied.

The undisputed evidence reflects that Yangtze only became aware of the Individual Defendants' thefts when Maryland Core's principal, Ray Aizen, approached Yangtze and inquired as to why Yangtze had ceased selling scrap material to Maryland Core. Subsequently, Yangtze and Maryland Core determined, based upon a review of Maryland Core's records, that the Individual Defendants had stolen Yangtze's materials and sold them to Maryland Core as scrap metal. If Maryland Core had been engaged in a conspiracy with the Individual Defendants to steal Yangtze's products, Maryland Core would not have taken express action to draw Yangtze's attention to the illicit sales, nor would Maryland Core have assisted Yangtze in its investigation. The evidence in the record supports only one reasonable inference -- that Maryland Core did not enter into an agreement or understanding with the Individual Defendants to steal Yangtze's materials. Accordingly, the circuit court correctly determined that Maryland Core was entitled to summary judgment on the conspiracy claim.⁷

III.

Yangtze further contends that the circuit court erred by entering summary judgment in Maryland Core's favor on its aiding and abetting claim. The circuit court granted summary judgment as to aiding and abetting, first reasoning that Yangtze could not

⁷ The circuit court further observed that because Maryland Core was entitled to summary judgment as to the conversion claim, there could be no conspiracy to engage in conversion. We agree for the reasons expressed *supra* in Part I of this opinion.

establish a claim for aiding and abetting conversion because “there is no aiding and abetting of a claim for which I granted summary judgment.” The court determined it would be appropriate to “take this a step further for purposes of completeness and for the record.” The circuit court explained that it “underst[oo]d [aiding and abetting is] not ordinarily considered an independent tort and also does have to have an underlying tort.” The court continued, explaining that “[e]ven if we were to assume that conversion can be an underlying tort for purposes of aiding and abetting, I still find, nevertheless, that the evidence in the record . . . does not demonstrate that Maryland Core was assisting or had any intention of assisting the [I]ndividual Defendants in a way that would amount to a claim for aiding and abetting.” As we shall explain, we agree with the circuit court that Maryland Core was entitled to summary judgment on the aiding and abetting claim.

On appeal, Yangtze asserts that aiding and abetting tort liability “has been expressly recognized in Maryland.” A party may be liable as an aider and abettor under Maryland law, but “civil aider and abettor liability, somewhat like civil conspiracy, requires that there exist underlying tortious activity in order for the alleged aider and abettor to be held liable.” *Alleco Inc. v. Harry & Jeanette Weinberg Found., Inc.*, 340 Md. 176, 201 1050 (1995). Because Maryland Core was entitled to summary judgment as to the conversion claim, Yangtze could not establish a claim premised upon aiding and abetting conversion.

Furthermore, even if we were to assume *arguendo* that aiding and abetting was a separate cause of action that did not require underlying tortious activity, there is no evidence in the record to support an inference that Maryland Core knowingly or

intentionally assisted the Individual Defendants in any form of wrongdoing. Aider and abettor tort liability requires that the defendant “enagag[e] in acts of encouragement or assistance to the person actually committing the wrongful act.” *Saadeh v. Saadeh, Inc.*, 150 Md. App. 305, 328 (2003). “To be liable in tort, the aider or abettor must have engaged in assistive conduct that he would know would contribute to the happening of that act.” *Id.* There is no evidence in the record that would support an inference that Maryland Core assisted the Individual Defendants in committing the thefts of Yangtze’s railroad materials. Rather, as we discussed *supra* in Part II of this opinion in the context of the conspiracy claim, Maryland Core expressly asked Yangtze why the sales of railroad materials had ceased. Maryland Core would not have asked Yangtze why the sales had been discontinued if Maryland had been aware that the material had been stolen. Rather, Maryland Core’s conduct is what led to Yangtze becoming aware of the thefts, which subsequently led to criminal charges being filed against the Individual Defendants. For these reasons, Maryland Core was entitled to summary judgment against Yangtze for the aiding and abetting claim.

IV.

Finally, we address Yangtze’s assertion that the circuit court erred in granting summary judgment to Maryland Core on the unjust enrichment claim. To establish a claim for unjust enrichment, a plaintiff must prove the following three elements:

1. A benefit conferred upon the defendant by the plaintiff;
2. An appreciation or knowledge by the defendant of the benefit; and

3. The acceptance or retention by the defendant of the benefit under such circumstances as to make it inequitable for the defendant to retain the benefit without the payment of its value.

Hill v. Cross Country Settlements, LLC, 402 Md. 281, 295 (2007). An unjust enrichment claim “is not aimed at compensating the plaintiff, but at forcing the defendant to disgorge benefits that it would be unjust for him to keep.” *Id.* (quotation and citation omitted). The circuit court determined that Maryland Core was entitled to summary judgment on the unjust enrichment claim because “Maryland Core paid for the railroad materials, and its payment was based on the market rate.”⁸

We agree with the circuit court that Maryland Core received no benefit that would give rise to an unjust enrichment claim. Maryland Core purchased the material stolen by the Individual Defendants for the market rate established in the industry. Because the Individual Defendants were acting as the apparent agents of Yangtze, Maryland Core’s payments to the Individual Defendants constituted payments to Yangtze. *See Dentzel v. City & S. R. Co.*, 90 Md. 434, 444 (1900). None of the cases cited by Yangtze involve scenarios in which the recipient of the property at issue had paid the market rate price for the property. Indeed, when “a transferee came into possession of a plaintiff’s [property] in

⁸ The circuit court further explained that it “also f[ou]nd that there is not sufficient evidence that the benefit in this case was conferred on [Maryland Core] by the Plaintiff, Yangtze. If there was any benefit conferred, it seemed to have been conferred by the [I]ndividual Defendants who were employees of Yangtze in this case.” The circuit court, however, had previously determined that the Individual Defendants were acting with apparent authority on behalf of Yangtze when they sold the stolen property to Maryland Core, a determination with which we agree. *See supra*, Part I. Accordingly, we disagree with the circuit court’s conclusion that, if there was a benefit conferred upon Maryland Core, it was not conferred by Yangtze.

good faith after paying a good and valuable consideration for it, then the plaintiff could not prevail and recover back the funds in that transferee's possession.” *Bank of Am. Corp. v. Gibbons*, 173 Md. App. 261, 273 (2007) (quoting *Plitt v. Greenberg*, 242 Md. 359, 364 (1966)). Because no benefit was conferred upon Maryland Core by Yangtze, the circuit court correctly granted summary judgment in favor of Maryland Core for the unjust enrichment claim.

**JUDGMENT OF THE CIRCUIT COURT
FOR BALTIMORE COUNTY AFFIRMED.
COSTS TO BE PAID BY APPELLANT.**