

Exhibit 2

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Trustees

SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO

In the matter of the

The subtrusts created under the Ronald Wornick and Anita Wornick Revocable Trust, dated October 24, 1997, as amended and restated on February 28, 2019, and as further amended on August 27, 2020.

Case No. _____

**PETITION FOR ORDER MODIFYING
IRREVOCABLE TRUST
[Calif. Prob. Code §§15405; 17200(b)(6),
(13)]**

Date:
Time:
Dept.:

Petitioners, Anne Macdonald and Anita Wornick, as trustees of the Anita Wornick Survivor's Trust, the Ronald Wornick GST Exempt Marital Trust, the Ronald Wornick GST Nonexempt Marital Trust, and the Ronald Wornick Bypass Trust (each created under the terms of the Ronald and Anita Wornick Revocable Trust) (collectively, "Petitioners"), present their Petition for Order Modifying Irrevocable Trust and allege as follows:

Summary of Petition

Anita Wornick and her late husband Ronald Wornick created a revocable trust during their joint lifetimes. Ronald died on July 31, 2021. Upon Ronald's death, certain provisions of the revocable trust became irrevocable, including bequests to a charitable organization located in San Francisco dedicated to art education. Due to a drastic change in circumstances, the surviving settlor and her family no longer wish to support said charity, and instead seek to change the

1 recipient of the bequests to another charity that also specializes in art education. There is no
 2 doubt that Mr. Wornick would agree with the proposed change in gift recipients if he were still
 3 alive today. The charity initially selected by Mr. Wornick has been informed of the family's
 4 decision and has no objection to the proposed modification to the Trust requested by Petitioners
 5 herein. This Petition therefore requests an order from this Court allowing Mrs. Wornick, as the
 6 surviving settlor of her and Mr. Wornick's revocable trust, to change the charitable beneficiary to
 7 more accurately reflect the deceased settlor's charitable intent.

8 Facts

9 1. Establishment of Trust. Ronald C. Wornick and Anita L. Wornick, as settlors and
 10 as trustees, established the Ronald and Anita Wornick Revocable Trust (the "Trust") under a
 11 declaration of trust dated October 24, 1997, which declaration of trust was amended and restated
 12 in its entirety on February 28, 2019, and further amended by a First Amendment dated August 27,
 13 2020 (as amended and restated and further amended, the "Declaration of Trust"). A redacted
 14 copy of the Declaration of Trust is attached hereto as Exhibit A¹. Upon Mr. Wornick's death,
 15 four subtrusts were created under the Trust for the benefit of Mrs. Wornick, including the Ronald
 16 Wornick GST Exempt Marital Trust, the Ronald Wornick GST Nonexempt Marital Trust, the
 17 Ronald Wornick Bypass Trust, and the Anita Wornick Survivor's Trust (collectively, the
 18 "Subtrusts"). Petitioners are the co-trustees (jointly, the "trustees") of the Subtrusts, which are
 19 governed by the terms of the Declaration of Trust.

20 2. Dispositive Provisions. Section 9.2 of Article 9 of the Declaration of Trust sets
 21 forth a list of charitable bequests to be made after the death of both Mr. and Mrs. Wornick. The
 22 surviving settlor does not have the power on his/her own to revise or revoke these bequests.
 23 Two-thirds of the bequests are to organizations in the Bay Area that advocate for the Jewish state
 24 and/or support causes that are important to the Jewish people, as those causes were vitally
 25 important to Mr. and Mrs. Wornick and continue to be important to the Wornick family.

26 Section 9.2(b) of the Declaration of Trust contains the specific bequest at issue in this

27 ¹ To preserve the privacy of the Wornick family as well as other individuals and organizations, Exhibit A has
 28 been redacted to remove specific bequests and administrative provisions that are not relevant to nor the subject of this
 Petition.

1 matter. It provides for a distribution of \$1.833 million to the California College of the Arts
 2 (“CCA”), to be used for its general purposes. In addition, after specific bequests to family
 3 members and other charities have been made, Section 9.3 of the Declaration of Trust directs the
 4 trustees to allocate and distribute twenty percent (20%) of the residue of the trust estate among
 5 various charitable organizations (the “Charitable Share of the Residue”). Subsection (b)(iii) of
 6 Section 9.3 provides that CCA is to receive twenty-six and sixty-seven one hundredths percent
 7 (26.67%) of the Charitable Share of the Residue.² CCA is an educational institution located in
 8 San Francisco that offers undergraduate and graduate degrees in design, architecture, fine arts and
 9 the humanities. The Wornicks have been prominent supporters of CCA for many years. They
 10 have generously funded a wood furniture department that bears the name “Wornick,” as well as
 11 annual merit scholarships, a visiting professorship, and a visiting lecture series.

12 3. Controversy. As this Court is no doubt aware, on October 7, 2023, Hamas
 13 terrorists launched an unprecedented surprise attack in southern Israel, which was quickly
 14 followed by Israel declaring war with Hamas. Across the United States, anti-Semitic incidents,
 15 including vandalism, written and verbal harassment, and assault reportedly are up roughly 400%.³
 16 The Bay Area is not immune to these disturbing incidents.

17 In October 2023, a post on an official Instagram account run by CCA came to the
 18 attention of Mr. Wornick’s surviving spouse and adult children. The post indicated support for
 19 “resistance” against Israel’s “colonial” legacy by members of the CCA faculty. The post was
 20 subsequently “liked” by members of CCA’s Wattis Institute, the CCA MFA Writing Department,
 21 and other apparent faculty of the college. When CCA was initially asked by members of the
 22 Wornick family to remove the offending post and to investigate the incident further, CCA
 23 repeatedly declined to do so. CCA has since removed the post but has not, to the knowledge of
 24 the Wornick family, instituted a comprehensive policy to address similar future incidents.

25 _____
 26 ² The residue of the estate will be determined after significant bequests to individuals and other charities have
 27 been fulfilled, and after the payment of debts, expenses and taxes in Mrs. Wornick’s estate. It is anticipated that the
 28 20% share of the residue passing to charities will be de minimis at best.

³ ADL Records Dramatic Increase in US AntiSemitic Incidents Following Oct. 7th Hamas Massacre:
<https://www.adl.org/resources/press-release/adl-records-dramatic-increase-us-antisemitic-incidents-following-oct-7>.

As set forth in detail below, Mr. Wornick was a strong and vocal advocate for the State of Israel and for Jewish causes. Petitioners are certain that if Mr. Wornick were alive today, he would revise his estate planning documents to remove the specific and residual bequests to CCA in light of the offensive post and CCA's response to it, and would instead allocate the funds to another charitable institution that supports arts education but that is not hostile to the State of Israel or the Jewish community.

4. Demonstrated Charitable Intent. During his lifetime, Mr. Wornick was a passionate advocate for the Jewish community and Jewish causes generally. He served as co-chair of the North Peninsula Jewish Campus major gifts campaign and was instrumental in forming the concept of a community Jewish day school campus in Foster City (now named the Ronald C. Wornick Jewish Day School). Mr. Wornick served on the national board of the Jewish Joint Distribution Committee, CLAL (the National Jewish Center for Learning and Leadership), and Jewish Education Services of North America. Locally, he served on the boards of the Bureau of Jewish Education, Stanford University's Jewish Studies Department, Jewish Vocational Guidance, the Jewish Home, the Jewish Museum of San Francisco, COPIA (The American Center for Wine, Food and the Arts), Koret Israel Economic Development Fund and as an officer and director of the San Francisco Jewish Community Federation. Mr. Wornick was the recipient of the prestigious Ner Tamid Award for Jewish community service. The Wornick family (Mrs. Wornick, and their three sons, Jonathan, Kenneth and Michael, as well as their grandchildren) continue to carry out Mr. Wornick's passion for Jewish causes by making charitable gifts and by serving on the boards of various Jewish organizations, including the Wornick Day School.

5. Changed Circumstances. The extreme rise in widespread incidents of antisemitism that has occurred after Mr. Wornick's death, and especially since October 7, 2023, could not have been anticipated. Due to changed circumstances in the world, the Bay Area itself, and the manner in which CCA operates its school in particular, the bequests to CCA as set forth in the Declaration of Trust cannot be supported by the Wornick family, as they go against everything Mr. Wornick believed in and worked against his entire lifetime.

Accordingly, Petitioners request that the bequests in Section 9.2(b) and Section 9.3(b)(iii)

1 of the Trust be amended to substitute the “Bezalel Academy of Arts and Design, Jerusalem”
 2 (“Bezalel”) for CCA as the recipient of such bequests, as this would be consistent with the
 3 charitable intent expressed by Mr. Wornick during his lifetime, while funds going to CCA would
 4 no longer be so consistent.

5 6. Alternative Charity. Bezalel is a public college of design and art located in
 6 Jerusalem that was established in 1906. Bezalel is Israel’s oldest institution of higher education
 7 and is considered the most prestigious art school in the country. Like CCA, Bezalel is an
 8 academic institution offering undergraduate and graduate degrees in art, design and architecture.
 9 Bezalel epitomizes the essence of Israeli art and design and has been a crucial catalyst in the
 10 country’s cultural development. Its unique status in Israeli history and society is the foundation
 11 for its conviction that educating and training aspiring artists requires endowing them with values
 12 and the seeds of responsibility and citizenship as well as skills. Bezalel has published guidelines
 13 and policies addressing free speech and creative freedom during wartime. Transferring the
 14 bequest to Bezalel will continue Mr. Wornick’s support for an arts educational institution that
 15 vocally advocates for religious and creative freedom and tolerance.

16 7. Governing Law. Under Calif. Prob. Code Section 15409, on petition by a trustee
 17 or beneficiary, the court may modify the dispositive provisions of a trust if, owing to
 18 circumstances not known to the settlor and not anticipated by the settlor, the continuation of the
 19 trust under its terms would defeat or substantially impair the accomplishment of the purposes of
 20 the trust. If necessary to carry out the purposes of the trust, the court may order the trustee to do
 21 acts that are not authorized or are forbidden by the trust instrument. Calif. Prob. Code
 22 §17200(b)(6) further allows a Court to issue an order approving the modification of an
 23 irrevocable trust. Provided the suggested modification does not prevent the accomplishment of a
 24 material purpose of the trust, then the Court may approve such modification.

25 When the Trust was established and amended, the mission of CCA corresponded with the
 26 settlors’ charitable intent as demonstrated by their prior gifts to that organization. Since that date,
 27 however, the world has changed significantly. Petitioners believe that the faculty, the President,
 28 and the governing body of CCA have failed to respond to that change in a positive manner.

Indeed, CCA no longer embodies the values and objectives clearly demonstrated by Mr. Wornick during his lifetime. Substituting Bezalel for CCA will not subvert the material purpose of the charitable bequests, which were to support an educational arts institution that values and respects the views of all of its students and teaches responsibility and citizenship as well as artistic skills; rather, bequests to Bezalel will, in fact, directly accomplish a material purpose of the Trust in a way that CCA currently fails to do.

8. Proposed Modifications. Petitioners request that Sections 9.2(e) and 9.3(b)(iii) of Article 9 of the Declaration of Trust be modified to read as follows:

9.2(e). Bezalel Academy of Arts and Design. The sum of one million eight hundred thirty-three thousand (\$1,833,000), shall be distributed to Bezalel Academy of Arts and Design, located in Jerusalem, to be used for its general purposes.

9.3(b)(iii). Bezalel Academy of Arts and Design. Twenty-six and sixty-seven one hundredths percent (26.67%) of the Charitable Share shall be distributed to Bezalel Academy of Arts and Design, located in Jerusalem, to be used for its general purposes.

9. Jurisdiction and Venue. The principal place of administration of the Trust is San Francisco, where the trustees reside. Therefore, venue in this County is proper under Calif. Prob. Code §17005.

10. Notice. The names and addresses of all persons interested in this matter are set forth on **Exhibit B**. There are no requests for special notice in this matter. The three children of the settlors will consent to this Petition and their consents will be filed separately in this matter. Since the only modification is to change a charitable beneficiary, no other issue of the settlors nor beneficiary of the Trust is affected hereby. It is Petitioners' understanding that CCA will not object to this Petition.

WHEREFORE, Petitioners pray for an order of this Court as follows:

1. That notice of the Petition has been given as required by law;
2. For a modification to Subsection (e) of Section 9.2 and to Subsection (b)(iii) of Section 9.3 of the Declaration of Trust, as set forth in Paragraph 8 above, substituting Bezalel for

1 CCA as the recipient of the bequests set forth therein;

2 3. If this Court is disinclined to find that Bezalel is an acceptable substitute for CCA,
3 Petitioners respectfully request that they be given the opportunity to submit the name of an
4 alternative art school for the Court's consideration; and

5 4. For such other and further relief as the Court may determine.
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8 Dated: February __, 2024

MANATT, PHELPS & PHILLIPS, LLP

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10 By: _____
11 Kevin Dwight
12 Attorneys for Petitioners Anita Wornick
13 and Anne Macdonald, Trustees
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VERIFICATION

I, Anita Wornick, state as follows:

I am one of the Petitioners in the foregoing Petition for Modification of Irrevocable Trust. I have read the Petition and know the contents thereof, and the same is true to the best of my knowledge, information, and belief.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed this 14th day of February, 2024, at _____, California.

Anita Wornick, Trustee

VERIFICATION

I, Anne Macdonald, state as follows:

I am one of the Petitioners in the foregoing Petition for Modification of Irrevocable Trust. I have read the Petition and know the contents thereof, and the same is true to the best of my knowledge, information, and belief.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed this 14th day of February, 2024, at _____, California.

Anne Macdonald, Trustee