



April 24, 2014

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Dear Mr. Fallon and Mr. Moreno:

I was deeply disturbed to read recently in the *New York Times* and other newspapers of the issues teachers, principals, parents and students raised about Pearson tests. Principals and teachers in New York who recently administered the Pearson-developed Common Core tests have said they are barred from speaking about the test content and its effects on students. This appears to be a result of a Pearson contract term that has been construed as disallowing them from expressing their concerns and views. Elizabeth Phillips, the principal at Public School 321 in Brooklyn, N.Y., summarized these concerns in a recent *New York Times* opinion piece. On behalf of teachers, parents, students and your shareholders, including our pension plans, I ask you to immediately remove these prohibitions (referred to as “gag orders” in the press) from existing and future contracts.

These gag orders and the lack of transparency are fueling the growing distrust and backlash among parents, students and educators in the United States about whether the current testing protocols and testing fixation is in the best interests of children. When parents aren’t allowed to know what is on their children’s tests, and when educators have no voice in how assessments are created and are forbidden from raising legitimate concerns about these assessments’ quality or talking to parents about these concerns, you not only increase distrust of testing but also deny children the rich learning experience they deserve.

Continuing these practices may also have severe financial consequences for your corporation. Growing mistrust and concerns by parents, teachers and others over the asserted lack of transparency at InBloom appears to have been a driving factor in the company’s recent decision to end operations.

This is the third consecutive year that Pearson’s standardized tests have led to headline risk and reputational damage to the company. We’re concerned that Pearson is using

Mr. Fallon and Mr. Moreno

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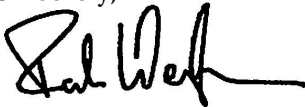
gag orders to cover up—rather than address—problems with its standardized tests. If Pearson is going to remain competitive in the educational support and testing business, the company must listen to and respond to the concerns of educators like Elizabeth Phillips who report that the company has ignored extensive feedback.

Parents, students and teachers need assessments that accurately measure student performance through questions that are grade-appropriate and aligned with state standards—especially since standardized tests have increasingly life-altering consequences for students and teachers. By including gag orders in contracts, Pearson is silencing the very stakeholders the company needs to engage with. Poll after poll makes clear that parents overwhelmingly trust educators over all others to do what is best for their children; educators' voices, concerns and input should be included in the creation and application of these assessments.

We intend to bring these concerns to the attention of senior management, the board and other shareholders during your annual meeting on Friday, April 25. We also are asking that you meet as soon as practical with stakeholders to discuss a comprehensive response to their concerns and to this serious threat to the company's reputation, brand and share price. If you have representatives in the United States who meet with potential customers routinely to sell Pearson products, we believe you also can meet with stakeholders.

We look forward to your reply. Pearson must move quickly to address a serious and emerging threat to its brand, business model and ability to generate long-term value for shareholders.

Sincerely,



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