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February 23, 2001

EX PARTE - ELECTRONIC FILING

Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
The Portals
445 12th Street, S.W.
Washington, D.C. 20554

Re: Ex Parte Submission in IB Docket No. 00-187

Dear Ms. Salas:

On February 21, 2001, I responded to inquiries from John Branscome, Commercial Wireless Division, Wireless Telecommunications Bureau, concerning (1) press reports that Deutsche Telekom AG ("DT") proposes to sell a portion of its interest in Sprint and (2) DT's equity and voting interests in Sprint PCS as set forth at page 23 and note 76 of the February 9, 2001 letter from DT and VoiceStream Wireless to Donald Abelson, Chief, International Bureau, concerning Responses to Supplemental Requests for Information ("Feb. 9 Responses").

On the first issue, I explained that DT proposes to dispose, in a public offering, of all or a substantial portion of its interest in Sprint FON stock, and I provided a copy of the related amendment to SEC Form 13D that DT had filed on February 21, 2001.

On the second issue, I clarified that the DT equity and voting interests set forth in the Feb. 9 Responses represented DT's estimates of those interests in Sprint PCS tracking stock stated as percentages of the total outstanding Sprint PCS tracking stock of all series. I stated that DT had calculated those estimates as follows: DT owned 43,118,018 shares of Sprint Class A common stock; each such share is equivalent to one half share of Sprint PCS Series 3 tracking stock, so that DT's total Class A shares were equivalent to 21,559,009 shares of Sprint PCS Series 3 tracking stock. I further explained that DT also held directly 35,813,331 shares of Sprint PCS Series 3 tracking stock. Each share of Sprint PCS Series 3 tracking stock is convertible into one share of Sprint PCS Series 1 tracking stock, which is the series of Sprint

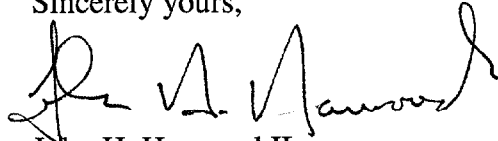
tracking stock that is publically traded. Thus, DT's total ownership interest in Sprint PCS was equivalent to 57,372,340 shares of Sprint PCS tracking stock.

I also explained that the total number of outstanding shares of Sprint PCS tracking stock of all series was 976,235,821; the total number of votes cast by those Sprint PCS shares was significantly lower because Sprint Series 2 shares (approximately 355.4 million shares) have one tenth of the vote per share to which each share of Sprint PCS Series 1 and Series 3 tracking stock is entitled. Accordingly, DT's equity interest in Sprint PCS was approximately 5.87% and DT's corresponding voting interest in Sprint PCS was approximately 8.86%.

For the convenience of the Commission, with respect to both issues, I attach the cover page and pages 27-28 of a registration statement filed by Sprint with the SEC on February 20, 2001.

Please contact me at 202-663-6333 if you have any questions.

Sincerely yours,

A handwritten signature in black ink, appearing to read "John H. Harwood II". The signature is fluid and cursive, with the first name "John" being the most prominent.

John H. Harwood II

Counsel for Deutsche Telekom AG

Attachment

cc(w/att.): Attached service list

Attachment

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

SPRINT CORPORATION

(Exact name of registrant as specified in its charter)

Kansas
(State or Other Jurisdiction of
Incorporation or Organization)

48-0457967
(I.R.S. Employer
Identification No.)

**P.O. Box 11315
Kansas City, Missouri 64112
(913) 624-3000**

(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

Thomas A. Gerke
Vice President, Corporate Secretary and Associate General Counsel
Sprint Corporation
P.O. Box 11315
Kansas City, Missouri 64112
Telephone (913) 624-3326

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copies requested to:

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New York, New York 10036
(212) 556-2100

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New York, New York 10006
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Worldwide Plaza
825 Eighth Avenue
New York, New York 10019
(212) 474-1000

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Number of Shares to be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
FON Common Stock, Series 1 (including the associated preferred stock purchase rights) (2)	174,837,072	\$22.575	\$3,946,946,900.40	\$986,736.73

(1) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(c) under the Securities Act.

(2) Each share of FON Common Stock, Series 1 also includes one-half of a preferred stock purchase right. No separate consideration is payable for the preferred stock purchase rights. Accordingly, no additional registration fee is required.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

SELLING STOCKHOLDERS

The following table sets forth, as of December 31, 2000, information regarding the beneficial ownership of our FON Common Stock, Series 1, and PCS Common Stock, Series 1 by NAB Nordamerika Beteiligungs Holding GmbH (a wholly-owned subsidiary of Deutsche Telekom AG), which we refer to as Deutsche Telekom, and France Telecom. We refer to Deutsche Telekom and France Telecom in this prospectus as the selling stockholders.

	Before Offering			Shares Offered	After Offering		
	Number of Shares	Percent of Class(1)	Total Voting Power(2)		Number of Shares	Percent of Class(1)	Total Voting Power(2)
FON Common Stock							
Series 1:							
Deutsche Telekom (3)	87,582,197(4)	9.9%	5.3%	76,158,433(5)	11,423,764(6)	1.3%	0.7%
France Telecom (7)	87,254,875(8)	9.9%	5.3%	75,873,805(5)	11,381,070(6)	1.3%	0.7%
Other stockholders (9)	709,765,914	80.2%	43.2%	—	861,798,152	97.4%	52.4%
Total	<u>884,602,986</u>	<u>100.0%</u>	<u>53.8%</u>	<u>152,032,238</u>	<u>884,602,986</u>	<u>100.0%</u>	<u>53.8%</u>
PCS Common Stock							
Series 1:							
Deutsche Telekom	57,372,340(10)	5.9%	4.0%	—	57,372,340	5.9%	4.0%
France Telecom	56,000,032(11)	5.7%	3.9%	—	56,000,032	5.7%	3.9%
Other stockholders (9)	862,863,449(12)	88.4%	38.3%	—	862,863,449	88.4%	38.3%
Total	<u>976,235,821</u>	<u>100.0%</u>	<u>46.2%</u>	<u>—</u>	<u>976,235,821</u>	<u>100.0%</u>	<u>46.2%</u>

- (1) The calculation of the percent of class includes, with respect to the FON Common Stock and the PCS Common Stock, shares of all series of each such class outstanding or issuable in respect of outstanding shares of Class A Common Stock. All such shares vote together as a single class with respect to most matters submitted to our stockholders, together with shares of Preferred Stock—Fifth and Seventh Series. The calculation of the other stockholders' interest does not include shares issuable in respect of outstanding convertible preferred stock, options, warrants or the inter-group interest in the PCS Group held by the FON Group. The method for calculating percent of class in the table above differs from the method used to calculate percent of class in the table under the caption "Security Ownership of Certain Beneficial Owners and Management" in our Annual Report on Form 10-K for the year ended December 31, 1999 incorporated by reference in this prospectus.
- (2) We calculated the voting percentages using shares outstanding on December 31, 2000. We assumed that all shares vote as a single class. We did not assume any votes for options or warrants that were not converted to voting stock by December 31, 2000. Each share of FON Common Stock, Series 1 and Series 3 is entitled to one vote per share. Each share of PCS Common Stock, Series 1 and Series 3 is entitled to a number of votes equal to the ratio of the average closing price of PCS Common Stock, Series 1 to the average closing price of FON Common Stock, Series 1 over a 20-trading-day period ending on the 11th trading day before the record date for the vote. Shares of PCS Common Stock, Series 2 are held by affiliates of our former Sprint PCS partners, Tele-Communications, Inc., Comcast Corporation, and Cox Communications, Inc., which we refer to as the cable partners. Each share of PCS Common Stock, Series 2 is entitled to one-tenth of the vote of a share of PCS Common Stock, Series 1. For purposes of calculating the voting percentages, we assumed a record date of February 20, 2001, and given that assumption, PCS Common Stock, Series 1 and Series 3 would be entitled to 1.142 votes per share and PCS Common Stock, Series 2 would be entitled to 0.1142 votes per share. Each share of Class A Common Stock is convertible into one share of FON Common Stock, Series 3 and one-half a share of PCS Common Stock, Series 3 and is entitled to the number of votes it would have if fully converted. Each share of Preferred Stock—Seventh Series is convertible into 65.04784 shares of PCS Common Stock. The shares held by affiliates of Comcast Corporation and Cox Communications, Inc. are

convertible to shares of PCS Common Stock, Series 2; otherwise, such shares are convertible to shares of PCS Common Stock, Series 1. Each share is entitled to the number of votes it would have if fully converted. These shares are entitled to vote on general corporate matters without conversion to PCS Common Stock. Our calculation takes this stock into account in determining voting percentages, but not in determining the number of outstanding shares or the percent of class. In addition, our voting percentage calculation takes into account outstanding Preferred Stock-Fifth Series, which is entitled to one vote per share. As of December 31, 2000, 246,766 shares of Preferred Stock-Seventh Series were outstanding and 95 shares of Preferred Stock-Fifth Series were outstanding.

- (3) Deutsche Telekom's address is Friedrich-Ebert-Allee 140, D-53113 Bonn, Germany.
- (4) Includes (a) 44,464,179 shares of FON Common Stock, Series 1 issuable upon conversion on a one-for-one basis of the shares of FON Common Stock, Series 3 beneficially owned by Deutsche Telekom and (b) 43,118,018 shares of FON Common Stock, Series 1 issuable upon conversion on a one-for-one basis of the 43,118,018 shares of FON Common Stock, Series 3 that are issuable in respect of the 43,118,018 shares of Class A Common Stock that Deutsche Telekom beneficially owns.
- (5) If the underwriters exercise their over-allotment option in full, Deutsche Telekom will sell 87,582,197 shares and France Telecom will sell 87,254,875 shares.
- (6) If the underwriters exercise their over-allotment option in full, Deutsche Telekom and France Telecom will not own any shares of FON Common Stock upon completion of this offering.
- (7) France Telecom's address is 6 place d'Alleray, 75505 Paris Cedex 15, France.
- (8) Includes (a) 44,136,857 shares of FON Common Stock, Series 1 issuable upon conversion on a one-for-one basis of the shares of FON Common Stock, Series 3 beneficially owned by France Telecom and (b) 43,118,018 shares of FON Common Stock, Series 1 issuable upon conversion on a one-for-one basis of the 43,118,018 shares of FON Common Stock, Series 3 that are issuable in respect of the 43,118,018 shares of Class A Common Stock that France Telecom beneficially owns.
- (9) Does not include shares issuable in respect of outstanding options or warrants, convertible preferred or inter-group interests in the PCS Group held by the FON Group.
- (10) Includes (a) 35,813,331 shares of PCS Common Stock, Series 1, issuable upon conversion on a one-for-one basis of the shares of PCS Common Stock, Series 3 beneficially owned by Deutsche Telekom and (b) 21,559,009 shares of PCS Common Stock, Series 1 issuable upon conversion on a one-for-one basis of the 21,559,009 shares of PCS Common Stock, Series 3 that are issuable in respect of the 43,118,018 shares of Class A Common Stock that Deutsche Telekom beneficially owns.
- (11) Includes (a) 34,441,023 shares of PCS Common Stock, Series 1 issuable upon conversion on a one-for-one basis of the shares of PCS Common Stock, Series 3 beneficially owned by France Telecom and (b) 21,559,009 shares of PCS Common Stock, Series 1 issuable upon conversion on a one-for-one basis of the 21,559,009 shares of PCS Common Stock, Series 3 that are issuable in respect of the 43,118,018 shares of Class A Common Stock that France Telecom beneficially owns.
- (12) Includes 355,424,153 shares of PCS Common Stock, Series 2. The PCS Common Stock, Series 2 is beneficially owned by affiliates of the cable partners.

CERTIFICATE OF SERVICE

I, Carol Romero, do hereby certify that on this 23rd day of February, 2001, I caused true and correct copies of the foregoing Ex Parte Submission by hand or by first-class mail, postage pre-paid (where indicated) upon the following parties:

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