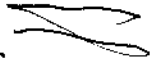


July 1998 document in which Reed Slatkin identifies self as of Reed Slatkin and Associates and lists share holding as R. Slatkin & Ass. Possible that actual funds used to start and maintain Earthlink were from co-mingled funds and not from any segregated pool. This ownership position is repeated in the filings for the Sprint \$73 dollar secondary in Jan 1999



GRAYSON L. HOBERG
 EARTHLINK NETWORK, INC.
 3100 NEW YORK DRIVE
 PASADENA, CALIFORNIA 91107
 (626) 296-2400

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO RECEIVE NOTICES AND COMMUNICATIONS)

COPIES TO:
 DANIEL O. KENNEDY, ESQ.
 HUNTON & WILLIAMS
 NATIONSBANK PLAZA, SUITE 4100
 600 PEACHTREE ST., N.E.
 ATLANTA, GEORGIA 30308
 (404) 888-4000

If the filing person has previously filed a statement on Schedule 13G, and is filing this schedule to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box.

(Continued on following pages)

(Page 1 of 6 Pages)

SC 13D/A • 2nd Page of 6

TOC • 1st • Previous • Next • Bottom • Just 2nd

CUSIP No. 270322100

13D/A

Page 2 of 6 Pages

1 NAME OF REPORTING PERSON:

IRS IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):
 Reed E. Slatkin

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(A) /X/
 (B) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS:

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (D) OR 2 (E):

/-/

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

UNITED STATES OF AMERICA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER: 0 Shares
	8 SHARED VOTING POWER: 4,889,723 Shares*
	9 SOLE DISPOSITIVE POWER: 0 Shares
	10 SHARED DISPOSITIVE POWER: 4,889,723 Shares*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

4,889,723 Shares*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

/ /
--

13 PERCENT OF CLASS REPRESENTED TO AMOUNT IN ROW (11):

34.5%

14 TYPE OF REPORTING PERSON:

IN

* Reflects highest number of shares as to which voting power or dispositive power is shared by virtue of membership in the group described in Item 2.

ITEM 1. SECURITY AND ISSUER.

The name of the issuer is EarthLink Network, Inc., a Delaware corporation (the "Company"), and the address of its principal executive offices is 3100 New York Drive, Pasadena, CA 91107.

This Amendment No. 1 to Schedule 13D relates to a Schedule 13D that was filed in connection with the offer by Sprint Corporation, a Kansas Corporation ("Sprint"), to purchase 1,250,000 shares of common stock of the Company, par value \$.01 per share (the "Shares" or "Common Stock"), at a price of \$45 per Share, net to each seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase dated February 18, 1998 (the "Offer to Purchase"), and in the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the "Offer"). A copy of the Offer to Purchase was attached to the original Schedule 13D as Exhibit (2)(a). There were 14,194,456 Shares outstanding as of July 13, 1998.

ITEM 2. IDENTITY AND BACKGROUND.

(a)-(f) The person filing this Amendment is Reed E. Slatkin, whose business address is 890 N. Kellogg Ave., Santa Barbara, California. Mr. Slatkin is a co-founder of the Company and has been a director of the Company since its inception. During the last five years, Mr. Slatkin has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and was not a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation of such law. Mr. Slatkin is a U.S. citizen.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The information set forth in Section 10 ("*Source and Amount of Funds*") of the Offer to Purchase is incorporated herein by reference.

ITEM 4. PURPOSE OF TRANSACTION.

(a)-(g); (j) In order to induce Sprint and Sprint Communications Company L.P. ("*Sprint L.P.*") to enter into the Investment Agreement dated February 10, 1998 among Sprint, Sprint L.P., the Company, Dolphin, Inc. ("*Newco*") and Dolphin Sub, Inc. (the "*Investment Agreement*") and to perform the transactions contemplated thereby (as described under the caption "*Introduction*" and in Section 12 ("*Purpose of the Offer; The Investment Agreement; Ancillary Agreements*") of the Offer to Purchase, which is incorporated herein by reference), certain stockholders of the Company, including Mr. Slatkin (the "*Voting Stockholders*"), of the Company entered into an Agreement to Vote Stock dated February 10, 1998 (the "*Agreement to Vote Stock*"), all as described in the original Schedule 13D.

Also, simultaneous with the execution of the Investment Agreement, Sprint and the following stockholders of the Company (the "*SA Stockholders*") entered into a Stockholders Agreement (the "*Stockholders Agreement*"), which became effective upon the Closing of the transactions contemplated by the Investment Agreement, and covers all of the Shares or other equity securities of Newco they own of record or beneficially and those that they received in the Merger (as defined under the caption "*Introduction*" in the Offer to Purchase), or are convertible into Newco Common Stock or are receivable in respect thereof ("*Covered Shares*"): Sky Dayton, Chairman of the Board of the Company; Quantum Industrial Partners LDC; Kevin M. O'Donnell, a director of the Company; Reed Slatkin, a director of the Company (through Reed Slatkin & Associates); George Soros; and Sidney Azeez, a director of the Company. The Stockholders Agreement obligates the SA Stockholders to (i) vote all of the Covered Shares in favor of a Sprint Offer or Qualified Offer (as the terms "*Sprint Offer*" and "*Qualified Offer*" are defined in Section 12 of the Offer to Purchase under the subcaptions "*Purchases of Additional Equity Securities*"; "*Business Combinations*" and "*Third Party Offers*", respectively) involving a business combination or related matter, and (ii) to tender all of the Covered Shares into a tender offer initiated by Sprint to effect a Sprint Offer or a Qualified Offer.

The reporting person may be deemed to have been a member of a group with Sprint, Sprint L.P. and the other Voting Stockholders with respect to the

Shares contemplated by the Agreement to Vote Stock, and thus may have been viewed as sharing voting power with respect to such Shares. The Agreement to Vote Stock was terminated on June 5, 1998, and thus such voting group was dissolved on such date.

The reporting person may also be deemed to be a member of a group with Sprint, Sprint L.P. and the other SA Stockholders with respect to the Covered Shares subject to the Stockholders Agreement, and thus may be viewed as sharing voting and dispositive power with respect to the Covered Shares.

The reporting person is making a separate filing to report the termination of the Agreement to Vote Stock and his remaining shared beneficial ownership of the Covered Shares resulting from his membership in the group described in the immediately preceding paragraph. The reporting person does not have knowledge of the information called for by Instruction C to Schedule 13D with respect to the other members of such group and therefore is not required to report such information in this Schedule 13D pursuant to Rule 13d-1(f)(2), except for the information set forth under the caption "*Beneficial Ownership of Common Stock*" in the Company's Proxy Statement dated January 23, 1998.

The information set forth under the caption "*Introduction*" and in Section 12 ("*Purpose of the Offer, The Investment Agreement: Ancillary Agreements*") of the Offer to Purchase is also incorporated herein by reference.

(h) None.

(i) None.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a)-(b) As a result of the termination of the Agreement to Vote Stock and the reporting person being a party to the Stockholders' Agreement, the aggregate maximum number of Shares reported for the reporting person equals 4,889,723 Shares, which reflects the highest number of Shares as to which voting power or dispositive power is shared by virtue of membership in the group described in Item 2. Such figure includes 869,609 Shares held by the reporting person, 182,500 Shares subject to warrants exercisable within 60 days of July 13, 1998 and 12,074 Shares held in trust for the reporting person's minor children. The aggregate maximum number of Shares reported for the reporting person represents 34.5% of the issuer's Shares outstanding as of July 13, 1998.

SC 13D/A · 5th Page of 6

TOC · 1st · Previous · Next · Bottom · Just 5th

13D/A

Page 5 of 6 Pages

(c) During the past 60 days, the reporting person effected the following transaction in the Company's Common Stock: On June 5, 1998, the reporting person sold 172,864 Shares to Sprint at a per share price of \$45 pursuant to the consummation of the Offer.

(d)-(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO THE SECURITIES OF THE ISSUER.

The information set forth under the caption "*Introduction*" and in Section 12 ("*Purpose of the Offer: The Investment Agreement: Ancillary Agreements--*

Stockholders' Agreement") of the Offer to Purchase is incorporated herein by reference.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

- (1) Not applicable.
- (2)(a) Offer to Purchase, dated February 18, 1998.*
- (2)(b) Investment Agreement, dated February 10, 1998, between Sprint Corporation, Sprint Communications Company L.P., EarthLink Network, Inc., Dolphin, Inc. and Dolphin Sub, Inc.*
- (3)(a) Stockholders' Agreement, dated February 10, 1998, between Sprint Corporation, Sprint Communications Company L.P., the Company, Dolphin, Inc. and certain stockholders of EarthLink Network, Inc.*
- (3)(b) Agreement to Vote and Tender Stock, dated February 10, 1998, between Sprint Corporation, Sprint Communications Company L.P. and certain stockholders of EarthLink Network, Inc.*
- (3)(c) Agreement to Vote Stock, dated February 10, 1998, between Sprint Corporation, Sprint Communications Company L.P. and certain stockholders of EarthLink Network, Inc.*

* Incorporated by reference to the Schedule 13D filed by the reporting person on February 20, 1998.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 20, 1998

/s/ Reed E. Slatkin

Reed E. Slatkin

Dates Referenced Herein and Documents Incorporated By Reference

<u>This SC 13D/A Filing</u>	<u>Date</u>	<u>Referenced-On Page</u>		<u>Other Filings</u>
		<u>First</u>	<u>Last</u>	
	V			
	1/23/98	4		DEF 14A
	2/10/98	3	5	8-K, SC 13D
	2/18/98	3	5	SC 13D/A, SC 14D1, SC 14D9
	2/20/98	5		SC 13D