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BY ELECTRONIC FILING

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: Liberty Media's Acquisition of DIRECTV, MB Docket 07-18

Dear Ms. Dortch,

WealthTV is an independent, single channel, lifestyle, entertainment and informational cable programmer, built from the ground up without any affiliation with a Multichannel Video Programming Distributor ("MVPD") or broadcaster. WealthTV has been bringing its programming service in high definition, twenty-four hours a day, seven days a week, since June of 2004 to viewers across the country. WealthTV is currently visible in the homes of subscribers to Verizon FiOS TV, AT&T U-verse TV, Qwest Communications, Charter Communications, and numerous small to mid-size cable companies across the United States, currently totaling over 75 different MVPD partners.

In spite of the appeal and success of WealthTV's compelling and aspirational programming on these other major delivery systems, WealthTV has been unable to come to acceptable terms of carriage with the nation's largest DBS provider, DIRECTV. WealthTV has been seeking carriage on DIRECTV for over three years. As it does with all potential partners, WealthTV negotiates in good faith and is highly motivated to make carriage deals that advance the interests of both parties: the MVPD needs high quality high definition content that will attract affluent subscribers and the advertisers who appeal to that demographic, and WealthTV needs access to the large MVPDs to ensure that its business model remains viable. As you may be aware, it requires access to a minimum threshold of 20 million viewers to make an independent channel viable financially.

WealthTV is concerned that the proposed merger of Liberty Media and DIRECTV will make it even more difficult for WealthTV to gain carriage on the DIRECTV platform because of the incentive and power that the new, vertically integrated entity will have.

Liberty Media, and its Chairman Dr. John Malone, own some of the nation's most recognizable channels. Liberty Media owns *both* the preeminent home shopping channels QVC and the parent of the Home Shopping Network; the Starz family of channels; and the parent company that owns the Game Show Network. Dr. John Malone, Liberty Media's Chairman, holds significant ownership in Discovery Holding Company and, thus, wields considerable power over that company's holdings. Those holdings include: Discovery Channel, TLC, Animal Planet, Travel Channel, Discovery Health Channel, Fit TV, The Science Channel, Discovery Kids, The Military Channel, Discovery Home, Discovery Times and Discovery HD Theater.

The principals of WealthTV believe that they can clearly see the writing on the wall. The merged Liberty/DIRECTV entity will result in another large MVPD that can produce and broadcast its own content and leave the nation's independent programmers out in the cold.

Such an outcome would not serve the public interest and thus WealthTV respectfully submits that this merger should be conditioned in order to protect the public interest. In the absence of comprehensive carriage access reform, which was deferred from consideration at the November 27, 2007 Open Meeting and appears unlikely to resurface in the near term, WealthTV believes that such conditions are the only way for the Commission to protect the public interest with respect to this further vertical consolidation of the MVPD industry.

One of the long held commitments of the Commission has been to work to ensure that a diversity of programming is available to the American people. It is in that spirit that WealthTV proposes that following merger condition.

> Five percent of the merged entity's capacity should be reserved for independent programming that is not affiliated with any MVPD or broadcaster. At least eighty percent of the reserved independent capacity shall be allocated to independent programmers at any given time with at least eighty percent of such independent programmers receiving distribution on the first or second most widely distributed tiers. We propose that the merged entity would have two years to reach this benchmark through the addition of new capacity or the attrition of existing contracts before it would be required by the Commission to remove existing programming to reach the five percent goal. Furthermore, no programming that is affiliated with Liberty Media or John Malone should be allowed to be added until the five percent threshold for independent programming has been met.

WealthTV believes that this condition will help ensure that subscribers to the merged entity will get the diversity of programming they deserve. There are many independent channels, like WealthTV, struggling to find a sustainable level of subscribership that allows them to continue to produce high quality, high definition programming and the public deserves the chance to enjoy these channels.

Very truly yours,

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