

DISTRIBUTION & SERVICE D&S SA  
Form CB/A  
January 13, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form CB**

**Amendment No. 2**

**TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM**

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

Securities Act Rule 801 (Rights Offering)	..
Securities Act Rule 802 (Exchange Offer)	..
Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer)	..
Exchange Act Rule 14d-1(c) (Third Party Tender Offer)	x
Exchange Act Rule 14e-2(d) (Subject Company Response)	..

Filed or submitted in paper if permitted by Regulation S-T Rule 101(b)(8) ..  
**Distribución y Servicio D&S S.A.**

(Name of Subject Company)

**Not Applicable**

(Translation of Subject Company's Name into English (if applicable))

**Republic of Chile**

(Jurisdiction of Subject Company's Incorporation or Organization)

**Inversiones Australes Tres Limitada**

**Wal-Mart Stores, Inc.**

(Name of Person(s) Furnishing Form)

**American Depositary Shares**

(Title of Class of Subject Securities)

**254753106**

(CUSIP Number of Class of Securities)

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**Shares of Common Stock**

**(Title of Class of Subject Securities)**

**Not Applicable**

**(CUSIP Number of Class of Securities)**

**Not Applicable**

**(Name, Address (including zip code) and Telephone Number (including area code) of  
Person(s) Authorized to Receive Notices and Communications on Behalf of Subject Company)**

**December 23, 2008**

**(Date Tender Offer/Rights Offering Commenced)**

**PART I - INFORMATION SENT TO SECURITY HOLDERS**

**Item 1. Home Jurisdiction Documents**

The following documents are attached as exhibits to this Form:

<b>Exhibit Number</b>	<b>Description</b>
1.*	English translation of Chilean Prospectus dated December 23, 2008.
2.*	English translation of Chilean Notice of Commencement.

\* Previously furnished as Exhibits 2 and 3 to Form CB filed with the Securities and Exchange Commission on December 23, 2008.

**Item 2. Informational Legends**

Not applicable.

**PART II - INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS**

<b>Exhibit Number</b>	<b>Description</b>
3.**	Notice to U.S. Stockholders of Distribución y Servicio D&S S.A. (the U.S. Supplement ).
4.**	ADS Letter of Transmittal.
5.**	Form of Acceptance.
6.**	Summary newspaper advertisement published in <i>The Wall Street Journal</i> on December 23, 2008.
7.**	Form of Letter to brokers, dealers, commercial banks, trust companies and other nominees.
8.***	English translation of response, dated January 2, 2009, by Mr. Felipe Ibáñez Scott, to a letter from the Superintendency of Securities and Insurance (the SVS ), dated December 24, 2008.
9.***	English translation of newspaper advertisement published in <i>El Mercurio</i> , a Chilean newspaper, on January 5, 2009.
10.****	English translation of interview with representatives of IM Trust Corredores de Bolsa S.A. published by <i>El Mercurio</i> , a Chilean newspaper, on January 12, 2009.

\*\* Previously furnished as Exhibits 1, 4, 5, 6 and 7, respectively, to Form CB filed with the Securities and Exchange Commission on December 23, 2008.

\*\*\* Previously furnished as Exhibits 8 and 9 to Form CB Amendment No. 1 filed with the Securities and Exchange Commission on January 5, 2009.

\*\*\*\* Furnished herewith.

**PART III - CONSENT TO SERVICE OF PROCESS**

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On December 23, 2008, Inversiones Australes Tres Limitada filed with the Securities and Exchange Commission a written irrevocable consent and power of attorney on Form F-X.

**PART VI - SIGNATURES**

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.

**Inversiones Australes Tres Limitada**

/s/ Mitchell W. Slape  
Name: Mitchell W. Slape  
Title: Attorney-in-Fact

January 13, 2009

**Wal-Mart Stores, Inc.**

/s/ Gordon Y. Allison  
Name: Gordon Y. Allison  
Title: Vice President and General Counsel -

Corporate Division, and Assistant Secretary

January 13, 2009