

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:

| Exhibit Number | Description |
|-----------------------|--|
| 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

| Exhibit Number | Description |
|-----------------------|---|
| 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