

DISTRIBUTION & SERVICE D&S SA  
Form CB  
December 23, 2008

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

Washington, D.C. 20549

**Form CB**

**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)

**Shares of Common Stock**

(Title of Class of Subject Securities)

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**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 document is attached as an exhibit to this Form:

<b>Exhibit Number</b>	<b>Description</b>
1.	Notice to U.S. Stockholders of Distribución y Servicio D&S S.A. (the U.S. Supplement ).
2.	English translation of Chilean Prospectus dated December 23, 2008.
3.	English translation of Chilean Notice of Commencement.
4.	ADS Letter of Transmittal.
5.	Form of Acceptance.
6.	Summary newspaper advertisement published in the Wall Street Journal on December 23, 2008.
7.	Form of Letter to brokers, dealers, commercial banks, trust companies and other nominees.

**Item 2. Informational Legends**

Not applicable.

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

None.

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

At the time of filing this Form, Inversiones Australes Tres Limitada has filed with the 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  
December 23, 2008  
**Wal-Mart Stores, Inc.**

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

Corporate Division, and Assistant Secretary  
December 23, 2008