

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