

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**Form CB
Amendment No. 1**

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)

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:

<u>Exhibit Number</u>	<u>Description</u>
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

<u>Exhibit Number</u>	<u>Description</u>
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 the Wall Street Journal 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 El Mercurio, a Chilean publication, on January 5, 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.

*** Furnished herewith.

PART III - CONSENT TO SERVICE OF PROCESS

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 5, 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 5, 2009

ANSWER TO COMMUNICATION REGARDING PRESS INFORMATION

Santiago, January 2, 2008

Mr. Hernán López B.
Intendent of Securities
Superintendency of Securities and Insurance

Subject: Answer to confidential communication

Dear Mr. López:

According to the request made by this Superintendency through Communication No. 34296, dated December 24, 2008, and the extension granted through Communication No. 35113, dated December 30, 2008, by means of this letter I answer about the veracity of each of the following statements published in the press:

a) *“Felipe Ibáñez will continue as Chairman of the Board of Directors of D&S. The same would occur with respect to the Senior Management, headed by the Corporation CEO Enrique Ostalé”.*

So long as the current controllers have at least 20 percent of the voting shares of Distribución y Servicios D&S S.A., Mr. Felipe Ibáñez Scott will continue as Chairman of the Board of Directors of Distribución y Servicios D&S S.A.

Regarding Senior Management, Mr. Enrique Ostalé Cambiaso will continue serving as Corporation CEO and, with respect to the rest of Senior Management, the Board of Directors will determine when is pertinent after considering the recommendation given by the Corporation CEO.

b) *“There is an agreement to materialize an increase of capital in an amount between US\$300,000,000 and US\$500,000,000 once the Tender Offer is finalized.”*

Once the Tender Offer made by WM Sub is materialized, and during the first three years counted from that date, the Stockholders shall adopt the necessary measures with the purpose to enable the Company to raise its capital in an amount not higher than US\$500,000,000. Consent of both parties shall be required to raise the capital in an amount higher than US\$500,000,000 (except if the purpose is to refinance existing debts).

c) *“Chile will be the platform for the managing of operations in South America, with the only exception of Brazil.”*

Not true.

d) *“There is a possibility that the Ibáñez family may become shareholders/ partners of Wal-Mart Argentina.”*

Not true.

Should you have any comment or doubt, please let us know.

Truly yours,

FELIPE IBÁÑEZ SCOTT



TENDER OFFER FOR THE ACQUISITION OF SHARES



Distribución y Servicio D&S S.A.

Price ⁽²⁾	Premium ⁽³⁾
US\$ 0.408 Per share	34.78%

Deadline:
January 22nd, 2009

TO PARTICIPATE CONTACT IMTRUST AT

www.opadys.cbr www.imtrust.cl
Mail: opadys@imtrust.cl
Phone : 600 450 1600 / (56 2) 450 1600
Address : Apoquindo 721 piso 9, Las Condes

OR CONTACT YOUR BROKER OF CHOICE

(1) The offer is made by Inversiones Australes Tres Limitada, a subsidiary of Wal-Mart Stores, Inc.

(2) To be paid in dollars or, at the shareholder's choice, in pesos according to the average exchange rate of the *Dolar Observado* for the six business day period ending on the payment date

(3) According to the methodology described in Article 199 of the *Ley de Mercado de Valores (Chilean Securities Act)* and the *Observado* exchange rate as of December 22, 2008 of 635.88 pesos