

**TOTAL**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE FIRST NINE MONTHS OF 2011**  
*(unaudited)*

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**1) Accounting policies**

➤ **Accounting policies applicable in 2011**

The interim consolidated financial statements of TOTAL S.A. and its subsidiaries (the Group) as of September 30, 2011 are presented in Euros and have been prepared in accordance with International Accounting Standard (IAS) 34 "Interim Financial Reporting". The accounting policies applied for the consolidated financial statements as of September 30, 2011 do not differ significantly from those applied for the consolidated financial statements as of December 31, 2010 which have been prepared on the basis of IFRS (International Financial Reporting Standards) as adopted by the European Union and IFRS as issued by the IASB (International Accounting Standard Board). The new accounting standards and amendments mandatory for the annual period beginning January 1, 2011 are described in Note 1W to the consolidated financial statements as of December 31, 2010 and have no material effect on the Group's consolidated financial statements for the first nine months of 2011.

The preparation of financial statements in accordance with IFRS requires the management to make estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of preparation of the financial statements and reported income and expenses for the period. The management reviews these estimates and assumptions on an ongoing basis, by reference to past experience and various other factors considered as reasonable which form the basis for assessing the carrying amount of assets and liabilities. Actual results may differ significantly from these estimates, if different assumptions or circumstances apply. These judgments and estimates relate principally to the application of the successful efforts method for the oil and gas accounting, the valuation of long-lived assets, the provisions for asset retirement obligations and environmental remediation, the pensions and post-retirement benefits and the income tax computation. These estimates and assumptions are described in the Notes to the consolidated financial statements as of December 31, 2010.

Furthermore, when the accounting treatment of a specific transaction is not addressed by any accounting standard or interpretation, the management applies its judgment to define and apply accounting policies that will lead to relevant and reliable information, so that the financial statements:

- give a true and fair view of the Group's financial position, financial performance and cash flows;
- reflect the substance of transactions;
- are neutral;
- are prepared on a prudent basis; and
- are complete in all material aspects.

Pursuant to the accrual basis of accounting followed by the Group, the financial statements reflect the effects of transactions and other events when they occur. Assets and liabilities such as property, plant and equipment and intangible assets are usually measured at amortized cost. Financial assets and liabilities are usually measured at fair value.

➤ **Accounting policies not yet applicable**

In May 2011, the IASB issued a package of standards on consolidation : standard IFRS 10 "Consolidated financial statements", standard IFRS 11 "Joint arrangements", standard IFRS 12 "Disclosure of interests in other entities", revised standard IAS 27 "Separate financial statements" and revised standard IAS 28 "Investments in associates and joint ventures". These standards are applicable for annual periods beginning on or after January 1, 2013.

In June 2011, the IASB issued revised standard IAS 19 "Employee benefits", which leads in particular to the full recognition of the net position in respect of employee benefits obligations (liabilities net of assets) in the balance sheet and the elimination of the corridor approach currently used by the Group. This standard is applicable for annual periods beginning on or after January 1, 2013.

In addition, the IASB published in May 2011 standard IFRS 13 "Fair value measurement", applicable for annual periods beginning on or after January 1, 2013, and in June 2011 revised standard IAS 1 "Presentation of financial statements", applicable for annual periods beginning on or after July 1, 2012.

The impact of the application of these standards is currently assessed by the Group.

## 2) Changes in the Group structure, main acquisitions and divestments

### ➤ Upstream

- TOTAL finalized in March 2011 the acquisition from Santos of an additional 7.5% interest in Australia's GLNG project. This increases TOTAL's overall stake in the project to 27.5%.

The acquisition cost amounts to €200 million (\$281 million) and mainly corresponds to the value of mineral interests that have been recognized as intangible assets on the face of the consolidated balance sheet for €17 million.

- In March 2011, Total E&P Canada Ltd., a TOTAL subsidiary, and Suncor Energy Inc. (Suncor) have finalized a strategic oil sands alliance encompassing the Suncor-operated Fort Hills mining project, the TOTAL-operated Joslyn mining project and the Suncor-operated Voyageur upgrader project. All three assets are located in the Athabasca region of the province of Alberta, in Canada.

TOTAL acquired 19.2% of Suncor's interest in the Fort Hills project, increasing TOTAL's overall interest in the project to 39.2%. Suncor, as operator, holds 40.8%. TOTAL also acquired a 49% stake in the Suncor-operated Voyageur upgrader project. For those two acquisitions, the Group paid €1,939 million (CAD 2,666 million) mainly representing the value of intangible assets for €445 million and the value of tangible assets for €1,453 million.

Furthermore, TOTAL sold to Suncor 36.75% interest in the Joslyn project for €612 million (CAD 842 million), and received the cash payment in April 2011. The Group, as operator, retains a 38.25% interest in the project.

- TOTAL finalized in April 2011 the sale of its 75.8% interest in its upstream Cameroonian affiliate Total E&P Cameroun to Perenco, for an amount of €173 million (\$254 million), net of cash sold.
- TOTAL and the Russian company Novatek signed in March 2011 two Memorandums of Cooperation to develop the cooperation between TOTAL on one side, and Novatek and its main shareholders on the other side.

This cooperation is developed around two transactions:

- TOTAL took a 12.09% shareholding in Novatek. This transaction has been effective since April 1, 2011 and amounted to €2,901 million (\$4,108 million). TOTAL considers that it has a significant influence through its representation on the Board of Directors of Novatek and its participation in the Yamal LNG project. Therefore, the interest in Novatek is accounted for by the equity method as from the second quarter 2011.
- In October 2011, TOTAL became the main international partner on the Yamal LNG project holding a 20% share, and Novatek still holds a 51% interest in the project.
- After the all-cash tender of \$23.25 per share launched on April 28, 2011 and completed on June 21, 2011, TOTAL has acquired a 60% stake in SunPower Corp., a U.S. company listed on the Nasdaq with headquarters in San Jose (California), one of the most established players in the American solar industry. Shares of SunPower Corp. continue to be traded on the Nasdaq.

The acquisition cost, whose cash payment occurred on June 21, 2011, amounts to €974 million (\$1,394 million). In accordance with revised IFRS 3, TOTAL is currently assessing the fair value of identifiable acquired assets, liabilities and contingent liabilities. Based on available information, provisional fair value of net assets acquired at 100% amounts to \$1,540 million.

Given the estimated fair value of instruments that are likely to confer rights to minority interests, provisional goodwill amounts to \$532 million. This goodwill must be allocated within twelve months from the acquisition date.

Provisional allocation of fair value by main categories of assets and liabilities is as follows:

<i>(M\$)</i>	<b>Fair value at acquisition date</b>
Intangible assets	476
Tangible assets	589
Net debt	(427)
Other capital employed	902
<b>Net assets of SunPower (100%) as of June 21, 2011</b>	<b>1,540</b>

Acquisition-related costs recognized in the statement of income for the first nine months of 2011 amounts to €9 million.

As part of the transaction, various agreements were signed, including a financial guarantee agreement through which TOTAL guarantees up to \$1 billion SunPower's repayment obligations under letters of credit that would be issued during the next five years for the development of solar power plants and large roofs activities. Furthermore, the contractual obligations of SunPower are now included in TOTAL's notes to the consolidated financial statements. As of December 31, 2010, these obligations mainly included purchase commitments for \$4.3 billion.

- TOTAL finalized in July 2011 the sale of 10% of its interest in the Colombian pipeline OCENSA. The Group still holds a 5.2% interest in this asset.
- TOTAL finalized in September 2011 the acquisition of Esso Italiana's interests respectively in the Gorgoglione concession (25% interest), which contains the Tempa Rossa field, and in two exploration licenses located in the same area (51.7% for each one). The acquisition increases TOTAL's interest in the operated Tempa Rossa field to 75%.

#### ➤ **Downstream**

- TOTAL and International Petroleum Investment Company (a company wholly-owned by the Government of Abu Dhabi) entered into an agreement on February 15, 2011 for the sale, to International Petroleum Investment Company (IPIC), of the 48.83% equity interest held by TOTAL in the share capital of CEPESA, to be completed within the framework of a public tender offer being launched by IPIC for all of the CEPESA shares not yet held by IPIC, at a unit purchase price of €28 per CEPESA share. TOTAL sold to IPIC all of its equity interest in CEPESA and received, as of July 29, 2011, an amount of €3,659 million.

#### ➤ **Chemicals**

- TOTAL finalized in July 2011 the sale of its photocure and coatings resins businesses to Arkema for an amount of €520 million, net of cash sold.

### **3) Adjustment items**

Financial information by business segment is reported in accordance with the internal reporting system and shows internal segment information that is used to manage and measure the performance of TOTAL.

Performance indicators excluding the adjustment items, such as adjusted operating income, adjusted net operating income, and adjusted net income are meant to facilitate the analysis of the financial performance and the comparison of income between periods.

Adjustment items include:

#### (i) Special items

Due to their unusual nature or particular significance, certain transactions qualified as "special items" are excluded from the business segment figures. In general, special items relate to transactions that are significant, infrequent or unusual. However, in certain instances, transactions such as restructuring costs or asset disposals, which are not considered to be representative of the normal course of business, may be qualified as special items although they may have occurred within prior years or are likely to occur again within the coming years.

#### (ii) Inventory valuation effect

The adjusted results of the Downstream and Chemicals segments are presented according to the replacement cost method. This method is used to assess the segments' performance and facilitate the comparability of the segments' performance with those of its competitors.

In the replacement cost method, which approximates the LIFO (Last-In, First-Out) method, the variation of inventory values in the statement of income is, depending on the nature of the inventory, determined using either the month-end prices differential between one period and another or the average prices of the period rather than the historical value. The inventory valuation effect is the difference between the results according to the FIFO (First-In, First-Out) and the replacement cost.

### (iii) Effect of changes in fair value

As from January 1, 2011, the effect of changes in fair value presented as adjustment item reflects for some transactions differences between internal measure of performance used by TOTAL's management and the accounting for these transactions under IFRS.

IFRS requires that trading inventories be recorded at their fair value using period-end spot prices. In order to best reflect the management of economic exposure through derivative transactions, internal indicators used to measure performance include valuations of trading inventories based on forward prices.

Furthermore, TOTAL, in its trading activities, enters into storage contracts, which future effects are recorded at fair value in Group's internal economic performance. IFRS precludes recognition of this fair value effect.

### (iv) Until June 30, 2010, TOTAL's equity share of adjustment items reconciling "Business net income" to Net income attributable to equity holders of Sanofi

The adjusted results (adjusted operating income, adjusted net operating income, adjusted net income) are defined as replacement cost results, adjusted for special items, excluding the effect of changes in fair value as from January 1, 2011 and excluding TOTAL's equity share of adjustment items related to Sanofi until June 30, 2010.

The detail of the adjustment items is presented in the table below.

#### ADJUSTMENTS TO OPERATING INCOME

(M€)		Upstream	Downstream	Chemicals	Corporate	Total
<b>3<sup>rd</sup> quarter 2011</b>	Inventory valuation effect	-	(100)	(12)	-	(112)
	Effect of changes in fair value	(14)	-	-	-	(14)
	Restructuring charges	-	-	-	-	-
	Asset impairment charges	(75)	(168)	(2)	-	(245)
	Other items	-	(73)	(8)	-	(81)
<b>Total</b>		<b>(89)</b>	<b>(341)</b>	<b>(22)</b>	<b>-</b>	<b>(452)</b>
<b>3<sup>rd</sup> quarter 2010</b>	Inventory valuation effect	-	(71)	(33)	-	(104)
	Effect of changes in fair value	-	-	-	-	-
	Restructuring charges	-	-	-	-	-
	Asset impairment charges	(15)	-	-	-	(15)
	Other items	-	-	-	-	-
<b>Total</b>		<b>(15)</b>	<b>(71)</b>	<b>(33)</b>	<b>-</b>	<b>(119)</b>
<b>9 months 2011</b>	Inventory valuation effect	-	1,054	103	-	1,157
	Effect of changes in fair value	15	-	-	-	15
	Restructuring charges	-	-	-	-	-
	Asset impairment charges	(75)	(168)	(2)	-	(245)
	Other items	-	(136)	(8)	-	(144)
<b>Total</b>		<b>(60)</b>	<b>750</b>	<b>93</b>	<b>-</b>	<b>783</b>
<b>9 months 2010</b>	Inventory valuation effect	-	564	32	-	596
	Effect of changes in fair value	-	-	-	-	-
	Restructuring charges	-	-	-	-	-
	Asset impairment charges	(15)	-	(8)	-	(23)
	Other items	-	(50)	(16)	-	(66)
<b>Total</b>		<b>(15)</b>	<b>514</b>	<b>8</b>	<b>-</b>	<b>507</b>

**ADJUSTMENTS TO NET INCOME GROUP SHARE**

(M€)		Upstream	Downstream	Chemicals	Corporate	Total
<b>3<sup>rd</sup> quarter 2011</b>	Inventory valuation effect	-	(80)	(7)	-	(87)
	Effect of changes in fair value	(10)	-	-	-	(10)
	TOTAL's equity share of adjustments related to Sanofi	-	-	-	-	-
	Restructuring charges	-	(56)	-	-	(56)
	Asset impairment charges	(75)	(175)	(1)	-	(251)
	Gains (losses) on disposals of assets	427	412	212	3	1,054
	Other items	(25)	(53)	-	(59)	(137)
<b>Total</b>		<b>317</b>	<b>48</b>	<b>204</b>	<b>(56)</b>	<b>513</b>
<b>3<sup>rd</sup> quarter 2010</b>	Inventory valuation effect	-	(18)	(30)	-	(48)
	Effect of changes in fair value	-	-	-	-	-
	TOTAL's equity share of adjustments related to Sanofi	-	-	-	-	-
	Restructuring charges	-	-	(1)	-	(1)
	Asset impairment charges	(101)	-	-	-	(101)
	Gains (losses) on disposals of assets	362	-	4	136	502
	Other items	-	-	-	-	-
<b>Total</b>		<b>261</b>	<b>(18)</b>	<b>(27)</b>	<b>136</b>	<b>352</b>
<b>9 months 2011</b>	Inventory valuation effect	-	697	88	-	785
	Effect of changes in fair value	12	-	-	-	12
	TOTAL's equity share of adjustments related to Sanofi	-	-	-	-	-
	Restructuring charges	-	(56)	-	-	(56)
	Asset impairment charges	(122)	(175)	(1)	-	(298)
	Gains (losses) on disposals of assets	591	412	212	55	1,270
	Other items	(203)	(98)	(66)	(59)	(426)
<b>Total</b>		<b>278</b>	<b>780</b>	<b>233</b>	<b>(4)</b>	<b>1,287</b>
<b>9 months 2010</b>	Inventory valuation effect	-	445	20	-	465
	Effect of changes in fair value	-	-	-	-	-
	TOTAL's equity share of adjustments related to Sanofi	-	-	-	(81)	(81)
	Restructuring charges	-	-	(11)	-	(11)
	Asset impairment charges	(160)	-	(6)	-	(166)
	Gains (losses) on disposals of assets	362	-	33	299	694
	Other items	(44)	(39)	(9)	-	(92)
<b>Total</b>		<b>158</b>	<b>406</b>	<b>27</b>	<b>218</b>	<b>809</b>

In the first nine months of 2011, the heading "Other items" includes the impact of the change in taxation in the United Kingdom on the deferred tax liability for €(178) million. The House of Commons voted the increase of the Supplementary charge applicable to oil activities from 20% to 32%, within the framework of the Finance Act 2011 enacted July 19, 2011.

Furthermore, since 1966, the Group has been taxed in accordance with the consolidated income tax treatment approved on a three-year renewable basis by the French Ministry of Economy, Finance and Industry. The approval for the period 2008-2010 expired on December 31, 2010 and in July 2011, TOTAL S.A. announced that it took the decision not to ask for the renewal of this agreement.

As a consequence, TOTAL S.A. is taxed in accordance with the French common tax regime as from 2011. The exit from the consolidated income tax treatment has no significant impact, neither on the Group's financial situation nor on the consolidated results.

#### 4) Shareholders' equity

##### Treasury shares (TOTAL shares held by TOTAL S.A.)

As of September 30, 2011, TOTAL S.A. held 9,225,377 of its own shares, representing 0.39% of its share capital, detailed as follows:

- 6,712,528 shares allocated to TOTAL restricted shares plans for Group employees; and
- 2,512,849 shares intended to be allocated to new TOTAL share purchase option plans or to new restricted shares plans.

These 9,225,377 shares are deducted from the consolidated shareholders' equity.

### Treasury shares (TOTAL shares held by Group subsidiaries)

As of September 30, 2011, TOTAL S.A. held indirectly through its subsidiaries 100,331,268 of its own shares, representing 4.24% of its share capital, detailed as follows:

- 2,023,672 shares held by a consolidated subsidiary, Total Nucléaire, 100% indirectly held by TOTAL S.A.;
- 98,307,596 shares held by subsidiaries of Elf Aquitaine (Financière Valorgest, Sogapar and Fingestval).

These 100,331,268 shares are deducted from the consolidated shareholders' equity.

### Dividend

The Board of Directors of October 28, 2010 decided to pay interim dividends on a quarterly basis beginning in fiscal year 2011. The interim dividend of €0.57 per share for the first quarter 2011, approved by the Board of Directors of April 28, 2011, was paid on September 22, 2011.

The Board of Directors of July 28, 2011 and the one of October 27, 2011 approved interim dividends of €0.57 per share for the second quarter 2011 and €0.57 per share for the third quarter 2011, that will be paid on December 22, 2011 (ex-dividend date will be December 19, 2011) and March 22, 2012 (ex-dividend date will be March 19, 2012), respectively.

### Other Comprehensive Income

Detail of other comprehensive income showing items reclassified from equity to net income is presented in the table below:

(M€)	9 months 2011	9 months 2010
<b>Currency translation adjustment</b>	<b>(335)</b>	<b>1,469</b>
- unrealized gain/(loss) of the period	(318)	1,472
- less gain/(loss) included in net income	17	3
<b>Available for sale financial assets</b>	<b>41</b>	<b>(48)</b>
- unrealized gain/(loss) of the period	79	1
- less gain/(loss) included in net income	38	49
<b>Cash flow hedge</b>	<b>(89)</b>	<b>(89)</b>
- unrealized gain/(loss) of the period	(75)	(170)
- less gain/(loss) included in net income	14	(81)
<b>Share of other comprehensive income of equity affiliates, net amount</b>	<b>(234)</b>	<b>275</b>
<b>Other</b>	<b>(4)</b>	<b>(6)</b>
- unrealized gain/(loss) of the period	(4)	(6)
- less gain/(loss) included in net income	-	-
<b>Tax effect</b>	<b>53</b>	<b>31</b>
<b>Total other comprehensive income, net amount</b>	<b>(568)</b>	<b>1,632</b>

Tax effects relating to each component of other comprehensive income are as follows:

(M€)	9 months 2011			9 months 2010		
	Pre-tax amount	Tax effect	Net amount	Pre-tax amount	Tax effect	Net amount
Currency translation adjustment	(335)		(335)	1,469		1,469
Available for sale financial assets	41	22	63	(48)	2	(46)
Cash flow hedge	(89)	31	(58)	(89)	29	(60)
Share of other comprehensive income of equity affiliates, net amount	(234)		(234)	275		275
Other	(4)		(4)	(6)		(6)
<b>Total other comprehensive income</b>	<b>(621)</b>	<b>53</b>	<b>(568)</b>	<b>1,601</b>	<b>31</b>	<b>1,632</b>

## 5) Financial debt

The Group issued bonds, mainly through its subsidiaries Total Capital and Total Capital Canada Ltd. During the first nine months of 2011, both subsidiaries issued bonds as follows:

- Bond 6.500% 2011-2016 (150 million AUD)
- Bond 3.875% 2011-2018 (500 million GBP)
- Bond 4.125% 2011-2021 (500 million USD)
- Bond 1.625% 2011-2014 (750 million USD)
- Bond Libor USD 3 months + 0.380% 2011-2014 (750 million USD)
- Bond 5.750% 2011-2014 (100 million AUD)
- Bond Libor USD 3 months + 0.09% 2011-2013 (1,000 million USD)
- Bond 4.000% 2011-2016 (600 million NOK)
- Bond 3.625% 2011-2016 (600 million SEK)

The Group reimbursed bonds during the first nine months of 2011:

- Bond 5.750% 2005-2011 (100 million AUD)
- Bond 4.000% 2005-2011 (100 million CAD)
- Bond 5.750% 2004-2011 (100 million AUD)
- Bond 7.500% 2008-2011 (150 million AUD)
- Bond 4.875% 2004-2011 (200 million CAD)
- Bond 1.625% 2005-2011 (550 million CHF)
- Bond 3.875% 2006-2011 (1,400 million EUR)
- Bond Euribor 3 months + 0.04% 2006-2011 (42 million EUR)
- Bond JPY Libor + 0.15% 2008-2011 (10,000 million JPY)
- Bond 3.750% 2008-2011 (150 million USD)

In the context of its active cash management, the Group may temporarily increase its current borrowings, particularly in the form of commercial paper. The changes in current borrowings, cash and cash equivalents and current financial assets resulting from this cash management in the quarterly financial statements are not necessarily representative of a longer-term position.

## 6) Related parties

The related parties are principally equity affiliates and non-consolidated investments. There were no major changes concerning transactions with related parties during the first nine months of 2011.

## 7) **Other risks and contingent liabilities**

TOTAL is not currently aware of any exceptional event, dispute, risks or contingent liabilities that could have a material impact on the assets and liabilities, results, financial position or operations of the Group.

### ***Antitrust investigations***

During the third quarter of 2011, the Group has not been fined pursuant to a Court ruling. The principal antitrust proceedings in which the Group's companies are involved are described thereafter.

#### *Chemicals segment*

- As part of the spin-off of Arkema<sup>1</sup> in 2006, TOTAL S.A. or certain other Group companies agreed to grant Arkema guarantees for potential monetary consequences related to antitrust proceedings arising from events prior to the spin-off.

These guarantees cover, for a period of ten years, 90% of amounts paid by Arkema related to (i) fines imposed by European authorities or European member-states for competition law violations, (ii) fines imposed by U.S. courts or antitrust authorities for federal antitrust violations or violations of the competition laws of U.S. states, (iii) damages awarded in civil proceedings related to the government proceedings mentioned above, and (iv) certain costs related to these proceedings. The guarantee related to anti-competition violations in Europe applies to amounts above a €176.5 million threshold. On the other hand, the agreements provide that Arkema will indemnify TOTAL S.A. or any Group company for 10% of any amount that TOTAL S.A. or any Group company are required to pay under any of the proceedings covered by these guarantees.

If one or more individuals or legal entities, acting alone or together, directly or indirectly holds more than one-third of the voting rights of Arkema, or if Arkema transfers more than 50% of its assets (as calculated under the enterprise valuation method, as of the date of the transfer) to a third party or parties acting together, irrespective of the type or number of transfers, these guarantees will become void.

- In the United States, investigations into certain commercial practices of some subsidiaries of the Arkema group have been closed since 2007; no charges have been brought against Arkema. Civil liability lawsuits, for which TOTAL S.A. has been named as the parent company, are about to be closed and are not expected to have a significant impact on the Group's financial position.
- In Europe, since 2006, the European Commission has fined companies of the Group in its configuration prior to the spin-off an overall amount of €385.47 million, of which Elf Aquitaine and/or TOTAL S.A. were held jointly liable for €280.17 million, Elf Aquitaine being personally fined €23.6 million for deterrence. These fines are entirely settled as of today.

As a result, since the spin-off, the Group has paid the overall amount of €188.07 million<sup>2</sup>, corresponding to 90% of the fines overall amount once the threshold provided for by the guarantee is deducted.

The European Commission imposed these fines following investigations between 2000 and 2004 into commercial practices involving eight products sold by Arkema. Five of these investigations resulted in prosecutions from the European Commission for which Elf Aquitaine has been named as the parent company, and two of these investigations named TOTAL S.A. as the ultimate parent company of the Group.

TOTAL S.A. and Elf Aquitaine are contesting their liability based solely on their status as parent companies and appealed for cancellation and reformation of the rulings that are still pending before the relevant EU court of appeals or supreme court of appeals. Within the framework of one of these proceedings, the General Court of the European Union, in a decision dated June 7, 2011, partially accepted Arkema's appeal, reducing the fine pronounced against it by the amount of €105.79 million. On the same day, the General Court rejected the appeal lodged by TOTAL S.A. and Elf Aquitaine. An appeal has been lodged by the parent companies against this decision during the third quarter of 2011. Considering the parent companies remain liable for Arkema's infringement, the European Commission demanded the payment of €105.79 million (plus interest of €31.31 million). Elf Aquitaine paid these amounts in July 2011 and lodged an appeal against this recovery.

On September 29, 2011, in another proceeding, the supreme court of the European Union has squashed the European Commission's decision of January 19, 2005, as well as the decision of the General Court of the European Union of September 30, 2009, stating Elf Aquitaine's liability, but confirmed the decision vis-à-vis Arkema. Due to the guarantees that benefit to Arkema, this favorable decision has no financial impact for the Group.

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<sup>1</sup> Arkema is used in this section to designate those companies of the Arkema group whose ultimate parent company is Arkema S.A. Arkema became an independent company after being spun-off from TOTAL S.A. in May 2006.

<sup>2</sup> This amount does not take into account a case that led to Arkema, prior to Arkema's spin-off from TOTAL, and Elf Aquitaine being fined jointly €45 million and Arkema being fined €13.5 million.

Besides, civil proceedings against Arkema and other groups of companies were initiated before German and Dutch courts by third parties for alleged damages pursuant to two of the above mentioned legal proceedings engaged by the European Commission. TOTAL S.A. was summoned to serve notice of the dispute before the German court. At this point, the probability to have a favorable verdict and the financial impacts of these procedures are uncertain due to the number of legal difficulties they gave rise to, the lack of documented claims and evaluations of the alleged damages.

Arkema began implementing compliance procedures in 2001 that are designed to prevent its employees from violating antitrust provisions. However, it is not possible to exclude the possibility that the relevant authorities could commence additional proceedings involving Arkema regarding events prior to the spin-off, as well as Elf Aquitaine and/or TOTAL S.A. based on their status as parent company.

Within the framework of the legal proceedings described above, a €17 million reserve remains booked in the Group's consolidated financial statements as of September 30, 2011.

#### *Downstream segment*

- Pursuant to a statement of objections received by Total Nederland N.V. and TOTAL S.A. (based on its status as parent company) from the European Commission, Total Nederland N.V. was fined in 2006 €20.25 million, for which TOTAL S.A. was held jointly liable for €13.5 million. TOTAL S.A. appealed this decision before the relevant court and this appeal is still pending. Within the framework of this legal proceeding, a €24 million reserve is booked in the Group's consolidated financial statements as of September 30, 2011.

In addition, pursuant to a statement of objections received by Total Raffinage Marketing (formerly Total France) and TOTAL S.A. from the European Commission regarding another product line of the Refining & Marketing division, Total Raffinage Marketing was fined €128.2 million in 2008, which has been paid, and for which TOTAL S.A. was held jointly liable based on its status as parent company. TOTAL S.A. also appealed this decision before the relevant court and this appeal is still pending.

- Finally, TotalGaz and Total Raffinage Marketing received a statement of objections in July 2009 from the French Antitrust Authority (*Autorité de la concurrence française*) regarding alleged antitrust practices concerning another product line of the Refining & Marketing division. The case was dismissed by decision of the French antitrust authorities on December 17, 2010.

Whatever the evolution of the investigations and proceedings described above, the Group believes that their outcome should not have a material adverse effect on the Group's financial situation or consolidated results.

#### **Buncefield**

On December 11, 2005, several explosions, followed by a major fire, occurred at an oil storage depot at Buncefield, north of London. This depot was operated by Hertfordshire Oil Storage Limited (HOSL), a company in which TOTAL's UK subsidiary holds 60% and another oil group holds 40%.

The explosion caused injuries, most of which were minor injuries, to a number of people and caused property damage to the depot and the buildings and homes located nearby. The official Independent Investigation Board has indicated that the explosion was caused by the overflow of a tank at the depot. The Board's final report was released on December 11, 2008. The civil procedure for claims, which had not yet been settled, took place between October and December 2008. The Court's decision of March 20, 2009, declared TOTAL's UK subsidiary liable for the accident and solely liable for indemnifying the victims. The subsidiary appealed the decision. The appeal trial took place in January 2010. The Court of Appeals, by a decision handed down on March 4, 2010, confirmed the prior judgment. The Supreme Court of United Kingdom has partially authorized TOTAL's UK subsidiary to contest the decision. TOTAL's UK subsidiary finally decided to withdraw from this recourse following settlement agreements reached in mid-February 2011.

The Group carries insurance for damage to its interests in these facilities, business interruption and civil liability claims from third parties. The provision for the civil liability that appears in the Group's consolidated financial statements as of September 30, 2011, stands at €81 million after taking into account the payments previously made.

The Group believes that, based on the information currently available, on a reasonable estimate of its liability and on provisions recognized, this accident should not have a significant impact on the Group's financial situation or consolidated results.

In addition, on December 1, 2008, the Health and Safety Executive (HSE) and the Environment Agency (EA) issued a Notice of prosecution against five companies, including TOTAL's UK subsidiary. By a judgment on July 16, 2010, the subsidiary was fined £3.6 million and paid it. The decision takes into account a number of elements that have mitigated the impact of the charges brought against it.

## **Erika**

Following the sinking in December 1999 of the Erika, a tanker that was transporting products belonging to one of the Group companies, the *Tribunal de grande instance* of Paris convicted TOTAL S.A. of marine pollution pursuant to a judgment issued on January 16, 2008, finding that TOTAL S.A. was negligent in its vetting procedure for vessel selection, and ordering TOTAL S.A. to pay a fine of €375,000. The court also ordered compensation to be paid to those affected by the pollution from the Erika up to an aggregate amount of €192 million, declaring TOTAL S.A. jointly and severally liable for such payments together with the Erika's inspection and classification firm, the Erika's owner and the Erika's manager.

TOTAL has appealed the verdict of January 16, 2008. In the meantime, it nevertheless proposed to pay third parties who so requested definitive compensation as determined by the court. Forty-two third parties have been compensated for an aggregate amount of €171.5 million.

By a decision dated March 30, 2010, the Court of Appeal of Paris upheld the lower court verdict pursuant to which TOTAL S.A. was convicted of marine pollution and fined €375,000. TOTAL appealed this decision to the French Supreme Court (*Cour de cassation*).

However, the Court of Appeal ruled that TOTAL S.A. bears no civil liability according to the applicable international conventions and consequently ruled that TOTAL S.A. be not convicted.

TOTAL S.A. believes that, based on the information currently available, the case should not have a significant impact on the Group's financial situation or consolidated results.

## **Blue Rapid and the Russian Olympic Committee – Russian regions and Interneft**

Blue Rapid, a Panamanian company, and the Russian Olympic Committee filed a claim for damages with the Paris Commercial Court against Elf Aquitaine, alleging a so-called non-completion by a former subsidiary of Elf Aquitaine of a contract related to an exploration and production project in Russia negotiated in the early 1990s. Elf Aquitaine believed this claim to be unfounded and opposed it. On January 12, 2009, the Commercial Court of Paris rejected Blue Rapid's claim against Elf Aquitaine and found that the Russian Olympic Committee did not have standing in the matter. Blue Rapid and the Russian Olympic Committee appealed this decision. On June 30, 2011, the Court of Appeal of Paris dismissed as inadmissible the claim of Blue Rapid and the Russian Olympic Committee against Elf Aquitaine, notably on the grounds of the contract's termination.

In connection with the same facts, and fifteen years after the termination of the exploration and production contract, a Russian company, which was held not to be the contracting party to the contract, and two regions of the Russian Federation which were not even parties to the contract, have launched an arbitration procedure against the aforementioned former subsidiary of Elf Aquitaine that was liquidated in 2005, claiming alleged damages of \$ 22.4 billion. For the same reasons as those successfully adjudicated by Elf Aquitaine against Blue Rapid and the Russian Olympic Committee, the Group considers this claim to be unfounded as to a matter of law or fact. The Group has lodged a criminal complaint to denounce the fraudulent claim which the Group believes it is a victim of and has taken, and reserved its rights to take, other actions and measures to defend its interests.

## **Iran**

In 2003, the United States Securities and Exchange Commission (SEC) followed by the Department of Justice (DoJ) issued a formal order directing an investigation in connection with the pursuit of business in Iran, by certain oil companies including, among others, TOTAL.

The inquiry concerns an agreement concluded by the Company with a consultant concerning a gas field in Iran and aims to verify whether certain payments made under this agreement would have benefited Iranian officials in violation of the Foreign Corrupt Practices Act (FCPA) and the Company's accounting obligations.

Investigations are still pending and the Company is cooperating with the SEC and the DoJ. In 2010, the Company opened talks with U.S. authorities, without any acknowledgement of facts, to consider an out-of-court settlement. Generally, out-of-court settlements with U.S. authorities include payment of fines and the obligation to improve internal compliance systems or other measures.

In this same case, a judicial inquiry related to TOTAL was initiated in France in 2006. In 2007, the Company's Chief Executive Officer was placed under formal investigation in relation to this inquiry, as the former President of the Middle East department of the Group's Exploration & Production division. The Company has not been notified of any significant developments in the proceedings since the formal investigation was launched.

At this point, the Company cannot determine when these investigations will terminate, and cannot predict their results, or the outcome of the talks that have been initiated, or the costs of a potential out-of-court settlement. Resolving this case is not expected to have a significant impact on the Group's financial situation or any impact on its future planned operations.

### ***Oil-for-Food Program***

Several countries have launched investigations concerning possible violations related to the United Nations (UN) Oil-for-Food program in Iraq.

Pursuant to a French criminal investigation, certain current or former Group employees were placed under formal criminal investigation for possible charges as accessories to the misappropriation of corporate assets and as accessories to the corruption of foreign public agents. The Chairman and Chief Executive Officer of the Company, formerly President of the Group's Exploration & Production division, was also placed under formal investigation in October 2006. In 2007, the criminal investigation was closed and the case was transferred to the Prosecutor's office. In 2009, the Prosecutor's office recommended to the investigating judge that the case against the Group's current and former employees and TOTAL's Chairman and Chief Executive Officer not be pursued.

In early 2010, despite the recommendation of the Prosecutor's office, a new investigating judge, having taken over the case, decided to indict TOTAL S.A. on bribery charges as well as complicity and influence peddling. The indictment was brought eight years after the beginning of the investigation without any new evidence being added to the affair.

In October 2010, the Prosecutor's office recommended to the investigating judge that the case against TOTAL S.A. the Group's current and former employees and TOTAL's Chairman and Chief Executive Officer not be pursued. However, by ordinance notified in early August 2011, the investigating judge on the matter decided to send the case to trial.

The Company believes that its activities related to the Oil-for-Food program have been in compliance with this program, as organized by the UN in 1996. The Volcker report released by the independent investigating committee set up by the UN had discarded any bribery grievance within the framework of the Oil-For-Food program with respect to TOTAL.

### ***Libya***

Stopped since early March 2011 due to the security context in Libya, the Group's production started up again at the end of September 2011 on the offshore Al Jurf field located in contractual areas 15, 16 & 32 (ex C137) at the level existing before the events. The restart of the Group's production on the onshore fields remains subject to the stabilization of the security context.

In addition, in June 2011, the United States Securities and Exchange Commission (SEC) issued to certain oil companies - including, among others, TOTAL - a formal request for information related to their operations in Libya. TOTAL is cooperating with this non public investigation.

### ***Syria***

Since May 10, 2011, the European Union has adopted measures prohibiting the supply of certain equipment to Syria, as well as prohibiting certain financial and asset transactions with respect to a list of named individuals and entities. These measures apply to European persons and to entities constituted under the laws of a EU Member State. In addition, since September 3, 2011, the European Union has adopted further measures, including, notably, a prohibition on the purchase, import or transportation from Syria of crude oil and petroleum products. TOTAL does not believe that its current business activities in Syria are in contravention of these measures.

During the third quarter of 2011, the Group's production in Syria was not significantly reduced. In addition, in early September 2011, the Group ceased to purchase hydrocarbons from Syria.

### ***Yemen***

During the third quarter of 2011, the Group's activities have not been significantly impacted by the security context in Yemen.

### ***Commitments***

In the Upstream, the Group has signed during the first nine months of 2011 guarantees in respect of construction contracts for an amount of about €3.1 billion.

## 8) Information by business segment

9 months 2011 (M€)	Upstream	Downstream	Chemicals	Corporate	Intercompany	Total
Non-Group sales	16,582	105,540	15,065	14	-	137,201
Intersegment sales	19,851	4,699	885	129	(25,564)	-
Excise taxes	-	(13,609)	-	-	-	(13,609)
<b>Revenues from sales</b>	<b>36,433</b>	<b>96,630</b>	<b>15,950</b>	<b>143</b>	<b>(25,564)</b>	<b>123,592</b>
Operating expenses	(16,453)	(93,801)	(14,766)	(450)	25,564	(99,906)
Depreciation, depletion and amortization of tangible assets and mineral interests	(3,621)	(1,083)	(360)	(26)	-	(5,090)
<b>Operating income</b>	<b>16,359</b>	<b>1,746</b>	<b>824</b>	<b>(333)</b>	-	<b>18,596</b>
Equity in net income (loss) of affiliates and other items	1,738	443	419	294	-	2,894
Tax on net operating income	(10,203)	(529)	(286)	(12)	-	(11,030)
<b>Net operating income</b>	<b>7,894</b>	<b>1,660</b>	<b>957</b>	<b>(51)</b>	-	<b>10,460</b>
Net cost of net debt						(263)
Minority interests						(211)
<b>Net income</b>						<b>9,986</b>

9 months 2011 (adjustments) <sup>(a)</sup> (M€)	Upstream	Downstream	Chemicals	Corporate	Intercompany	Total
Non-Group sales	15	-	-	-	-	15
Intersegment sales						
Excise taxes						
<b>Revenues from sales</b>	<b>15</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>15</b>
Operating expenses	-	918	96	-	-	1,014
Depreciation, depletion and amortization of tangible assets and mineral interests	(75)	(168)	(3)	-	-	(246)
<b>Operating income<sup>(b)</sup></b>	<b>(60)</b>	<b>750</b>	<b>93</b>	<b>-</b>	<b>-</b>	<b>783</b>
Equity in net income (loss) of affiliates and other items	651	351	231	69	-	1,302
Tax on net operating income	(326)	(302)	(91)	(73)	-	(792)
<b>Net operating income<sup>(b)</sup></b>	<b>265</b>	<b>799</b>	<b>233</b>	<b>(4)</b>	<b>-</b>	<b>1,293</b>
Net cost of net debt						-
Minority interests						(6)
<b>Net income</b>						<b>1,287</b>

(a) Adjustments include special items, inventory valuation effect and, as from January 1<sup>st</sup>, 2011, the effect of changes in fair value.

(b) Of which inventory valuation effect

On operating income	-	1,054	103	-	-	
On net operating income	-	719	88	-	-	

9 months 2011 (adjusted) (M€) <sup>(a)</sup>	Upstream	Downstream	Chemicals	Corporate	Intercompany	Total
Non-Group sales	16,567	105,540	15,065	14	-	137,186
Intersegment sales	19,851	4,699	885	129	(25,564)	-
Excise taxes	-	(13,609)	-	-	-	(13,609)
<b>Revenues from sales</b>	<b>36,418</b>	<b>96,630</b>	<b>15,950</b>	<b>143</b>	<b>(25,564)</b>	<b>123,577</b>
Operating expenses	(16,453)	(94,719)	(14,862)	(450)	25,564	(100,920)
Depreciation, depletion and amortization of tangible assets and mineral interests	(3,546)	(915)	(357)	(26)	-	(4,844)
<b>Adjusted operating income</b>	<b>16,419</b>	<b>996</b>	<b>731</b>	<b>(333)</b>	<b>-</b>	<b>17,813</b>
Equity in net income (loss) of affiliates and other items	1,087	92	188	225	-	1,592
Tax on net operating income	(9,877)	(227)	(195)	61	-	(10,238)
<b>Adjusted net operating income</b>	<b>7,629</b>	<b>861</b>	<b>724</b>	<b>(47)</b>	<b>-</b>	<b>9,167</b>
Net cost of net debt						(263)
Minority interests						(205)
<b>Adjusted net income</b>						<b>8,699</b>
<b>Adjusted fully-diluted earnings per share (€)</b>						<b>3.86</b>

(a) Except for per share amounts.

9 months 2011 (M€)	Upstream	Downstream	Chemicals	Corporate	Intercompany	Total
Total expenditures	15,389	1,166	548	71	-	17,174
Total divestments	2,209	2,742	1,120	1,012	-	7,083
Cash flow from operating activities	13,406	2,940	353	43	-	16,742

9 months 2010 (M€)	Upstream	Downstream	Chemicals	Corporate	Intercompany	Total
Non-Group sales	13,525	92,305	13,272	10	-	119,112
Intersegment sales	16,679	3,624	750	131	(21,184)	-
Excise taxes	-	(14,396)	-	-	-	(14,396)
<b>Revenues from sales</b>	<b>30,204</b>	<b>81,533</b>	<b>14,022</b>	<b>141</b>	<b>(21,184)</b>	<b>104,716</b>
Operating expenses	(13,380)	(79,083)	(12,861)	(461)	21,184	(84,601)
Depreciation, depletion and amortization of tangible assets and mineral interests	(3,881)	(959)	(393)	(28)	-	(5,261)
<b>Operating income</b>	<b>12,943</b>	<b>1,491</b>	<b>768</b>	<b>(348)</b>	<b>-</b>	<b>14,854</b>
Equity in net income (loss) of affiliates and other items	893	256	166	581	-	1,896
Tax on net operating income	(7,381)	(441)	(220)	186	-	(7,856)
<b>Net operating income</b>	<b>6,455</b>	<b>1,306</b>	<b>714</b>	<b>419</b>	<b>-</b>	<b>8,894</b>
Net cost of net debt						(168)
Minority interests						(185)
<b>Net income</b>						<b>8,541</b>

9 months 2010 (adjustments) <sup>(a)</sup> (M€)	Upstream	Downstream	Chemicals	Corporate	Intercompany	Total
Non-Group sales						
Intersegment sales						
Excise taxes						
<b>Revenues from sales</b>						
Operating expenses	-	514	16	-		530
Depreciation, depletion and amortization of tangible assets and mineral interests	(15)	-	(8)	-		(23)
<b>Operating income<sup>(b)</sup></b>	<b>(15)</b>	<b>514</b>	<b>8</b>	<b>-</b>		<b>507</b>
Equity in net income (loss) of affiliates and other items <sup>(c)</sup>	(61)	66	16	223		244
Tax on net operating income	234	(176)	3	(5)		56
<b>Net operating income<sup>(b)</sup></b>	<b>158</b>	<b>404</b>	<b>27</b>	<b>218</b>		<b>807</b>
Net cost of net debt						-
Minority interests						2
<b>Net income</b>						<b>809</b>

(a) Adjustments include special items, inventory valuation effect and, until June 30, 2010, equity share of adjustments related to Sanofi.

(b) Of which inventory valuation effect

On operating income

- 564 32 -

On net operating income

- 443 20 -

(c) Of which equity share of adjustments related to Sanofi

- - - (81)

9 months 2010 (adjusted) (M€) <sup>(a)</sup>	Upstream	Downstream	Chemicals	Corporate	Intercompany	Total
Non-Group sales	13,525	92,305	13,272	10	-	119,112
Intersegment sales	16,679	3,624	750	131	(21,184)	-
Excise taxes	-	(14,396)	-	-	-	(14,396)
<b>Revenues from sales</b>	<b>30,204</b>	<b>81,533</b>	<b>14,022</b>	<b>141</b>	<b>(21,184)</b>	<b>104,716</b>
Operating expenses	(13,380)	(79,597)	(12,877)	(461)	21,184	(85,131)
Depreciation, depletion and amortization of tangible assets and mineral interests	(3,866)	(959)	(385)	(28)	-	(5,238)
<b>Adjusted operating income</b>	<b>12,958</b>	<b>977</b>	<b>760</b>	<b>(348)</b>	<b>-</b>	<b>14,347</b>
Equity in net income (loss) of affiliates and other items	954	190	150	358	-	1,652
Tax on net operating income	(7,615)	(265)	(223)	191	-	(7,912)
<b>Adjusted net operating income</b>	<b>6,297</b>	<b>902</b>	<b>687</b>	<b>201</b>	<b>-</b>	<b>8,087</b>
Net cost of net debt						(168)
Minority interests						(187)
<b>Adjusted net income</b>						<b>7,732</b>
<b>Adjusted fully-diluted earnings per share (€)</b>						<b>3.45</b>

(a) Except for per share amounts.

9 months 2010 (M€)	Upstream	Downstream	Chemicals	Corporate	Intercompany	Total
Total expenditures	9,266	1,586	349	46		11,247
Total divestments	1,296	66	324	1,286		2,972
Cash flow from operating activities	11,665	2,396	602	443		15,106

3 <sup>rd</sup> quarter 2011 (M€)	Upstream	Downstream	Chemicals	Corporate	Intercompany	Total
Non-Group sales	5,272	36,220	4,669	2	-	46,163
Intersegment sales	6,571	1,582	243	45	(8,441)	-
Excise taxes	-	(4,638)	-	-	-	(4,638)
<b>Revenues from sales</b>	<b>11,843</b>	<b>33,164</b>	<b>4,912</b>	<b>47</b>	<b>(8,441)</b>	<b>41,525</b>
Operating expenses	(5,443)	(32,559)	(4,624)	(136)	8,441	(34,321)
Depreciation, depletion and amortization of tangible assets and mineral interests	(1,281)	(464)	(119)	(9)	-	(1,873)
<b>Operating income</b>	<b>5,119</b>	<b>141</b>	<b>169</b>	<b>(98)</b>	-	<b>5,331</b>
Equity in net income (loss) of affiliates and other items	922	347	319	24	-	1,612
Tax on net operating income	(3,401)	(58)	(45)	41	-	(3,463)
<b>Net operating income</b>	<b>2,640</b>	<b>430</b>	<b>443</b>	<b>(33)</b>	-	<b>3,480</b>
Net cost of net debt						(133)
Minority interests						(33)
<b>Net income</b>						<b>3,314</b>

3 <sup>rd</sup> quarter 2011 (adjustments) <sup>(a)</sup> (M€)	Upstream	Downstream	Chemicals	Corporate	Intercompany	Total
Non-Group sales	(14)	-	-	-	-	(14)
Intersegment sales						
Excise taxes						
<b>Revenues from sales</b>	<b>(14)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(14)</b>
Operating expenses	-	(173)	(19)	-	-	(192)
Depreciation, depletion and amortization of tangible assets and mineral interests	(75)	(168)	(3)	-	-	(246)
<b>Operating income<sup>(b)</sup></b>	<b>(89)</b>	<b>(341)</b>	<b>(22)</b>	<b>-</b>	<b>-</b>	<b>(452)</b>
Equity in net income (loss) of affiliates and other items	530	339	243	15	-	1,127
Tax on net operating income	(124)	44	(17)	(71)	-	(168)
<b>Net operating income<sup>(b)</sup></b>	<b>317</b>	<b>42</b>	<b>204</b>	<b>(56)</b>	<b>-</b>	<b>507</b>
Net cost of net debt						-
Minority interests						6
<b>Net income</b>						<b>513</b>

(a) Adjustments include special items, inventory valuation effect and, as from January 1<sup>st</sup>, 2011, the effect of changes in fair value.

(b) Of which inventory valuation effect

On operating income	-	(100)	(12)	-	-	
On net operating income	-	(83)	(7)	-	-	

3 <sup>rd</sup> quarter 2011 (adjusted) (M€) <sup>(a)</sup>	Upstream	Downstream	Chemicals	Corporate	Intercompany	Total
Non-Group sales	5,286	36,220	4,669	2	-	46,177
Intersegment sales	6,571	1,582	243	45	(8,441)	-
Excise taxes	-	(4,638)	-	-	-	(4,638)
<b>Revenues from sales</b>	<b>11,857</b>	<b>33,164</b>	<b>4,912</b>	<b>47</b>	<b>(8,441)</b>	<b>41,539</b>
Operating expenses	(5,443)	(32,386)	(4,605)	(136)	8,441	(34,129)
Depreciation, depletion and amortization of tangible assets and mineral interests	(1,206)	(296)	(116)	(9)	-	(1,627)
<b>Adjusted operating income</b>	<b>5,208</b>	<b>482</b>	<b>191</b>	<b>(98)</b>	<b>-</b>	<b>5,783</b>
Equity in net income (loss) of affiliates and other items	392	8	76	9	-	485
Tax on net operating income	(3,277)	(102)	(28)	112	-	(3,295)
<b>Adjusted net operating income</b>	<b>2,323</b>	<b>388</b>	<b>239</b>	<b>23</b>	<b>-</b>	<b>2,973</b>
Net cost of net debt						(133)
Minority interests						(39)
<b>Adjusted net income</b>						<b>2,801</b>
<b>Adjusted fully-diluted earnings per share (€)</b>						<b>1.24</b>

(a) Except for per share amounts.

3 <sup>rd</sup> quarter 2011 (M€)	Upstream	Downstream	Chemicals	Corporate	Intercompany	Total
Total expenditures	3,289	440	168	24	-	3,921
Total divestments	953	2,691	1,094	344	-	5,082
Cash flow from operating activities	3,158	1,775	359	672	-	5,964

3 <sup>rd</sup> quarter 2010 (M€)	Upstream	Downstream	Chemicals	Corporate	Intercompany	Total
Non-Group sales	4,410	31,307	4,460	3	-	40,180
Intersegment sales	5,660	1,149	243	44	(7,096)	-
Excise taxes	-	(4,952)	-	-	-	(4,952)
<b>Revenues from sales</b>	<b>10,070</b>	<b>27,504</b>	<b>4,703</b>	<b>47</b>	<b>(7,096)</b>	<b>35,228</b>
Operating expenses	(4,562)	(27,002)	(4,308)	(143)	7,096	(28,919)
Depreciation, depletion and amortization of tangible assets and mineral interests	(1,333)	(336)	(127)	(9)	-	(1,805)
<b>Operating income</b>	<b>4,175</b>	<b>166</b>	<b>268</b>	<b>(105)</b>	<b>-</b>	<b>4,504</b>
Equity in net income (loss) of affiliates and other items	595	101	43	149	-	888
Tax on net operating income	(2,386)	(27)	(82)	44	-	(2,451)
<b>Net operating income</b>	<b>2,384</b>	<b>240</b>	<b>229</b>	<b>88</b>	<b>-</b>	<b>2,941</b>
Net cost of net debt						(61)
Minority interests						(53)
<b>Net income</b>						<b>2,827</b>

3 <sup>rd</sup> quarter 2010 (adjustments) <sup>(a)</sup> (M€)	Upstream	Downstream	Chemicals	Corporate	Intercompany	Total
Non-Group sales						
Intersegment sales						
Excise taxes						
<b>Revenues from sales</b>						
Operating expenses	-	(71)	(33)	-	-	(104)
Depreciation, depletion and amortization of tangible assets and mineral interests	(15)	-	-	-	-	(15)
<b>Operating income <sup>(b)</sup></b>	<b>(15)</b>	<b>(71)</b>	<b>(33)</b>	<b>-</b>	<b>-</b>	<b>(119)</b>
Equity in net income (loss) of affiliates and other items	85	25	(6)	139	-	243
Tax on net operating income	191	22	12	(3)	-	222
<b>Net operating income <sup>(b)</sup></b>	<b>261</b>	<b>(24)</b>	<b>(27)</b>	<b>136</b>	<b>-</b>	<b>346</b>
Net cost of net debt						-
Minority interests						6
<b>Net income</b>						<b>352</b>

(a) Adjustments include special items and inventory valuation effect.

(b) Of which inventory valuation effect

On operating income	-	(71)	(33)	-	-	
On net operating income	-	(24)	(30)	-	-	

3 <sup>rd</sup> quarter 2010 (adjusted) (M€) <sup>(a)</sup>	Upstream	Downstream	Chemicals	Corporate	Intercompany	Total
Non-Group sales	4,410	31,307	4,460	3	-	40,180
Intersegment sales	5,660	1,149	243	44	(7,096)	-
Excise taxes	-	(4,952)	-	-	-	(4,952)
<b>Revenues from sales</b>	<b>10,070</b>	<b>27,504</b>	<b>4,703</b>	<b>47</b>	<b>(7,096)</b>	<b>35,228</b>
Operating expenses	(4,562)	(26,931)	(4,275)	(143)	7,096	(28,815)
Depreciation, depletion and amortization of tangible assets and mineral interests	(1,318)	(336)	(127)	(9)	-	(1,790)
<b>Adjusted operating income</b>	<b>4,190</b>	<b>237</b>	<b>301</b>	<b>(105)</b>	<b>-</b>	<b>4,623</b>
Equity in net income (loss) of affiliates and other items	510	76	49	10	-	645
Tax on net operating income	(2,577)	(49)	(94)	47	-	(2,673)
<b>Adjusted net operating income</b>	<b>2,123</b>	<b>264</b>	<b>256</b>	<b>(48)</b>	<b>-</b>	<b>2,595</b>
Net cost of net debt						(61)
Minority interests						(59)
<b>Adjusted net income</b>						<b>2,475</b>
<b>Adjusted fully-diluted earnings per share (€)</b>						<b>1.10</b>

(a) Except for per share amounts.

3 <sup>rd</sup> quarter 2010 (M€)	Upstream	Downstream	Chemicals	Corporate	Intercompany	Total
Total expenditures	3,400	568	111	13	-	4,092
Total divestments	1,035	28	(10)	21	-	1,074
Cash flow from operating activities	2,831	900	215	958	-	4,904

## 9) Impact of adjustments on the consolidated statement of income

9 months 2011 (M€)	Adjusted	Adjustments <sup>(a)</sup>	Consolidated statement of income
<b>Sales</b>	<b>137,186</b>	<b>15</b>	<b>137,201</b>
Excise taxes	(13,609)	-	(13,609)
Revenues from sales	123,577	15	123,592
Purchases net of inventory variation	(85,816)	1,157	(84,659)
Other operating expenses	(14,424)	(143)	(14,567)
Exploration costs	(680)	-	(680)
Depreciation, depletion and amortization of tangible assets and mineral interests	(4,844)	(246)	(5,090)
Other income	178	1,487	1,665
Other expense	(224)	(185)	(409)
Financial interest on debt	(557)	-	(557)
Financial income from marketable securities & cash equivalents	216	-	216
Cost of net debt	(341)	-	(341)
Other financial income	518	-	518
Other financial expense	(327)	-	(327)
Equity in net income (loss) of affiliates	1,447	-	1,447
Income taxes	(10,160)	(792)	(10,952)
<b>Consolidated net income</b>	<b>8,904</b>	<b>1,293</b>	<b>10,197</b>
Group share	8,699	1,287	9,986
Minority interests	205	6	211

<sup>(a)</sup> Adjustments include special items, inventory valuation effect and, as from January 1st, 2011, the effect of changes in fair value.

9 months 2010 (M€)	Adjusted	Adjustments <sup>(a)</sup>	Consolidated statement of income
<b>Sales</b>	<b>119,112</b>	<b>-</b>	<b>119,112</b>
Excise taxes	(14,396)	-	(14,396)
Revenues from sales	104,716	-	104,716
Purchases net of inventory variation	(70,144)	596	(69,548)
Other operating expenses	(14,320)	(66)	(14,386)
Exploration costs	(667)	-	(667)
Depreciation, depletion and amortization of tangible assets and mineral interests	(5,238)	(23)	(5,261)
Other income	303	511	814
Other expense	(208)	(179)	(387)
Financial interest on debt	(339)	-	(339)
Financial income from marketable securities & cash equivalents	88	-	88
Cost of net debt	(251)	-	(251)
Other financial income	324	-	324
Other financial expense	(293)	-	(293)
Equity in net income (loss) of affiliates	1,526	(88)	1,438
Income taxes	(7,829)	56	(7,773)
<b>Consolidated net income</b>	<b>7,919</b>	<b>807</b>	<b>8,726</b>
Group share	7,732	809	8,541
Minority interests	187	(2)	185

<sup>(a)</sup> Adjustments include special items, inventory valuation effect and, until June 30, 2010, equity share of adjustments related to Sanofi.

3 <sup>rd</sup> quarter 2011 (M€)	Adjusted	Adjustments <sup>(a)</sup>	Consolidated statement of income
<b>Sales</b>	<b>46,177</b>	<b>(14)</b>	<b>46,163</b>
Excise taxes	(4,638)	-	(4,638)
Revenues from sales	41,539	(14)	41,525
Purchases net of inventory variation	(28,906)	(112)	(29,018)
Other operating expenses	(4,981)	(80)	(5,061)
Exploration costs	(242)	-	(242)
Depreciation, depletion and amortization of tangible assets and mineral interests	(1,627)	(246)	(1,873)
Other income	69	1,265	1,334
Other expense	(95)	(117)	(212)
Financial interest on debt	(262)	-	(262)
Financial income from marketable securities & cash equivalents	114	-	114
Cost of net debt	(148)	-	(148)
Other financial income	108	-	108
Other financial expense	(115)	-	(115)
Equity in net income (loss) of affiliates	518	(21)	497
Income taxes	(3,280)	(168)	(3,448)
<b>Consolidated net income</b>	<b>2,840</b>	<b>507</b>	<b>3,347</b>
Group share	2,801	513	3,314
Minority interests	39	(6)	33

<sup>(a)</sup> Adjustments include special items, inventory valuation effect and, as from January 1st, 2011, the effect of changes in fair value.

3 <sup>rd</sup> quarter 2010 (M€)	Adjusted	Adjustments <sup>(a)</sup>	Consolidated statement of income
<b>Sales</b>	<b>40,180</b>	-	<b>40,180</b>
Excise taxes	(4,952)	-	(4,952)
Revenues from sales	35,228	-	35,228
Purchases net of inventory variation	(23,814)	(104)	(23,918)
Other operating expenses	(4,841)	-	(4,841)
Exploration costs	(160)	-	(160)
Depreciation, depletion and amortization of tangible assets and mineral interests	(1,790)	(15)	(1,805)
Other income	223	317	540
Other expense	(41)	(20)	(61)
Financial interest on debt	(126)	-	(126)
Financial income from marketable securities & cash equivalents	40	-	40
Cost of net debt	(86)	-	(86)
Other financial income	111	-	111
Other financial expense	(103)	-	(103)
Equity in net income (loss) of affiliates	455	(54)	401
Income taxes	(2,648)	222	(2,426)
<b>Consolidated net income</b>	<b>2,534</b>	<b>346</b>	<b>2,880</b>
Group share	2,475	352	2,827
Minority interests	59	(6)	53

<sup>(a)</sup> Adjustments include special items and inventory valuation effect.

## 10) Sales by segment

(M€)	Upstream	Downstream	Chemicals	Corporate	Intercompany	Total
<b>1<sup>st</sup> quarter 2011</b>						
Non-Group sales	6,144	34,769	5,105	11	-	46,029
Intersegment sales	6,939	1,582	297	41	(8,859)	-
Excise taxes	-	(4,427)	-	-	-	(4,427)
<b>Revenues from sales</b>	<b>13,083</b>	<b>31,924</b>	<b>5,402</b>	<b>52</b>	<b>(8,859)</b>	<b>41,602</b>
<b>2<sup>nd</sup> quarter 2011</b>						
Non-Group sales	5,166	34,551	5,291	1	-	45,009
Intersegment sales	6,341	1,535	345	43	(8,264)	-
Excise taxes	-	(4,544)	-	-	-	(4,544)
<b>Revenues from sales</b>	<b>11,507</b>	<b>31,542</b>	<b>5,636</b>	<b>44</b>	<b>(8,264)</b>	<b>40,465</b>
<b>3<sup>rd</sup> quarter 2011</b>						
Non-Group sales	5,272	36,220	4,669	2	-	46,163
Intersegment sales	6,571	1,582	243	45	(8,441)	-
Excise taxes	-	(4,638)	-	-	-	(4,638)
<b>Revenues from sales</b>	<b>11,843</b>	<b>33,164</b>	<b>4,912</b>	<b>47</b>	<b>(8,441)</b>	<b>41,525</b>
<b>9 months 2011</b>						
Non-Group sales	16,582	105,540	15,065	14	-	137,201
Intersegment sales	19,851	4,699	885	129	(25,564)	-
Excise taxes	-	(13,609)	-	-	-	(13,609)
<b>Revenues from sales</b>	<b>36,433</b>	<b>96,630</b>	<b>15,950</b>	<b>143</b>	<b>(25,564)</b>	<b>123,592</b>
<b>1<sup>st</sup> quarter 2010</b>						
Non-Group sales	4,569	28,808	4,223	3	-	37,603
Intersegment sales	5,302	1,081	237	42	(6,662)	-
Excise taxes	-	(4,442)	-	-	-	(4,442)
<b>Revenues from sales</b>	<b>9,871</b>	<b>25,447</b>	<b>4,460</b>	<b>45</b>	<b>(6,662)</b>	<b>33,161</b>
<b>2<sup>nd</sup> quarter 2010</b>						
Non-Group sales	4,546	32,190	4,589	4	-	41,329
Intersegment sales	5,717	1,394	270	45	(7,426)	-
Excise taxes	-	(5,002)	-	-	-	(5,002)
<b>Revenues from sales</b>	<b>10,263</b>	<b>28,582</b>	<b>4,859</b>	<b>49</b>	<b>(7,426)</b>	<b>36,327</b>
<b>3<sup>rd</sup> quarter 2010</b>						
Non-Group sales	4,410	31,307	4,460	3	-	40,180
Intersegment sales	5,660	1,149	243	44	(7,096)	-
Excise taxes	-	(4,952)	-	-	-	(4,952)
<b>Revenues from sales</b>	<b>10,070</b>	<b>27,504</b>	<b>4,703</b>	<b>47</b>	<b>(7,096)</b>	<b>35,228</b>
<b>9 months 2010</b>						
Non-Group sales	13,525	92,305	13,272	10	-	119,112
Intersegment sales	16,679	3,624	750	131	(21,184)	-
Excise taxes	-	(14,396)	-	-	-	(14,396)
<b>Revenues from sales</b>	<b>30,204</b>	<b>81,533</b>	<b>14,022</b>	<b>141</b>	<b>(21,184)</b>	<b>104,716</b>

## 11) Changes in progress in the Group structure

### ➤ Upstream

- TOTAL signed in March 2011 agreements for the acquisition in Uganda of a one-third interest in Blocks 1, 2 and 3A held by Tullow Oil plc for \$1,467 million (amount as of January 1, 2010, to which will add costs of interim period). Following this acquisition, TOTAL would become an equal partner with Tullow and CNOOC in the blocks, each with a one-third interest and each being an operator of one of the blocks. Subject to the decision of the Authorities, TOTAL would be the operator of Block 1.
- TOTAL announced in June 2011 the signing of an agreement with Silex Gas Norway AS, a wholly owned subsidiary of Allianz, to sell its entire stake in Gassled (6.4%) and related entities for a price of NOK 4.64 billion. The transaction is subject to approval by the relevant authorities.

As of September 30, 2011, the assets and liabilities included in the transaction have been classified respectively as "Assets classified as held for sale" on the face of the consolidated balance sheet for €529 million and as "Liabilities directly associated with the assets classified as held for sale" on the face of the consolidated balance sheet for €338 million.

➤ **Downstream**

- TOTAL signed in June 2011, a sale and purchase agreement to sell most of its Marketing assets in the United Kingdom, the Channel Islands and the Isle of Man to Rontec Investments LLP, a consortium led by Snax 24, one of the leading independent forecourt operators in the UK. This transaction is expected to be completed later in 2011.

The sale process for TOTAL's refining assets in the UK is ongoing.

As of September 30, 2011, assets and liabilities of the Marketing businesses included in the transaction and of the Refining business have been classified respectively as "Assets classified as held for sale" on the face of the consolidated balance sheet for €1,101 million and as "Liabilities directly associated with the assets classified as held for sale" on the face of the consolidated balance sheet for €3 million.

## **12) Post-closing events**

The Group announced in October 2011 a plan of reorganization of its business segments Downstream and Chemicals. This plan would change the current organization through the creation of:

- a Refining & Chemicals division that would be a major production hub combining all of TOTAL's refining, petrochemical, and specialty chemicals operations.
- a Supply & Marketing division that would be dedicated to the global supply and marketing of petroleum products.

The consultation and notification process towards employee representatives is in progress.