

**SECOND SUPPLEMENT DATED 14 FEBRUARY 2008 TO THE DEBT ISSUANCE PROGRAMME
PROSPECTUS DATED 23 OCTOBER 2007**

TOTAL S.A.

(Incorporated as a société anonyme in the Republic of France)

TOTAL CAPITAL

(Incorporated as a société anonyme in the Republic of France)

€12,000,000,000

**Euro Medium Term Note Programme
Due from seven days from the date of original issue.**

This Second Supplement (the “**Supplement**”) constitutes a supplement to the Debt Issuance Programme Prospectus dated 23 October 2007, as supplemented by a first supplement to the Debt Issuance Programme Prospectus dated 7 November 2007 (together, the “**Programme Prospectus**”) for the purposes of article 13 of Chapter 1 of Part II of the Luxembourg Law dated 10 July 2005 on prospectuses for securities, and is prepared in connection with the €12,000,000,000 Euro Medium Term Note Programme established by TOTAL S.A. (“**Total**”) and TOTAL CAPITAL (“**Total Capital**” and together with Total, the “**Issuers**”). Terms defined in the Programme Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Programme Prospectus.

To the knowledge of Total (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information. Total accepts responsibility accordingly. To the knowledge of Total Capital (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information. Total Capital accepts responsibility accordingly.

In accordance with Article 13 paragraph 2 of the Luxembourg Law, investors who have already agreed to purchase or subscribe for the securities before this Supplement is published have the right, exercisable within a time limit of minimum two working days after the publication of this Supplement, to withdraw their acceptances.

On 13 February 2008 Total published its annual consolidated financial statements for the financial year ended 31 December 2007 in a news release and Total Capital published its annual financial statements for the financial year ended 31 December 2007. A copy of each of these financial statements has been filed with the *Commission de Surveillance du Secteur Financier* and, by virtue of this Second Supplement, such financial statements are incorporated by reference in, and form part of, the Programme Prospectus. Copies of all such documents incorporated by reference in the Programme Prospectus can be obtained from the respective registered offices of the Issuers as set out at the end of the Programme Prospectus and at the offices of each Paying Agent, as described on page 29 of the Programme Prospectus. Copies of all such documents incorporated by reference in the Programme Prospectus and of this Supplement are also available on the Luxembourg Stock Exchange's website, www.bourse.lu. Information contained in the documents incorporated by reference other than information listed in the table below is for information only.

Information incorporated by reference	Reference	Language version
News Release – Total 2007 Results (consolidated)		English
Income statement relating to the above	page 23-24	
Balance Sheet relating to the above	page 25	
Cash Flow Statement	page 26-27	

Information incorporated by reference	Reference	Language version
Total Capital – Year ended December 31, 2007 – Statutory auditors' report on the annual financial statements		English
Balance sheet relating to the above	page 7	
Income Statement relating to the above	page 9	
Cash Flow Statement	page 11	
Notes relating to the above	page 12-21	
Accounting principles relating to the above	page 13-14	
Audit report relating to the above	page 2-3	

To the extent that there is any inconsistency between (a) any statement included or incorporated by reference in this Supplement and (b) any statement included or incorporated by reference in the Programme Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no significant new factor, material mistake or inaccuracy relating to information included in the Programme Prospectus since the publication thereof.