This is a free translation into English of the statutory auditors' review report issued in French and it is provided solely for the convenience of English-speaking users.

This report should be read in conjunction with and construed in accordance with French law and professional standards applicable in France.

**Total Capital** 

Period from January 1 to March 31, 2011

Statutory auditors' review report on the interim financial statements

KPMG Audit

Département de KPMG S.A.

1, cours Valmy
92923 Paris-La Défense Cedex
S.A. au capital de € 5.497.100

Commissaire aux Comptes Membre de la compagnie régionale de Versailles ERNST & YOUNG Audit Faubourg de l'Arche 11, allée de l'Arche 92037 Paris-La Défense Cedex S.A.S. à capital variable

Commissaire aux Comptes Membre de la compagnie régionale de Versailles

Total Capital
Period from January 1 to March 31, 2011

Statutory auditors' review report on the interim financial statements

To the Chairman of the Board of Directors,

In our capacity as statutory auditors of Total Capital and in accordance with your request, we have performed a review of the accompanying interim financial statements of Total Capital for the period from January 1 to March 31, 2011.

Management is responsible for the preparation and fair presentation of these interim financial statements. As they are not intended to be presented to the shareholders, they have not been approved by the board of directors. Our role is to express a conclusion on these financial statements based on our review.

We conducted our review in accordance with professional standards applicable in France. A review consists of making inquiries, primarily of persons responsible for financial and accounting matters and applying analytical review procedures. A review is substantially less in scope than an audit conducted in accordance with professional standards applicable in France and consequently does not enable us to obtain assurance that the interim financial statements, taken as a whole, are free from material misstatement, as we would not become aware of all significant matters that might be identified in an audit.

Based on our review, nothing has come to our attention that causes us to believe that the interim financial statements do not give a true and fair view of the assets, liabilities and financial position of the company, and the results of its operations for the period ended March 31, 2011, in accordance with accounting rules and principles applicable in France.

Paris-La Défense, April 28, 2011

The statutory auditors French original signed by

KPMG Audit Département de KPMG S.A. **ERNST & YOUNG Audit** 

Jay Nirsimloo

Pascal Macioce

# TOTAL CAPITAL 2 PLACE JEAN MILLIER 92400 COURBEVOIE R.C.S. 428 292 023

# FINANCIAL STATEMENTS AS OF 31 MARCH 2011

TOTAL CAPITAL	
<ul> <li>BALANCE SHEET AS OF 31 MARCH 2011</li> </ul>	
<ul> <li>INCOME STATEMENT AS OF 31 MARCH 2011</li> </ul>	
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TOTAL CAPITAL
BALANCE SHEET
AS OF 31 MARCH 2011

# **TOTAL CAPITAL**

# **BALANCE SHEET AS OF 31 March 2011**

**EUROS** 

	31 March 2011						
ASSETS	Gross	Amortizations and depreciations	Net	31 December 2010	LIABILITIES	31 March 2011	31 December 2010
FIXED ASSETS					SHAREHOLDERS' EQUITY (note 4)		
FINANCIAL ASSETS (note 2)	21 705 113 228		21 705 113 228	21 203 903 028	Capital	300 000	300 000
Long-term loans Drawdowns on credit facilities Accrued interests on long-term loans Accrued interests on credit facilities	7 850 989 409 13 787 859 360 21 157 697 45 106 762		7 850 989 409 13 787 859 360 21 157 697 45 106 762	7 292 586 518 13 787 859 360 75 104 004 48 353 145	Reserves Legal Reserves Retained Earnings Income for fiscal year	497 113 30 000 467 113 4 700 294 1 036 166	30 000 36 467 113
TOTALI	21 705 113 228		21 705 113 228	21 203 903 028	TOTALI	6 533 573	5 497 407
					PROVISIONS  TOTAL II		
CURRENT ASSETS					LIABILITIES		
ACCOUNTS RECEIVABLE (note 3)  Current accounts and inter-company loans Related accounts receivable Other receivables Accrued income / swaps	2 115 623 503 1 802 688 655 530 416 24 518 312 379 913		2 115 623 503 1 802 688 655 530 416 24 518 312 379 913	2 262 546 856	Debenture loans and similar debt debentures (note 5)  Debenture loans after hedge swaps Accrued interests on debenture loans  Miscellaneous borrowings and financial debts (note 6)  Commercial Papers Billets de Trésorerie Surety deposits Creditor current accounts Related accounts payables / miscellaneous financial debts Accrued liabilities / swaps  Operating liabilities (note 7)  Trade notes and accounts payable Tax and social liabilities	22 253 092 577 21 924 303 123 328 789 454  1 560 550 000 1 590 100 781 277 184 778 623  560 581 222 725 337 856	21 491 458 451 439 097 993 1 975 949 077 1 808 700 000 247 525 670 056 166 331 496 396 010
TOTAL II	2 115 623 503		2 115 623 503	2 708 495 911	TOTAL III	23 814 203 158	23 906 901 531
PREPAID EXPENSES III					PREPAID INCOME IV		
GRAND TOTAL (I+II+III) EUF	23 820 736 730		23 820 736 730	23 912 398 938	GRAND TOTAL (I+II+III+IV) EUR	23 820 736 730	23 912 398 93

TOTAL CAPITAL		
	INCOME STATEMENT	
	AS OF 31 MARCH 2011	

# TOTAL CAPITAL INCOME STATEMENT AS OF 31 MARCH 2011

**EUROS** 

EXPENSES	31 March 2011	31 Dec. 2010	31 March 2010	INCOME	31 March 2011	31 Dec. 2010	31 March 2010
OPERATING EXPENSES (note 8)  External expenses Taxes	1 012 489 152 696	3 969 316 313 660	981 944 110 000	OPERATING INCOME  Miscellaneous income			
TOTAL I	1 165 186	4 282 975	1 091 944	TOTAI	. 1 0	0	0
FINANCIAL EXPENSES (note 9)				FINANCIAL INCOME (note 10)			
Interests on debenture loans Interests on commercial papers Interests on Billets de Trésorerie Interests on loans Interests on current accounts Interests on bank deposits Interests on swaps Other financial expenses Foreign exchange loss	218 021 240 49 142 1 092 2 581 357 92 144 693 0	874 452 234 4 332 394 7 655 4 286 6 293 762 337 023 848 1 022	211 873 445 1 498 203 5 417 2 019 829 651 74 671 456 317 66 310	Interests on long-term loans Interests on credit facilities Interests on inter-company loans Interests on current accounts Interests on bank deposits Income from swaps Other interests and similar income Foreign exchange income	41 424 767 55 688 721 252 704 2 622 345 0 215 369 852 26 078	135 733 681 196 971 203 4 542 605 7 550 358 181 888 706 086	25 244 636 47 361 002 1 850 743 836 295 180 216 454 602
TOTAL II	312 797 524	1 222 115 200	288 946 817	TOTAL	II 315 384 468	1 233 526 560	291 747 458
EXTRAORDINARY EXPENSES				EXTRAORDINARY INCOME			
TOTAL III	0	0	0	TOTAL	III 0	0	0
INCOME TAX IV  NET INCOME FOR THE PERIOD	385 592 1 036 166	2 428 090 4 700 294	582 068 1 126 630	NET LOSS FOR THE FISCAL YEAR			
GRAND TOTAL EUR	315 384 468	1 233 526 560	291 747 458	GRAND TOTAL EU	R 315 384 468	1 233 526 560	291 747 458

TOTAL CAPITAL		
	CASH FLOW STATEMENT	
	AS OF 31 MARCH 2011	

# **CASH FLOW STATEMENT**

in thousands of euros

31 Dec. 2010

31 March 2011

	31 Maich 2011	31 Dec. 2010
OPERATING CASH FLOW		
Fiscal period income 2010 Fiscal period income 2011	1 036	4 700
Minus (plus) working capital required	2	399
Net Operating Cash Flow	1 038	5 099
INVESTMENT CASH FLOW		
Increase in long-term loans	(1 106 794)	(3 898 800)
Repayment of long-term loans	237 990	2 163 898
Net Investment Cash Flow	(868 805)	(1 734 902)
FINANCING CASH FLOW		
THANGING GASITI EOW		
Paid dividends		(3 012)
Net loans issued	857 760	2 044 267
Changes in short-term financial liabilities	(512 761)	907 148
Changes in short-term receivables	555 048	(908 581)
Net Financing Cash Flow	900 047	2 039 822
Cash increase (decrease)	32 280	310 019
Impact of foreign exchange fluctuations	(32 280)	(310 019)
Cash at the beginning of the period	0	0
Cash at the end of the period	0	0

APPENDIX	

# **APPENDIX**

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# SIGNIFICANT EVENTS

During the first quarter 2011 Total Capital remained active on debt capital markets through various debt issuance programmes, together with a management of interest rate risk.

For short-term borrowings, Total Capital can issue under Commercial Papers programmes (US CP, EURO CP, GBP CP and CAD CP) and under a *Billets de Trésorerie* programme.

For long-term borrowings, Total Capital can issue along with TOTAL S.A. and Total Capital Canada Ltd., as principal issuer under the EMTN programme (guaranteed by TOTAL S.A.), on a US SEC Registered Shelf programme (guaranteed by TOTAL S.A.) and on a stand-alone basis (guaranteed by TOTAL S.A.) on the Swiss market. Total Capital can also issue under an AMTN programme (guaranteed by TOTAL S.A.) in Australia, and under a CMTN programme (guaranteed by TOTAL S.A.) in Canada.

# **Note 1: ACCOUNTING RULES**

# **GENERAL PRINCIPLES**

The balance sheet and income statement are established in accordance with the provisions of French law and in compliance with generally accepted accounting principles used by corporations.

# **ACCOUNTING RULES AND METHODS**

The long- and medium-term financing transactions within the Total group are recorded as financial assets according to their face value.

# ✓ Currency transactions

Given Total Capital's financial activities and the significant amount of its foreign currency inflows and outflows, Total Capital uses multi-currency accounting, as financial institutions do.

Therefore, at closing, Total Capital does not use translation adjustment accounts but revaluates balance sheet and off-balance sheet entries whose impact is recorded in the income statement.

The revaluation of long-term off-balance sheet items in foreign currencies is recorded in the balance sheet as the financial derivative instruments with which they match (debenture loans).

The revaluation of short-term off-balance sheet items in foreign currencies is recorded under "revenue receivables from the revaluation of off-balance sheet foreign exchange positions" or "expenses payables for the revaluation of off-balance sheet foreign exchange positions."

The foreign exchange positions are converted into euros based on the exchange rate at the end of the fiscal year.

# ✓ Interest Rate and Currency Financial Instruments

Outstanding transactions involving forward financial instruments are recognized as off-balance sheet liabilities. They consist primarily of interest rate and currency swap agreements negotiated for hedging purposes in order to manage Total Capital's exposure to fluctuations in interest rates and foreign exchange rates.

The interest differentials along with the premiums or discounts associated with these swaps or forward contracts are recorded, prorated over the period, in the income statement as financial expenses or income over the life of the items that they match.

A provision will be booked for possible losses relating to transactions where the accounting standards for hedging are not respected.

#### ✓ Debenture loans

Debenture loans converted into US dollars or euros through individually paired swaps are shown in the post-swap currency. They are converted at the closing rate on the date of the account statement. The profits and losses resulting from the conversion at the closing rate of the currency borrowings and currency swaps are recorded as revenue under the heading: Foreign Exchange Profits and Losses.

# **Note 2: FINANCIAL ASSETS**

Long-term investments are comprised of drawdonws on credit facilities in euros with TOTAL S.A. for a nominal amount of €13.788 billion, of long-term loans with Total S.A. in US dollars for a nominal amount of €1.760 billion, of variable-rate long-term loans with Total Treasury in US dollars for a nominal amount of €2.729 billion and of long-term loans in euros and US dollars with Total Finance Exploitation for a nominal amount of €3.362 billion. They are fully backed to the debenture loans after taking into account the issue swaps.

# a) Changes in financial assets

in thousands of euros

FINANCIAL ASSETS	POSITION AT THE OPENING OF FISCAL YEAR	INCREASES ACQUISITIONS CONTRIBUTIONS	DECREASES DISPOSALS	GROSS VALUE AT CLOSING
Long-term loans Drawdowns on credit facilities Accrued interests on long-term loans Accrued interests on credit facilities	7 292 587 13 787 859 75 104 48 353	1 039 990 0 21 697 45 107	481 588 0 75 643 48 353	7 850 989 13 787 859 21 158 45 107
TOTAL	21 203 903	1 106 794	605 584	21 705 113

#### b) Financial assets repayment schedule

in thousands of euros

	GROSS AMOUNT	LESS THAN A YEAR	BETWEEN 1 AND 5 YEARS	MORE THAN 5 YEARS
Long-term loans Drawdowns on credit facilities Accrued interests on long-term loans Accrued interests on credit facilities	7 850 989 13 787 859 21 158 45 107	839 988 3 800 761 21 158 45 107	2 735 499 8 501 140	4 275 502 1 485 958
TOTAL	21 705 113	4 707 014	11 236 639	5 761 460

#### **Note 3: ACCOUNTS RECEIVABLE**

More than 85% of the accounts receivable are loans with Total Treasury amounting to €1.803 billion.

#### **Detail of Accounts Receivable**

	GROSS AMOUNT	LESS THAN A YEAR	BETWEEN 1 AND 5 YEARS	MORE THAN 5 YEARS
Current accounts and inter-company loans Accrued interest (inter-company loans, current accounts) Other receivables Accrued income on swaps and forward transactions	1 802 689 530 25 312 380	1 802 689 530 25 312 380		
TOTAL ACCOUNTS RECEIVABLE	2 115 624	2 115 624		

# **Note 4: SHAREHOLDERS' EQUITY**

# a) Changes in Shareholders' Equity

in thousands of euros

2010	POSITION AT THE OPENING OF FISCAL YEAR	NET INCOME APPROPRIATION 2009	POSITION AS OF 31 Dec. 2010
Share capital Legal reserve Retained earnings Income for fiscal year 2009 Dividend distribution Income as of 31 December 2010	300 30 433 3 046	34 (3 046) 3 012	300 30 467 0 4 700
TOTAL SHAREHOLDERS' EQUITY	3 809	0	5 497

# in thousands of euros

2011	POSITION AT THE OPENING OF FISCAL YEAR	NET INCOME APPROPRIATION 2010	POSITION AS OF 31 March 2011
Share capital Legal reserve Retained earnings Income for fiscal year 2010 Dividend distribution Income as of 31 March 2011	300 30 467 4 700		300 30 467 4 700 1 036
TOTAL SHAREHOLDERS' EQUITY	5 497	0	6 533

# b) Structure of the Share Capital

Total Capital comprises 30,000 shares with a face value of € 10 each, held as follows:

TOTAL S.A.	29 994	shares representing	99.98%
DIRECTORS	6	shares representing	0.02%

# NOTE 5: DEBENTURE LOANS AND SIMILAR DEBT DEBENTURES

The debenture loans are shown below first before conversion into US dollars or euros mainly with variable-rate, then following the impact of the revaluation of swaps for currency risk. They are redeemed at maturity. After the conversion into US dollars or euros, these debts finance all long-term loans and drawdonws on credit facilities, in addition to other items.

		•		1		in thousan	as or caros
FX.	DEBENTURE LOANS  DETAIL	IN SPECIFIC CURRENCY	31 March 2011	LESS THAN A YEAR	BETWEEN 1 AND 5 YEARS	MORE THAN 5 YEARS	31 Dec. 2010
	EXISTING AS OF 31.12.10	1 550 000 000	1 128 422	254 805	873 617		1 256 091
	150 M AUD 6.500%	150 000 000	109 202	201000	109 202		1 200 001
		.00 000 000	.00 202		.00 202		
CAD	EXISTING AS OF 31.12.10	550 000 000	398 984	290 170	108 814		487 915
CHF	EXISTING AS OF 31.12.10	5 350 000 000	4 113 802	807 382	2 902 730	403 691	4 278 630
EUR	EXISTING AS OF 31.12.10	8 342 000 000	8 342 000	2 092 000	3 300 000	2 950 000	8 342 000
GBP	EXISTING AS OF 31.12.10	1 100 000 000	1 244 766	509 223	396 062	339 482	1 277 955
	500 M GBP 3.875%	500 000 000	565 803			565 803	
HKD	EXISTING AS OF 31.12.10	1 146 000 000	103 655		35 818	67 837	110 345
JPY	EXISTING AS OF 31.12.10	48 000 000 000	408 129	85 027	323 102		441 786
NOK	EXISTING AS OF 31.12.10	500 000 000	63 833		63 833		64 103
NZD	EXISTING AS OF 31.12.10	300 000 000	161 308		161 308		174 419
USD	EXISTING AS OF 31.12.10	8 500 000 000	5 982 966	1 844 161	2 907 018	1 231 787	6 361 324
	500 M USD 4.125%	500 000 000	351 939			351 939	
	Total debenture loans before hedge swaps		22 974 809	5 882 768	11 181 499	5 910 540	22 794 566
	Impact of revaluation of hedge swaps		(1 050 506)	(1 050 506)			(1 303 108)
	Total debenture loans after hedge swaps		21 924 303	4 832 262	11 181 499	5 910 540	21 491 458
	Interest accrued / debenture loans		328 789	328 789			439 098
	Total		22 253 093	5 161 051	11 181 499	5 910 540	21 930 556

# Note 6: MISCELLANEOUS BORROWINGS AND FINANCIAL DEBTS

# Repayment schedule for miscellaneous borrowings and financial debts

in thousands of euros

	31 March 2011	LESS THAN A YEAR	BETWEEN 1 AND 5 YEARS	INCLUDING MORE THAN 5 YEARS	31 Dec. 2010
Surety deposits (1) Current account receivable Related accounts payables / miscellaneous financial debts Accrued liabilities / swap	1 373 400 1 590 781 184 779	1 373 400 1 590 781 184 779			1 808 700 248 670 166 331
TOTAL LIABILITIES	1 560 550	1 560 550	0	0	1 975 949

<sup>(1)</sup> Represent deposits made by banks in relation to margin call agreements to limit counterparty risk. It mainly concerns swaps associated with debenture loans.

# Note 7: OPERATING LIABILITIES

# Repayment schedule for operating liabilities

in thousands of euros

	31 March 2011	LESS THAN A YEAR	BETWEEN 1 AND 5 YEARS	INCLUDING MORE THAN 5 YEARS	31 Dec. 2010
Trade notes and accounts payable Taxes and social obligations	223 338	223 338			54 342
TOTAL LIABILITIES	561	561	0	0	396

# Note 8: OPERATING EXPENSES

	31	March 2011		31 Dec. 2010			31 March 2010			
	Affiliated Others Total		Total	Affiliated Corporations	S Others Total		Affiliated Corporations	Others	Total	
External expenses Taxes	936	77 153	1 012 153	3 743	226 314	3 969 314		72 110	982 110	
TOTAL	936	230	1 165	3 743	540	4 283	910	182	1 092	

# **Note 9: FINANCIAL EXPENSES**

in thousands of euros

	31	31 March 2011			31 Dec. 2010			31 March 2010		
	Affiliated corporations	Others	Total	Affiliated corporations	Others	Total	Affiliated corporations	Others	Total	
Interests on Debenture Loans Interests on Commercial Papers Interests on Billets de Trésorerie Interests on Current Accounts Interests on Bank deposits Interests on Swaps Other expenses Foreign exchange losses (1)	1 21 222	218 021 49 2 581 70 923	218 021 49 1 2 581 92 145 0	4	874 452 4 332 8 6 294 251 261 1	874 452 4 332 8 4 6 294 337 024 1 0	2 21 275	211 873 1 498 5 830 53 397 0 66	211 873 1 498 5 2 830 74 672 0 66	
TOTAL	21 223	291 574	312 798	85 767	1 136 348	1 222 115	21 277	267 669	288 946	

# Note 10: FINANCIAL INCOME

in thousands of euros

	31 March 2011			31	31 Dec. 2010			31 March 2010		
	Affiliated corporations	Others	Total	Affiliated corporations	Others	Total	Affiliated corporations	Others	Total	
Interests on long-term loans	41 425		41 425	135 734		135 734	25 245		25 245	
Interests on credit facilities	55 689		55 689	196 971		196 971	47 361		47 361	
Inter-company loans	253		253	4 543		4 543	1 851		1 851	
Interests on current accounts	2 622		2 622	7 550		7 550	836		836	
Interests on Bank deposits			0			0			0	
Income from swaps	17 701	197 669	215 370	80 731	807 975	888 706	20 825	195 630	216 455	
Other Interests and similar income			0			0			0	
Net foreign exchange profits (1)		26	26		22	22			0	
TOTAL	117 689	197 695	315 384	425 529	807 997	1 233 526	96 118	195 630	291 748	

# (1) The foreign exchange profits and losses break up as follows:

		in tho	usanus or euros
	31 March	31 Dec.	31 March
	2011	2010	2010
Foreign exchange losses	(183 613)	(2 054 508)	(367 400)
Foreign exchange profits	183 639	2 054 530	367 333
Total	26	22	(66)

# Note 11: OFF-BALANCE SHEET COMMITMENTS

# a) Portfolio of derivative financial instruments

The off-balance sheet commitments for derivative financial instruments are shown below.

These amounts establish the notional commitment without reflecting an underlying loss or gain.

in thousands of euros

	111 1100						as of euros
			31 Ma	rch 2011			31 Dec. 2010
MANAGEMENT OF INTEREST RATE RISK	TOTAL	2011	2012	2013	2014	2015 and beyond	TOTAL
Swaps / hedging fixed interest bond issues * Notional amount	21 755 367	3 276 208	3 345 168	3 243 530	2 313 949	9 576 512	21 494 941
Swaps / hedging floating interest bond issues * Notional amount	1 915 976	85 027		212 567	271 535	1 346 847	1 230 286
Long-term cross-currency swaps Fixed interest rate lending swaps Notional amount	1 635 928				72 801	1 563 127	1 661 978
Variable interest rate lending swaps Notional amount	2 210 101				2 210 101		
Interest rate swaps Fixed interest rate lending swaps Notional amount	579 517	50 922			527 909	686	53 002
Variable interest rate lending swaps Notional amount	579 517	50 922			527 909	686	53 002

<sup>\*</sup> Cross-currency swaps and interest-rate swaps matched to bonds

in thousands of euros

			31 March 2011					
MANAGEMENT OF FOREIGN EXCHANGE RISK		TOTAL	2011	2012	2013	2014	2015 and beyond	TOTAL
Foreign exchange swaps	Notional amount	384 974	48 974	32 000	32 000	32 000	240 000	403 550
Forward currency contracts	Notional amount							

# b) Market valuation of derivative financial instruments

As of 31 March 2011, the details of the market valuation of derivative financial instruments are as follows:

	31 March 2011	31 Dec. 2010		
Swaps hedging bond issues Short-term interest rate swaps Forward currency financial instruments	1 205 924 (50)	*	1 812 297 (53)	*

# c) Other off-balance sheet commitments

in thousands of euros

COMMITMENT CATEGORY	31 March 2011		31 Dec. 2010	
	Affiliated corporations	Others	Affiliated corporations	Others
Commitments given				
-Credit facilities granted	15 100 000		15 100 000	
-Drawdowns on credit facilities	(13 787 859)		(13 787 859)	
-Non-utilised credit facilities	1 312 141		1 312 141	
Commitments received				
-Credit facilities allocated				
-Drawdowns on credit facilities				
-Non-utilised credit facilities				

# **NOTE 12: CONSOLIDATION**

Total Capital's accounts are fully consolidated into the financial statements of the TOTAL S.A. Group.

# **NOTE 13: FISCAL INTEGRATION**

A fiscal integration agreement was signed between Total Capital and TOTAL S.A.. Thus since 1 January 2000, Total Capital, a subsidiary of TOTAL S.A., is included in the fiscal integration of TOTAL S.A..

# **NOTE 14: STAFF AND MANAGEMENT BODIES**

Total Capital benefits from the technical and administrative assistance of staff from TOTAL S.A. and does not pay any remuneration to the members of the Board of Directors.