

KPMG Audit
Department of KPMG S.A.

ERNST & YOUNG Audit

Total Capital International

Period from January 1 to September 30, 2011

**Statutory auditors' review report on the interim financial
statements**

KPMG Audit
Department of 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 International

Period from January 1 to September 30, 2011

Statutory auditors' review report on the interim financial statements

Dear Chairman of the Board of Directors,

In our capacity as statutory auditors of Total Capital International and in accordance with your request, we have performed a review of the accompanying interim financial statements of Total Capital International for the period from January 1 to September 30, 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 primarily making inquiries 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 September 30, 2011, in accordance with accounting rules and principles applicable in France.

Paris-La Défense, October 27, 2011

The statutory auditors
French original signed by

KPMG Audit
Department of KPMG S.A.

ERNST & YOUNG Audit

Jay Nirsimloo

Laurent Vitse

**TOTAL CAPITAL INTERNATIONAL
2 PLACE JEAN MILLIER
92400 COURBEVOIE
R.C.S. 479 858 854**

**FINANCIAL STATEMENTS
AS OF 30 SEPTEMBER 2011**

- BALANCE SHEET AS OF 30 SEPTEMBER 2011
- INCOME STATEMENT AS OF 30 SEPTEMBER 2011
- CASH FLOW STATEMENT AS OF 30 SEPTEMBER 2011
- APPENDIX

**BALANCE SHEET
AS OF 30 SEPTEMBER 2011**

TOTAL CAPITAL INTERNATIONAL
BALANCE SHEET AS OF 30 SEPTEMBER 2011

EUROS

ASSETS	30 Sep. 2011			31 Dec. 2010	LIABILITIES	30 Sep. 2011	31 Dec. 2010
	Gross	Amortizations and depreciations	Net				
FIXED ASSETS					SHAREHOLDERS' EQUITY (note 4)		
FINANCIAL ASSETS (note 2)					Capital	300 000	40 000
Long-term loans					Reserves	(41 309)	(34 864)
Drawdowns on credit facilities					Legal Reserves		
Accrued interests on long-term loans					Retained Earnings	(41 309)	(34 864)
Accrued interests on credit facilities					Income for fiscal year	(857)	(6 445)
TOTAL I					TOTAL I	257 835	(1 309)
CURRENT ASSETS					PROVISIONS		
ACCOUNTS RECEIVABLE (note 3)	257 835		257 835	4 707	TOTAL II		
Current accounts and inter-company loans	257 835		257 835	4 707	LIABILITIES		
Related accounts receivable					Debenture loans and similar debt debentures (note 5)		
Other receivables					Debenture loans after hedge swaps		
Accrued income / 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)		6 016
					Trade notes and accounts payable		6 016
					Tax and social liabilities		
TOTAL II	257 835		257 835	4 707	TOTAL III		6 016
PREPAID EXPENSES III					PREPAID INCOME IV		
GRAND TOTAL (I+II+III)	EUR 257 835		257 835	4 707	GRAND TOTAL (I+II+III+IV)	EUR 257 835	4 707

**INCOME STATEMENT
AS OF 30 SEPTEMBER 2011**

TOTAL CAPITAL INTERNATIONAL
INCOME STATEMENT AS OF 30 SEPTEMBER 2011

EUROS

EXPENSES	30 Sep. 2011	31 Dec. 2010	INCOME	30 Sep. 2011	31 Dec. 2010
OPERATING EXPENSES (note 8)			OPERATING INCOME		
External expenses	1 345	6 459	Miscellaneous income		
Taxes	500				
TOTAL I	1 845	6 459	TOTAL I	0	0
FINANCIAL EXPENSES (note 9)			FINANCIAL INCOME (note 10)		
Interests on debenture loans			Interests on long-term loans		
Interests on commercial papers			Interests on credit facilities		
Interests on Billets de Trésorerie			Interests on inter-company loans		
Interests on loans			Interests on current accounts	992	
Interests on current accounts	4		Interests on bank deposits		
Interests on bank deposits			Income from swaps		
Interests on swaps			Other interests and similar income		14
Other financial expenses			Foreign exchange income		
Foreign exchange loss					
TOTAL II	4	0	TOTAL II	992	14
EXTRAORDINARY EXPENSES			EXTRAORDINARY INCOME		
TOTAL III	0	0	TOTAL III	0	0
INCOME TAX IV					
NET INCOME FOR THE PERIOD			NET LOSS FOR THE FISCAL YEAR	857	6 445
GRAND TOTAL	EUR 1 849	6 459	GRAND TOTAL	EUR 1 849	6 459

**CASH FLOW STATEMENT
AS OF 30 SEPTEMBER 2011**

TOTAL CAPITAL INTERNATIONAL CASH FLOW STATEMENT

in euros

30 Sep. 2011

31 Dec. 2010

OPERATING CASH FLOW

Fiscal period income	2010		(6 445)
Fiscal period income	2011	(857)	
Minus (plus) working capital required			
Net Operating Cash Flow		(857)	(6 445)

INVESTMENT CASH FLOW

Increase in long-term loans			
Repayment of long-term loans			
Net Investment Cash Flow		0	0

FINANCING CASH FLOW

Capital increase		260 000	
Net loans issued			
Changes in short-term financial liabilities		(6 016)	36
Changes in short-term receivables		(253 127)	6 409
Net Financing Cash Flow		857	6 445
Cash increase (decrease)		0	0
Impact of foreign exchange fluctuations		0	0
Cash at the beginning of the period		0	0
Cash at the end of the period		0	0

APPENDIX

APPENDIX

TABLE OF CONTENTS

	Note
Significant events	1
Accounting rules	2
Accounts receivable	3
Shareholders' equity	4
Structure of the share capital	5
Accounts payable	6
Income tax – retained loss	7
Accounts with affiliates and subsidiaries	8

Note 1: SIGNIFICANT EVENTS

In May 2011, the corporate name of DAJA 56 was changed to Total Capital International.

The purpose of the Company is to raise funds, in any currency and any country, on every market and by any mean, in order to finance companies.

Total Capital's statutory capital was increased, by Total S.A., by 260 000 euros. The statutory capital is now fixed at 300 000 euros, divided into 30 000 shares with a face value of 10 euros each.

Note 2: ACCOUNTING RULES**GENERAL PRINCIPLES, ACCOUNTING RULES AND METHODS**

The Company's financial statements have been prepared in accordance with the French Generally Accepted Accounting Standards ("French GAAS").

Texts have been applied in accordance with the principle of prudence, in compliance with the base assumptions : Continuity, Permanence of methods, Periodicity.

Note 3: ACCOUNTS RECEIVABLE

Accounts receivable included in the following balance sheet items (Assets)	30 Sep. 2011	31 Dec. 2010
Accrued Interests		
Other		
TOTAL ACCOUNTS RECEIVABLE	-	-

Note 4: SHAREHOLDER'S EQUITY

	POSITION AT THE OPENING OF THE FISCAL YEAR	INCREASE	DECREASE	POSITION AT THE CLOSE OF THE FISCAL YEAR
Share capital	40 000	260 000		300 000
Capital surplus				
Paid-in surplus				
Legal reserve				
Retained earnings	(34 864)		(6 445)	(41 309)
Income for fiscal year 2010	(6 445)		6 445	0
Income for fiscal year 2011				(857)
TOTAL SHAREHOLDER'S EQUITY	(1 309)	260 000	0	257 835

Note 5: STRUCTURE OF THE SHARE CAPITAL

	TOTAL S.A.	DIRECTORS	CUMULATIVE AMOUNT
Number of shares	29 994	6	30 000
Percentage	99,98%	0,02%	100,00%

Face value in EUR per share: 10,00

Note 6: ACCOUNTS PAYABLE

Expenses payable included in the following balance sheet items (Liabilities)	Sep. 30, 2011	December 31, 2010
Bank loans and debts		
Miscellaneous loans and debts		
Trade notes and accounts payable	0	6 016
Taxes and social liabilities		
Liabilities on fixed assets and attached		
Other debts		
TOTAL EXPENSES PAYABLE	0	6 016

Note 7: INCOME TAX - RETAINED LOSS

The amount of retained fiscal loss is 42,165 EUR as of 30/09/2011.

