TOTAL SA
Form 424B5
June 18, 2010

Table of Contents

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Maximum Offering Price	Amount of Registration Fee
3.000% Guaranteed Notes due 2015	1,250,000,000	$ 89,125
Guarantee of 3.000% Guaranteed Notes due 2015		(1)
4.450% Guaranteed Notes due 2020	1,250,000,000	$ 89,125
Guarantee of 4.450% Guaranteed Notes due 2020		(1)

(1) Pursuant to Rule 457(n), no separate fee is payable with respect to the guarantee

Filed pursuant to Rule 424(b)(5)
Registration Statement Nos. 333-159335 and 333-159335-01

PROSPECTUS SUPPLEMENT
(To prospectus dated May 19, 2009)

$2,500,000,000
TOTAL CAPITAL

(A wholly-owned subsidiary of TOTAL S.A.)
consisting of
$1,250,000,000 3.000% Guaranteed Notes Due 2015
$1,250,000,000 4.450% Guaranteed Notes Due 2020
Guaranteed on an unsecured, unsubordinated basis by

TOTAL S.A.

The 3.000% notes due June 24, 2015 (the Five-Year Notes) will bear interest at the rate of 3.000% per year and the 4.450% notes due June 24, 2020 (the Ten-Year Notes and, together with the Five-Year Notes, the notes) will bear interest at the rate of 4.450% per year. Total Capital will pay interest on the notes on June 24 and December 24 of each year, beginning on December 24, 2010. Interest on the notes will accrue from June 24, 2010. The Five-Year Notes will mature on June 24, 2015 and the Ten-Year Notes will mature on June 24, 2020. The notes will be issued only in denominations of $1,000 and integral multiples of $1,000.

Payment of the principal of, premium, if any, and interest on the notes is guaranteed by TOTAL S.A.

We may redeem the notes in whole or in part at any time and from time to time at the make-whole redemption price set forth in this prospectus supplement. In addition, we may redeem the notes at any time at 100% of the principal amount upon the occurrence of certain tax events described in this prospectus supplement and the attached prospectus.

See Risk Factors beginning on page S-3 of this prospectus supplement, on page 2 of the attached prospectus and on page 4 of our Annual Report on Form 20-F for the fiscal year ended December 31, 2009, which is incorporated by reference in this prospectus supplement and the attached prospectus, to read about factors you should consider before investing in the notes.

Neither the Securities and Exchange Commission nor any state securities commission or other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the attached prospectus. Any representation to the contrary is a criminal offense.

	Five-Year Notes		**Ten-Year Notes**	
	Per Note	**Total**	**Per Note**	**Total**
Public Offering Price(1)	99.609%	$ 1,245,112,500	99.601%	$ 1,245,012,500
Underwriting Discount	0.130%	$ 1,625,000	0.200%	$ 2,500,000
Proceeds, before expenses, to Total Capital	99.479%	$ 1,243,487,500	99.401%	$ 1,242,512,500

(1) Plus accrued interest from June 24, 2010, if settlement occurs after that date.

The underwriters expect to deliver the notes in book-entry form through the facilities of The Depository Trust Company (DTC) and its participants, including Euroclear Bank S.A./N.V. (Euroclear) and Clearstream Banking, Luxembourg (Clearstream), against payment in New York, New York on or about June 24, 2010.

Joint Book-Running Managers

BofA Merrill Lynch

Barclays Capital

HSBC

Credit Suisse

UBS Investment Bank

Prospectus Supplement dated June 17, 2010.

Table of Contents

TABLE OF CONTENTS

INCORPORATION OF INFORMATION FILED WITH THE SEC	S-1
GENERAL INFORMATION	S-1
RISK FACTORS	S-3
CAPITALIZATION AND INDEBTEDNESS OF TOTAL	S-4
DESCRIPTION OF NOTES	S-5
USE OF PROCEEDS	S-7
EXCHANGE RATE INFORMATION	S-7
UNDERWRITING	S-9
TAX CONSIDERATIONS	S-11
Prospectus	
ABOUT THIS PROSPECTUS	1
ENFORCEABILITY OF CERTAIN CIVIL LIABILITIES	1
RISK FACTORS	2
FORWARD-LOOKING STATEMENTS	3
WHERE YOU CAN FIND MORE INFORMATION ABOUT US	3
TOTAL S.A.	4
TOTAL CAPITAL	4
USE OF PROCEEDS	4
DESCRIPTION OF DEBT SECURITIES AND GUARANTEE	5
CLEARANCE AND SETTLEMENT	16
TAX CONSIDERATIONS	19
PLAN OF DISTRIBUTION	32
VALIDITY OF SECURITIES	34
EXPERTS	34

Table of Contents

In this prospectus, unless the context indicates otherwise, the terms we , our and us refer to both TOTAL S.A. and Total Capital, TOTAL refers to TOTAL S.A., the Total Group refers to TOTAL and its subsidiaries, and Total Capital refers to Total Capital.

INCORPORATION OF INFORMATION FILED WITH THE SEC

The U.S. Securities and Exchange Commission, referred to herein as the SEC , allows us to incorporate by reference into this prospectus supplement and the attached prospectus the information in documents filed with the SEC, which means that:

- incorporated documents are considered part of this prospectus supplement and the attached prospectus;
- we can disclose important information to you by referring to those documents; and
- information filed with the SEC in the future will automatically update and supersede this prospectus supplement and the attached prospectus.

The information that we incorporate by reference is an important part of this prospectus supplement and the attached prospectus.

We incorporate by reference in this prospectus supplement and the attached prospectus the documents described in Where You Can Find More Information About Us in the attached prospectus which we filed with the SEC pursuant to the Securities Exchange Act of 1934, as amended, referred to herein as the Exchange Act, except to the extent amended or superseded by subsequent filings. We also incorporate by reference any future filings that we make with the SEC under Sections 13(a), 13(c) or 15(d) of the Exchange Act after the date of this prospectus supplement but before the end of the notes offering and that, in the case of any future filings on Form 6-K, are identified in such filing as being incorporated into this prospectus supplement or the attached prospectus.

The documents incorporated by reference in this prospectus supplement and the attached prospectus and, in particular, those set forth below contain important information about TOTAL and its financial condition. We incorporate by reference in this prospectus supplement and the attached prospectus the following documents:

- TOTAL s Annual Report on Form 20-F for the year ended December 31, 2009, filed with the SEC on April 1, 2010;
- TOTAL s Report on Form 6-K, furnished to the SEC on May 5, 2010; and
- TOTAL s Report on Form 6-K, furnished to the SEC on June 17, 2010.

You should read Where You Can Find More Information About Us in the attached prospectus for information on how to obtain the documents incorporated by reference or other information relating to TOTAL.

GENERAL INFORMATION

No person has been authorized to provide you with information that is different from what is contained in, or incorporated by reference into, this prospectus supplement and the attached prospectus, and, if given or made, such information must not be relied upon as having been authorized. This prospectus supplement and the attached prospectus do not constitute an offer to sell or the solicitation of an offer to buy any securities other than the notes to which it relates or an offer to sell or the solicitation of an offer to buy such notes by any person in any circumstances in which such offer or solicitation is unlawful. Neither the delivery of this prospectus supplement and the attached prospectus nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in our affairs since the date of this prospectus supplement or that the information contained in this prospectus supplement and the attached prospectus is correct as of any time subsequent to its date.

The distribution of this prospectus supplement and the attached prospectus and the offering and sale of the notes in certain jurisdictions may be restricted by law. Persons into whose possession this prospectus supplement and the attached prospectus come are required by us and the underwriters to inform themselves about and to observe any such restrictions.

Table of Contents

To the extent that the offer of the notes is made in any EEA Member State that has implemented Directive 2003/71/EC (together with any applicable implementing measures in any Member State, the Prospectus Directive) before the date of publication of an approved prospectus in relation to such notes which has been approved by the competent authority in that Member State in accordance with the Prospectus Directive (or, where appropriate, published in accordance with the Prospectus Directive and notified to the competent authority in that Member State in accordance with the Prospectus Directive), the offer (including any offer pursuant to this document) is only addressed to qualified investors in that Member State within the meaning of the Prospectus Directive or has been or will be made otherwise in circumstances that do not require us to publish a prospectus pursuant to the Prospectus Directive.

In the United Kingdom, this prospectus supplement and the attached prospectus is only being distributed to and is only directed at (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the Order) or (ii) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as relevant persons). In the United Kingdom, this prospectus supplement and the attached prospectus and any of their contents must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this prospectus supplement relates is available only to relevant persons and will be engaged in only with relevant persons.

Total Capital s and TOTAL s headquarters are located at 2, place Jean Millier, La Défense 6, 92400 Courbevoie, France.

In this prospectus, references to United States dollars , U.S. dollars , dollars , US$ and $ are to the currency of the United States and references to euros and are to the single European currency adopted by certain participating member countries of the European Union.

Table of Contents

RISK FACTORS

Investing in the securities offered using this prospectus involves risk. You should consider carefully the risks described below, together with the risks described in the documents incorporated by reference into this prospectus, and any risk factors included in the attached prospectus, before you decide to buy our notes. If any of these risks actually occurs, our business, financial condition and results of operations could suffer, and the trading price and liquidity of the securities offered using this prospectus could decline, in which case you may lose all or part of your investment.

Risks related to the offering and owning the notes

Since TOTAL is a holding company and currently conducts its operations through subsidiaries, your right to receive payments on the notes and the guarantee is subordinated to the other liabilities of TOTAL s subsidiaries.

TOTAL is organized as a holding company, and substantially all of its operations are carried on through subsidiaries. TOTAL s principal source of income is the dividends and distributions it receives from its subsidiaries. On an unconsolidated basis, TOTAL s obligations consisted of 33,698 million of debt as of March 31, 2010. TOTAL s ability to meet its financial obligations is dependent upon the availability of cash flows from its domestic and foreign subsidiaries and affiliated companies through dividends, intercompany advances, management fees and other payments. TOTAL s subsidiaries are not guarantors on the notes. Moreover, these subsidiaries and affiliated companies are not required and may not be able to pay dividends to TOTAL. Claims of the creditors of TOTAL s subsidiaries have priority as to the assets of such subsidiaries over the claims of creditors of TOTAL. Consequently, holders of Total Capital s notes that are guaranteed by TOTAL are in fact structurally subordinated, on TOTAL s insolvency, to the prior claims of the creditors of TOTAL s subsidiaries.

In addition, some of TOTAL s subsidiaries are subject to laws restricting the amount of dividends they may pay. For example, these laws may prohibit dividend payments when net assets would fall below subscribed share capital, when the subsidiary lacks available profits or when the subsidiary fails to meet certain capital and reserve requirements. For example, French law prohibits those subsidiaries incorporated in France from paying dividends unless these payments are made out of distributable profits. These profits consist of accumulated, realized profits, which have not been previously utilized, less accumulated, realized losses, which have not been previously written off. Other statutory and general law obligations may also affect the ability of directors of TOTAL s subsidiaries to declare dividends and the ability of our subsidiaries to make payments to us on account of intercompany loans.

Since the notes are unsecured, your right to receive payments may be adversely affected.

The notes will be unsecured. The notes are not subordinated to any of our other debt obligations, and therefore they will rank equally with all our other unsecured and unsubordinated indebtedness (save for certain mandatory exceptions provided by French law). There is no limitation on TOTAL s or Total Capital s ability to issue secured debt. As of March 31, 2010, TOTAL had approximately 303 million of consolidated secured indebtedness outstanding and Total Capital had no secured indebtedness outstanding. If Total Capital, as issuer of the notes, defaults on the notes or TOTAL, as guarantor, defaults on the guarantee, or after bankruptcy, liquidation or reorganization, then, to the extent the relevant obligor has granted security over its assets, the assets that secure that entity s debts will be used to satisfy the obligations under that secured debt before the obligor can make payment on the notes or the guarantee. There may only be limited assets available to make payments on the notes or the guarantee in the event of an acceleration of the notes. If there is not enough collateral to satisfy the obligations of the secured debt, then the remaining amounts on the secured debt would share equally with all unsubordinated unsecured indebtedness (save for certain mandatory exceptions provided by French law).

At any point in time there may or may not be an active trading market for our notes.

At any point in time there may or may not be an active trading market for our notes. We have not and do not intend to list the notes on any securities exchange or automated quotation system. In addition, underwriters, broker-dealers and agents that participate in the distribution of the notes may make a market in the notes as permitted by applicable laws and regulations but will have no obligation to do so, and any such market-making activities with respect to the notes may be discontinued at any time without notice. If any of the notes are traded after their initial issuance, they may trade at a discount from their initial offering price. Among the factors that could cause the notes to trade at a discount are: an increase in prevailing interest rates; a decline in our credit worthiness; the time remaining to the maturity; a weakness in the market for similar securities; and declining general economic conditions.

Table of Contents

CAPITALIZATION AND INDEBTEDNESS OF TOTAL

(Unaudited)

The following table sets out the unaudited consolidated capitalization and long-term indebtedness, as well as short-term indebtedness, of the Group as of March 31, 2010, prepared on the basis of IFRS.

	At March 31, 2010	
(In millions of euros)	**Actual**	**As adjusted(1)**
Current financial debt, including current portion of non-current financial debt		
Current portion of non-current financial debt	1,826	1,826
Current financial debt	5,014	5,014
Current portion of financial instruments for interest rate swaps liabilities	151	151
Other current financial instruments liabilities	163	163
Total current financial debt	**7,154**	**7,154**
Non-current financial debt	**19,727**	**21,760**
Minority interests	**1,083**	**1,083**
Shareholders equity		
Common shares	5,871	5,871
Paid-in surplus and retained earnings	58,026	58,026
Currency translation adjustment	(3,010)	(3,010)
Treasury shares	(3,604)	(3,604)
Total shareholders equity	**57,283**	**57,283**
Total capitalization and non-current indebtedness	**78,093**	**80,126**

(1) As adjusted to reflect the issuance of debt securities offered pursuant to this prospectus supplement translated from U.S. dollars into euro using the June 16, 2010 European Central Bank reference exchange rate of 1=$1.23 for a total amount of approximately 2,033 million.

As of March 31, 2010, TOTAL had an authorized share capital of 3,381,921,458 ordinary shares with a par value of 2.50 per share, and an issued share capital of 2,348,587,570 ordinary shares (including 114,946,928 treasury shares from shareholders equity).

As of March 31, 2010, approximately 303 million of TOTAL s non-current financial debt was secured and approximately 19,424 million was unsecured, and all of TOTAL s current financial debt of 5,014 million was unsecured. As of March 31, 2010, TOTAL had no outstanding guarantees from third parties relating to its consolidated indebtedness. For more information about TOTAL s commitments and contingencies, see Note 23 of the Notes to TOTAL s audited consolidated financial statements in its Annual Report on Form 20-F for the year ended December 31, 2009. Since March 31, 2010, Total Capital has issued approximately 68 million (after swaps) of non-current financial debt.

Except as disclosed herein, there have been no material changes in the consolidated capitalization, indebtedness and contingent liabilities of TOTAL since March 31, 2010.

Table of Contents

DESCRIPTION OF NOTES

This section outlines the specific financial and legal terms of the notes that are more generally described under Description of Debt Securities and Guarantee beginning on page 5 of the prospectus that is attached to this prospectus supplement. If anything described in this section is inconsistent with the terms described under Description of Debt Securities and Guarantee in the attached prospectus, the terms described below shall prevail.

The term notes shall mean the notes of each series originally issued on the original issuance date taken together with any additional notes of the same series subsequently issued.

Issuer: Total Capital.

Guarantor: TOTAL S.A.

Title: 3.000% Guaranteed Notes due June 24, 2015 (the Five-Year Notes).
4.450% Guaranteed Notes due June 24, 2020 (the Ten-Year Notes and, together with the Five-Year Notes, the notes).

Total initial principal amount of Five-Year Notes being issued: $1,250,000,000.
Total initial principal amount of Ten-Year Notes being issued: $1,250,000,000.

Public Offering Price for the Five-Year Notes: 99.609%.
Public Offering Price for the Ten-Year Notes: 99.601%.

Issuance date: June 24, 2010.

Maturity date: The Five-Year Notes will mature on June 24, 2015.
The Ten-Year Notes will mature on June 24, 2020.

Interest rate: The Five-Year Notes will bear interest at the rate of 3.000% per annum.
The Ten-Year Notes will bear interest at the rate of 4.450% per annum.

Day count: Interest will be calculated on the basis of a 360-day year consisting of twelve 30-day months.

Date interest starts accruing: June 24, 2010.

Interest due dates: Each June 24 and December 24.

First interest due date: December 24, 2010.

Regular record dates for interest: Each June 9 and December 9.

Business Day: If any payment is due in respect of the notes on a day that is not a business day, it will be made on the next following business day, provided that no interest will accrue on the payment so deferred. A business day for these purposes is any weekday on which banking or trust institutions in the City of New York are not authorized generally or obligated by law, regulation or executive order to close.

Guarantee: Payment of the principal of, premium, if any, and interest on the notes is guaranteed by TOTAL. For more information about the guarantee, you should read Description of Debt Securities and Guarantee beginning on page 5 of the attached prospectus.

Ranking: The notes and the guarantees will constitute unsecured and unsubordinated indebtedness of Total Capital and TOTAL S.A., respectively, and will rank equally with all other unsecured and unsubordinated indebtedness from time to time outstanding.

Name of depositary: The Depository Trust Company, commonly referred to as DTC .

Form of notes: The notes will be issued as one or more global securities. You should read Description of Debt Securities and Guarantee Legal Ownership Global Securities beginning on page 7 of the attached prospectus for more information about global securities. The notes will be issued in the form of global securities deposited with DTC and registered in the name of Cede & Co, as the nominee of DTC. Beneficial interests in the notes may be held through DTC, Clearstream or Euroclear. For more information about global securities held through DTC, Clearstream or Euroclear, you should read Clearance and Settlement beginning on page 16 of the prospectus.

Redemption: The notes are not redeemable, except (i) as described under Description of Debt Securities and Guarantee Optional Tax Redemption beginning on page 14 of the attached prospectus; the provisions for optional tax redemption described therein will apply to changes in tax treatment occurring after the issuance date; at maturity, the notes will be repaid at par; and (ii) as described below under Optional make-whole redemption .

Optional make-whole redemption: We have the right to redeem the notes, in whole or in part, at any time and from time to time at a redemption price equal to the greater of (i) 100% of the principal amount of the notes to be redeemed and (ii) the sum of the present values of the remaining scheduled payments of principal and interest on the notes to be redeemed (not including any portion of payments of interest accrued to the redemption date) discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the treasury rate plus 20 basis points with respect to the Five-Year Notes and 20 basis points with respect to the Ten-Year Notes, plus accrued and unpaid interest to the date of redemption.

For purposes of determining the optional make-whole redemption price, the following definitions are applicable.

Treasury rate means, with respect to any redemption date, the rate per year equal to the semi-annual equivalent yield to maturity or interpolated (on a day count basis) of the comparable treasury issue, assuming a price for the comparable treasury issue (expressed as a percentage of its principal amount) equal to the comparable treasury price for such redemption date.

Comparable treasury issue means the U.S. Treasury security or securities selected by the quotation agent as having an actual or interpolated maturity comparable to the remaining term of the applicable series of notes to be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of such notes.

Comparable treasury price means, with respect to any redemption date, the average of the reference treasury dealer quotations for such redemption date.

Quotation agent means one of the reference treasury dealers appointed by us. Reference treasury dealer means each of Banc of America Securities LLC, Barclays Capital Inc. and HSBC Securities (USA) Inc. or its affiliates which are primary U.S. government securities dealers, and their respective successors, and three other primary U.S. government securities dealers selected by us, provided, however, that if any of the foregoing shall cease to be a primary U.S. government securities dealer in the United States (a primary treasury dealer), we shall substitute therefor another primary treasury dealer.

Reference treasury dealer quotations means with respect to each reference treasury dealer and any redemption date, the average, as determined by the quotation agent, of the bid and asked prices for the comparable treasury issue (expressed in each case as a percentage of its principal amount) quoted in writing to the quotation agent by such reference treasury dealer at 3:30 p.m. New York time on the third business day preceding such redemption date.

Additional Amounts: We will make payments on the notes without withholding any taxes unless otherwise required to do so by law. If the Republic of France or any tax authority therein requires Total Capital or TOTAL to withhold or deduct amounts from payment on a note or any amounts to be paid under the guarantee in respect of the notes or as additional amounts for or on account of taxes or any other governmental charges, or any other jurisdiction requires such withholding or deduction as a result of a merger or similar event, Total Capital or TOTAL may be required to pay you an additional amount so that the net amount you receive will be the amount specified in the note to which you are entitled as more fully described in the attached prospectus.

Sinking fund: There is no sinking fund.

Table of Contents

Trustee: Total Capital will issue the notes under an indenture with The Bank of New York Mellon, as trustee, entered into on October 2, 2009, which is referred to on page 5 of the attached prospectus.

Net proceeds: The net proceeds will be $2,486,000,000 (before expenses).

Listing: We do not plan to have the notes listed on any securities exchange or included in any quotation system.

Risk factors: You should read carefully all of the information in this prospectus supplement and the attached prospectus, which includes information incorporated by reference. In particular, you should evaluate the specific factors under Risk Factors beginning on page S-3 of this prospectus supplement, on page 2 of the attached prospectus and on page 4 of our Annual Report on Form 20-F for the fiscal year ended December 31, 2009 for risks involved with an investment in the notes.

Further issues: We may issue notes of the same series as either series of the notes offered hereby without the consent of holders of such series of notes. Any additional notes so issued will have the same terms as the existing notes in all respects (except for the first interest payment on the new notes, if any), so that such additional notes will be consolidated and form a single series with the existing notes.

Expected ratings of the notes: Moody s: Aa1/Stable; Standard & Poor s: AA/Negative. Ratings are not a recommendation to purchase, hold or sell notes, inasmuch as the ratings do not comment as to market price or suitability for a particular investor. The ratings are based upon current information furnished to the rating agencies by the Total Capital and TOTAL S.A. and information obtained by the rating agencies from other sources. The ratings are only accurate as of the date thereof and may be changed, superseded or withdrawn as a result of changes in, or unavailability of, such information, and therefore a prospective purchaser should check the current ratings before purchasing the notes. Each rating should be evaluated independently of any other rating.

Governing law and jurisdiction: The indenture and the notes are governed by New York law. Any legal proceeding arising out of or based upon the indenture and the notes may be instituted in any state or federal court in the Borough of Manhattan in New York City, New York.

Timing and delivery: We currently expect delivery of the notes to occur on or about June 24, 2010, which will be the fifth business day following the initial date of trading of the notes (such settlement cycle being referred to as T+5). Under applicable rules and regulations, trades in the secondary market generally are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade notes on the initial trading date of the notes and the next succeeding business day will be required, by virtue of the fact that the notes initially will settle in T+5, to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement. Purchasers of notes who wish to trade notes on the initial date of trading of the notes or the next succeeding business day should consult their own advisor.

CUSIP/ISIN Five-Year Notes: 89152U AC6/US89152UAC62.

CUSIP/ISIN Ten-Year Notes: 89152U AD4/US89152UAD46.

USE OF PROCEEDS

We estimate that the net proceeds (after deducting underwriting discounts and commissions but before expenses of the offering) from the sale of the notes will be approximately $2,486,000,000. We intend to use the proceeds from the sale of the notes for general corporate purposes.

EXCHANGE RATE INFORMATION

TOTAL publishes its consolidated financial statements in euros. As used in this prospectus supplement, the term Noon Buying Rate refers to the rate of exchange for euros, expressed in U.S. dollars per euro, as announced by The Federal Reserve Bank of New York for customs purposes as the rate in The City of New York for cable

Table of Contents

transfers payable in foreign currencies. Effective January 1, 2009, The Federal Reserve Bank discontinued the daily publication of Noon Buying Rates.

The following tables set out the average dollar/euro exchange rate for the years indicated, based on the Noon Buying Rate expressed in dollars per 1.00. Such rates are not used by TOTAL in preparation of its consolidated financial statements. No representation is made that the euro could have been converted into dollars at the rates shown or at any other rates for such periods or at such dates.

DOLLAR/EURO EXCHANGE RATES

Year	**Average Rate (a)**
2005	1.24
2006	1.26
2007	1.37
2008	1.47
2009	1.40

(a) *The average of the Noon Buying Rate expressed in dollars/euro on the last business day of each full month during the relevant year.*

The table below shows the high and low dollar/euro exchange rates for the six months listed below based on the Noon Buying Rate expressed in dollars per euro.

DOLLAR/EURO EXCHANGE RATES

Period	**High**	**Low**
December 2009	1.51	1.42
January 2010	1.45	1.39
February 2010	1.40	1.35
March 2010	1.38	1.33
April 2010	1.37	1.31
May 2010	1.32	1.22

The European Central Bank reference exchange rate on June 11, 2010 for the dollar against the euro was $1.21/ .

Table of Contents

UNDERWRITING

Subject to the terms and conditions of the Purchase Agreement with Total Capital and TOTAL, dated the date of this prospectus supplement, each of the underwriters has severally agreed to purchase, and we have agreed to sell to each underwriter, the principal amount of notes set forth opposite the name of each underwriter:

Underwriters	Principal Amount of Five-Year Notes	Principal Amount of Ten-Year Notes
Banc of America Securities LLC	$ 250,000,000	$ 250,000,000
Barclays Capital Inc.	$ 250,000,000	$ 250,000,000
HSBC Securities (USA) Inc.	$ 250,000,000	$ 250,000,000
Credit Suisse Securities (USA) LLC	$ 250,000,000	$ 250,000,000
UBS Securities LLC	$ 250,000,000	$ 250,000,000
Total	$ 1,250,000,000	$ 1,250,000,000

The notes are a new issue of securities with no established trading market. We do not plan to have the notes listed on any securities exchange or included in any quotation system and there may be little or no secondary market for the notes. Total Capital and TOTAL have been advised by the underwriters that they intend to make a market in the notes but are not obligated to do so and may discontinue market making at any time without notice. No assurance can be given as to the liquidity of the trading market for the notes.

Delivery of the notes will be made against payment on June 24, 2010. Under Rule 15c6-1 of the Securities and Exchange Commission under the Securities Exchange Act of 1934, trades of securities in the secondary market generally are required to settle in three business days, referred to as T+3, unless the parties to a trade agree otherwise. Accordingly, by virtue of the fact that the initial delivery of the notes will not be made on a T+3 basis, investors who wish to trade the notes before a final settlement will be required to specify an alternative settlement cycle at the time of any such trade to prevent a failed settlement. See Description of Notes Timing and Delivery.

The underwriters and their affiliates have provided from time to time, and expect to provide in the future, investment and commercial banking and financial advisory services (including entering into swap arrangements) to TOTAL and its affiliates in the ordinary course of business, for which they have received and may continue to receive customary fees and commissions.

The underwriters have advised us that they propose to offer the notes, initially, to the public at the public offering prices set forth on the cover of this prospectus supplement and may offer the notes to dealers at those prices less a concession not in excess of 0.100% of the principal amount of the Five-Year Notes and 0.125% of the principal amount of the Ten-Year Notes. After the initial public offering, the public offering price may be changed.

In connection with the offering, the underwriters may purchase and sell notes in the open market. These transactions may include short sales, stabilizing transactions and purchases to cover positions created by short sales. Short sales involve the sale by the underwriters of a greater number of notes than they are required to purchase in the offering. Stabilizing transactions consist of certain bids or purchases made for the purpose of preventing or retarding a decline in the market price of the notes while the offering is in progress.

These activities by the underwriters may stabilize, maintain or otherwise affect the market price of the notes. As a result, the price of the notes may be higher than the price that otherwise might exist in the open market. If these activities are commenced, they may be discontinued by the underwriters at any time. These transactions may be effected in the over-the-counter market or otherwise.

Total Capital and TOTAL have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act of 1933.

Table of Contents

Each underwriter has represented, warranted and agreed that:

European Economic Area

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State), with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the Relevant Implementation Date) it has not made and will not make an offer of the notes which are the subject of the offering contemplated in this prospectus supplement (the Offered Securities) to the public in that Relevant Member State, except that it may, with effect from and including the Relevant Implementation Date, make an offer of such Offered Securities to the public in that Relevant Member State:

(a) at any time to legal entities which are authorized or regulated to operate in the financial markets or, if not so authorized or regulated, whose corporate purpose is solely to invest in securities;

(b) at any time to any legal entity which has two or more of (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than 43,000,000; and (3) an annual net turnover of more than 50,000,000, as shown in its last annual or consolidated accounts; or