

**TOTAL**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE FIRST NINE MONTHS OF 2012**  
*(unaudited)*

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**1) Accounting policies**

The interim consolidated financial statements of TOTAL S.A. and its subsidiaries (the Group) as of September 30, 2012 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, 2012 do not differ significantly from those applied for the consolidated financial statements as of December 31, 2011 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 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, 2011.

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.

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

➤ **Upstream**

- TOTAL finalized in February 2012 the acquisition in Uganda of a one-third interest in Blocks 1, 2 and 3A held by Tullow Oil plc for €1,159 million (\$1,484 million), entirely consisting of mineral interests. TOTAL has 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. TOTAL is the operator of Block 1.
- TOTAL finalized during the first half 2012 the acquisition of an additional 1.07% interest in Novatek for an amount of €324 million (\$423 million), increasing TOTAL's overall interest in Novatek to 15.16%.

➤ **Holding**

- During the first nine months of the financial year 2012, TOTAL gradually sold its remaining interest in Sanofi, generating a net capital gain of €355 million after tax. As at the 30<sup>th</sup> September 2012 the Group retains no further interest in the capital of Sanofi.

### 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.

Until June 30, 2012, the Group's activities were conducted through three business segments as follows:

- the Upstream segment including the activities of the Exploration & Production, and the Gas & New Energies division;
- a Refining-Chemicals segment that is a major industrial hub combining the activities of refining, petrochemicals, fertilizers and speciality chemicals operations. This segment also includes Trading & Shipping activities ;
- a Supply & Marketing segment that is dedicated to the global supply and marketing of petroleum products .

In November 2011, the Group launched a review of the Gas & New Energies division. Subsequent to information and consultation process with employee representatives this reorganization has become effective as of July 1<sup>st</sup>, 2012 and the Group's activities are now conducted through three business segments as follows:

- an Upstream segment including the activities of the Exploration & Production division and the Gas & Power division;
- a Refining & Chemicals segment that is a major production hub combining TOTAL's refining, petrochemicals, fertilizers and speciality chemicals operations. This segment also includes Trading & Shipping activities;
- a Supply & Marketing segment comprising the global supply and marketing of petroleum products and the New Energies division.

Furthermore, the Corporate segment includes the operating and financial activities of the holding companies.

As a result, information by business segment for comparative periods has been restated under the new organization effective as from July 1, 2012.

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 Refining & Chemicals and Supply & Marketing 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

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.

The adjusted results (adjusted operating income, adjusted net operating income, adjusted net income) are defined as replacement cost results, adjusted for special items and the effect of changes in fair value.

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

#### ADJUSTMENTS TO OPERATING INCOME

(M€)		Upstream	Refining Chemicals	Supply Marketing	Corporate	Total
<b>3<sup>rd</sup> quarter 2012</b>	Inventory valuation effect	-	627	139	-	766
	Effect of changes in fair value	(8)	-	-	-	(8)
	Restructuring charges	-	(4)	(12)	-	(16)
	Asset impairment charges	(1,134)	-	-	-	(1,134)
	Other items	3	(32)	(183)	-	(212)
<b>Total</b>		<b>(1,139)</b>	<b>591</b>	<b>(56)</b>	-	<b>(604)</b>
<b>3<sup>rd</sup> quarter 2011</b>	Inventory valuation effect	-	(121)	9	-	(112)
	Effect of changes in fair value	(14)	-	-	-	(14)
	Restructuring charges	-	-	-	-	-
	Asset impairment charges	(75)	(170)	-	-	(245)
	Other items	-	(71)	(10)	-	(81)
<b>Total</b>		<b>(89)</b>	<b>(362)</b>	<b>(1)</b>	-	<b>(452)</b>
<b>9 months 2012</b>	Inventory valuation effect	-	172	56	-	228
	Effect of changes in fair value	(22)	-	-	-	(22)
	Restructuring charges	-	(4)	(60)	-	(64)
	Asset impairment charges	(1,134)	-	-	-	(1,134)
	Other items	(15)	(32)	(183)	(88)	(318)
<b>Total</b>		<b>(1,171)</b>	<b>136</b>	<b>(187)</b>	<b>(88)</b>	<b>(1,310)</b>
<b>9 months 2011</b>	Inventory valuation effect	-	904	253	-	1,157
	Effect of changes in fair value	15	-	-	-	15
	Restructuring charges	-	-	-	-	-
	Asset impairment charges	(75)	(170)	-	-	(245)
	Other items	-	(120)	(24)	-	(144)
<b>Total</b>		<b>(60)</b>	<b>614</b>	<b>229</b>	-	<b>783</b>

#### ADJUSTMENTS TO NET INCOME GROUP SHARE

(M€)		Upstream	Refining Chemicals	Supply Marketing	Corporate	Total
<b>3<sup>rd</sup> quarter 2012</b>	Inventory valuation effect	-	444	80	-	524
	Effect of changes in fair value	(6)	-	-	-	(6)
	Restructuring charges	-	(18)	(15)	-	(33)
	Asset impairment charges	(737)	-	-	-	(737)
	Gains (losses) on disposals of assets	-	-	-	202	202
	Other items	(69)	(60)	(104)	1	(232)
<b>Total</b>		<b>(812)</b>	<b>366</b>	<b>(39)</b>	<b>203</b>	<b>(282)</b>
<b>3<sup>rd</sup> quarter 2011</b>	Inventory valuation effect	-	(93)	6	-	(87)
	Effect of changes in fair value	(10)	-	-	-	(10)
	Restructuring charges	-	(35)	(21)	-	(56)
	Asset impairment charges	(75)	(169)	(7)	-	(251)
	Gains (losses) on disposals of assets	427	418	206	3	1,054
	Other items	(1)	(40)	(37)	(59)	(137)
<b>Total</b>		<b>341</b>	<b>81</b>	<b>147</b>	<b>(56)</b>	<b>513</b>
<b>9 months 2012</b>	Inventory valuation effect	-	120	35	-	155
	Effect of changes in fair value	(17)	-	-	-	(17)
	Restructuring charges	-	(18)	(55)	-	(73)
	Asset impairment charges	(737)	-	(20)	(18)	(775)
	Gains (losses) on disposals of assets	-	-	-	355	355
	Other items	(76)	(60)	(104)	(372)	(612)
<b>Total</b>		<b>(830)</b>	<b>42</b>	<b>(144)</b>	<b>(35)</b>	<b>(967)</b>
<b>9 months 2011</b>	Inventory valuation effect	-	629	156	-	785
	Effect of changes in fair value	12	-	-	-	12
	Restructuring charges	-	(35)	(21)	-	(56)
	Asset impairment charges	(75)	(169)	(54)	-	(298)
	Gains (losses) on disposals of assets	591	418	206	55	1,270
	Other items	(179)	(139)	(49)	(59)	(426)
<b>Total</b>		<b>349</b>	<b>704</b>	<b>238</b>	<b>(4)</b>	<b>1,287</b>

On September 30th, 2012, due to the continuing weakness of US market prices for gas (Henry Hub), the Group reviewed the value of its shale gas assets in the basin of the Barnett in the US and impaired €1,134 million (\$1,453 million) before tax (€737 million after tax).

For the first nine months of 2012, the section "Other elements" contains the impact in deferred taxes, for the amount of €(70) million, for the change in tax treatment of site restoration costs in the United Kingdom, the House of Commons having voted for a reduction in the rate of deductibility of site restoration costs as part of the 2012 Finance Bill, promulgated on the 3<sup>rd</sup> July 2012.

This column also contains the impact on the Group net income, for the amount of €(191) million, of the exceptional tax of 4% of the value of oil inventory established by the corrective finance law for 2012 ("*projet de loi de finances rectificative pour 2012*"). This exceptional contribution is payable by any person, except the French State, that owns volumes of certain types of petroleum products located in the territory of metropolitan France.

#### **4) Shareholders' equity**

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

As of September 30, 2012, TOTAL S.A. held 8,062,363 of its own shares, representing 0.34% of its share capital, detailed as follows:

- 8,053,549 shares allocated to TOTAL restricted shares plans for Group employees; and
- 8,814 shares intended to be allocated to new TOTAL share purchase option plans or to new restricted shares plans.

These 8,062,363 shares are deducted from the consolidated shareholders' equity.

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

As of September 30, 2012, 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 controlled by TOTAL S.A.;
- 98,307,596 shares held by subsidiaries of Elf Aquitaine (Financière Valorgest, Sogapar and Fingestval), 100% indirectly controlled by TOTAL S.A.

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

##### **Dividend**

The shareholders' meeting on May 11, 2012 approved the payment of a cash dividend of €2.28 per share for the 2011 fiscal year. Taking into account three quarterly interim dividends of €0.57 per share that have already been paid on September 22, 2011, December 22, 2011 and March 22, 2012, the remaining balance of €0.57 per share was paid on June 21, 2012.

A first quarterly dividend for the fiscal year 2012 of €0.57 per share, decided by the Board of Directors on April 26, 2012, was paid on September 27, 2012.

A second quarterly dividend for the fiscal year 2012 of €0.59 per share, decided by the Board of Directors on July 26, 2012, will be paid on December 20, 2012 (the ex-dividend date will be December 17, 2012).

A third quarterly dividend for the fiscal year 2012 of €[0.59] per share, decided by the Board of Directors on October 30, 2012, will be paid on March 21, 2013 (the ex-dividend date will be March 18, 2013).

Finally, an additional tax to corporate income tax of 3 %, due on dividends distributed by French companies or foreign organizations subject to income tax in France, was established by the corrective finance act for 2012. This new tax is liable on amounts distributed, the payment of which was due from August 17th, 2012, the effective date of the law.

In relation to the 1<sup>st</sup> and 2<sup>nd</sup> quarter distributions, the impact of this additional tax for the Group is a charge of €80 million. This additional tax is not tax deductible.

## 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 2012	9 months 2011
<b>Currency translation adjustment</b>	<b>299</b>	<b>(335)</b>
- unrealized gain/(loss) of the period	296	(318)
- less gain/(loss) included in net income	(3)	17
<b>Available for sale financial assets</b>	<b>(342)</b>	<b>41</b>
- unrealized gain/(loss) of the period	69	79
- less gain/(loss) included in net income	411	38
<b>Cash flow hedge</b>	<b>36</b>	<b>(89)</b>
- unrealized gain/(loss) of the period	87	(75)
- less gain/(loss) included in net income	51	14
<b>Share of other comprehensive income of equity affiliates, net amount</b>	<b>191</b>	<b>(234)</b>
<b>Other</b>	<b>(15)</b>	<b>(4)</b>
- unrealized gain/(loss) of the period	(15)	(4)
- less gain/(loss) included in net income	-	-
<b>Tax effect</b>	<b>72</b>	<b>53</b>
<b>Total other comprehensive income, net amount</b>	<b>241</b>	<b>(568)</b>

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

(M€)	9 months 2012			9 months 2011		
	Pre-tax amount	Tax effect	Net amount	Pre-tax amount	Tax effect	Net amount
Currency translation adjustment	299		299	(335)		(335)
Available for sale financial assets	(342)	88	(254)	41	22	63
Cash flow hedge	36	(16)	20	(89)	31	(58)
Share of other comprehensive income of equity affiliates, net amount	191		191	(234)		(234)
Other	(15)		(15)	(4)		(4)
<b>Total other comprehensive income</b>	<b>169</b>	<b>72</b>	<b>241</b>	<b>(621)</b>	<b>53</b>	<b>(568)</b>

## **5) Financial debt**

The Group issued bonds through its subsidiary Total Capital International during the first nine months of 2012:

- Bond 4.875% 2012-2017 (100 million AUD)
- Bond 1.500% 2012-2017 (1,000 million USD)
- Bond 2.875% 2012-2022 (1,000 million USD)
- Bond 4.125% 2012-2017 (150 million AUD)
- Bond 1.550% 2012-2017 (1,500 million USD)
- Bond 2,250% 2012-2016 (600 million NOK)
- Bond 2,250% 2012-2017 (850 million NOK)
- Bond 2.125% 2012-2023 (500 million EUR)
- Bond 0.750% 2012-2016 (500 million USD)
- Bond 2.700% 2012-2023 (1,000 million USD)

The Group reimbursed bonds during the first nine months of 2012:

- Bond 2.125% 2005-2012 (500 million CHF)
- Bond 3.250% 2005-2012 (650 million EUR)
- Bond 5.890% 2002-2012 (20 million USD)
- Bond 4.125% 2006-2012 (200 million CAD)
- Bond 5.625% 2006-2012 (100 million AUD)
- Bond 4.625% 2005-2012 (450 million GBP)
- Bond 5.000% 2007-2012 (900 million USD)
- Bond 6.500% 2007-2012 (100 million AUD)
- Bond 6.000% 2008-2012 (500 million NOK)
- Bond 6.500% 2005-2012 (100 million NZD)
- Bond 5.750% 2005-2012 (100 million AUD)
- Bond 3.625% 2008-2012 (200 million CHF)

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 2012.

## 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

The principal antitrust proceedings in which the Group's companies are involved are described thereafter.

#### *Refining & Chemicals*

- 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 a guarantee for potential monetary consequences related to antitrust proceedings arising from events prior to the spin-off.

This guarantee covers, for a period of ten years from the date of the spin-off, 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 this guarantee, in Europe.

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, this guarantee will become void.

- In the United States, civil liability lawsuits, for which TOTAL S.A. has been named as the parent company, have been closed without 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 to which an amount of €31.31 million of interest has been added as explained hereinafter.

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 have contested their liability based solely on their status as parent companies and appealed for cancellation and reformation of the rulings, some of them were rejected.

By the end of the 2012 third quarter, four of these proceedings are definitively closed for TOTAL S.A. and Elf Aquitaine as well as for Arkema, one remains pendant before the relevant EU court.

With the exception of the €31.31 million of interest paid in 2011 in accordance with one of the decisions referred hereinabove, the evolution of the proceedings during the three 2012 first quarters did not modify the global amount assumed by the Group in execution of the guarantee.

In addition, civil proceedings against Arkema and other groups of companies were initiated in 2009 and 2011, respectively, before the German and Dutch courts by third parties for alleged damages pursuant to two of the above mentioned legal proceedings. TOTAL S.A. was summoned to serve notice of the dispute before the German court. At this point, the probability of a favorable verdict and the financial impacts of these proceedings are uncertain due to the number of legal difficulties they give rise to, the lack of documented claims and evaluations of the alleged damages.

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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.

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 before the spin-off.

Within the framework of all of the legal proceedings described above, a €17 million reserve remains booked in the Group's consolidated financial statements as of September 30, 2012.

#### **Supply & Marketing**

- 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 €20.25 million in 2006, for which TOTAL S.A. was held jointly liable for €13.5 million. TOTAL S.A. lodged an appeal against this decision that was dismissed end of September 2012.
- 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 a product line of the Supply & Marketing segment, 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. The appeal against this decision is still pending before the relevant European court.
- In addition, civil proceedings against TOTAL S.A and Total Raffinage Marketing and other companies were initiated before UK and Dutch courts by third parties for alleged damages in connection with the prosecutions brought by the European Commission. 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.

Within the framework of the legal proceedings described above, a €30 million reserve is booked in the Group's consolidated financial statements as of September 30, 2012.

Whatever the evolution of the 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.

#### **Grande Paroisse**

An explosion occurred at the Grande Paroisse industrial site in the city of Toulouse in France on September 21, 2001. Grande Paroisse, a former subsidiary of Atofina which became a subsidiary of Elf Aquitaine Fertilisants on December 31, 2004, as part of the reorganization of the Chemicals segment, was principally engaged in the production and sale of agricultural fertilizers. The explosion, which involved a stockpile of ammonium nitrate pellets, destroyed a portion of the site and caused the death of thirty-one people, including twenty-one workers at the site, and injured many others. The explosion also caused significant damage to certain property in part of the city of Toulouse.

This plant has been closed and individual assistance packages have been provided for employees. The site has been rehabilitated.

On December 14, 2006, Grande Paroisse signed, under the supervision of the city of Toulouse, the deed whereby it donated the former site of the AZF plant to the greater agglomeration of Toulouse (CAGT) and the *Caisse des dépôts et consignations* and its subsidiary ICADE. Under this deed, TOTAL S.A. guaranteed the site restoration obligations of Grande Paroisse and granted a €10 million endowment to the InNaBioSanté research foundation as part of the setting up of a cancer research center at the site by the city of Toulouse.

Regarding the cause of the explosion, the hypothesis that the explosion was caused by Grande Paroisse through the accidental mixing of hundreds of kilos of a chlorine compound at a storage site for ammonium nitrate was discredited over the course of the investigation. As a result, proceedings against ten of the eleven Grande Paroisse employees charged during the criminal investigation conducted by the Toulouse Regional Court (*Tribunal de grande instance*) were dismissed and this dismissal was upheld on appeal. Nevertheless, the final experts' report filed on May 11, 2006 has continued to focus on the hypothesis of a chemical accident, although this hypothesis has not been confirmed during the attempt to reconstruct the accident at the site. After having articulated several hypotheses, the experts no longer maintain that the accident was caused by pouring a large quantity of a chlorine compound over ammonium nitrate. Instead, the experts have retained a scenario where a container of chlorine compound sweepings was poured between a layer of wet ammonium nitrate covering the floor and a quantity of dry agricultural nitrate at a location not far from the principal storage site. This is claimed to have caused an explosion which then spread into the main storage site. Grande Paroisse was investigated based on this new hypothesis in 2006; Grande Paroisse is contesting this explanation, which it believes to be based on elements that are not factually accurate.

All the requests for additional investigations that were submitted by Grande Paroisse, the former site manager and various plaintiffs were denied on appeal after the end of the criminal investigation procedure. On July 9, 2007, the



investigating judge brought charges against Grande Paroisse and the former plant manager before the criminal chamber of the Court of Appeal of Toulouse. In late 2008, TOTAL S.A. and Mr. Thierry Desmarest were summoned to appear in Court pursuant to a request by a victims association. The trial for this case began on February 23, 2009, and lasted approximately four months.

On November 19, 2009, the Toulouse Criminal Court acquitted both the former Plant Manager, and Grande Paroisse due to the lack of reliable evidence for the explosion. The Court also ruled that the summonses against TOTAL S.A. and Mr. Thierry Desmarest, Chairman and CEO at the time of the disaster, were inadmissible.

Due to the presumption of civil liability that applied to Grande Paroisse, the Court declared Grande Paroisse civilly liable for the damages caused by the explosion to the victims in its capacity as custodian and operator of the plant.

The Prosecutor's office, together with certain third parties, has appealed the Toulouse Criminal Court verdict. In order to preserve its rights, Grande Paroisse lodged a cross-appeal with respect to civil charges.

By its decision of September 24, 2012, the Court of Appeal of Toulouse (*Cour d'appel de Toulouse*) upheld the lower court verdict pursuant to which the summonses against TOTAL S.A. and Mr. Thierry Desmarest were determined to be inadmissible. This element of the decision has been appealed by certain third parties before the French Supreme Court (*Cour de cassation*).

The Court of Appeal considered, however, that the explosion was the result of the chemical accident described by the court-appointed experts. Accordingly, it convicted the former plant manager and Grande Paroisse. This element of the decision has been appealed by the former plant manager and Grande Paroisse before the French Supreme Court (*Cour de cassation*), which has the effect of suspending their criminal sentences.

A compensation mechanism for victims was set up immediately following the explosion. €2.3 billion was paid for the compensation of claims and related expenses amounts. As of September 30, 2012, a €17 million reserve remains recorded in the Group's consolidated balance sheet.

### **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 due to 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, 2012, stands at €3 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's 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 S.A. has appealed the verdict of January 16, 2008. In the meantime, it nevertheless proposed to pay third parties who so requested definitive and irrevocable compensation as determined by the *Tribunal*. Forty-two third parties have been compensated for an aggregate amount of €171.5 million.

By a decision dated March 30, 2010, the *Cour d'appel de Paris* upheld the lower Court verdict pursuant to which TOTAL S.A. was convicted of marine pollution and fined €375,000.

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 challenged the criminal law-related of this decision before the French Supreme Court (Cour de cassation).

By a decision dated September 25, 2012, the *Cour de cassation* has dismissed the appeal lodged by TOTAL S.A. and upheld the conviction of marine pollution. The *Cour de cassation* also quashed the appeal judgment and ruled that TOTAL S.A. bears civil liability. Consequently, TOTAL S.A. has been declared severally liable together with the Erika's inspection and classification firm, owner and manager to compensate the damages allocated to third parties by the *Cour d'appel de Paris* in 2010.

Nearly all the damages allocated to third parties have already been paid. Consequently, the decision of the *Cour de cassation* should not have a significant financial impact for the Group.

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. Blue Rapid and the Russian Olympic Committee appealed this decision to the French Supreme Court.

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 consultants concerning gas fields 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. The Company fully cooperates with these investigations.

Since 2010, the Company has been in discussions with U.S. authorities (DoJ and SEC) to consider, as it is often the case in these kinds of proceedings, an out-of-court settlement, which would terminate the investigation in exchange for TOTAL respecting a number of obligations, including the payment of a fine and civil compensation, without admission of guilt.

U.S. authorities have proposed draft agreements that could be accepted by TOTAL. Consequently, and although discussions have not yet been finalized, a provision of €308 million (\$398 million) reflecting the best estimate of potential costs associated with the resolution of these proceedings, remains booked in the Group's consolidated financial statements as of September 30, 2012.

In this same affair, TOTAL and its Chief Executive Officer, President of the Middle East at the time of the facts, have been placed under formal investigation, following a judicial inquiry initiated in France in 2006.

At this point, the Company considers that the resolution of these cases is not expected to have a significant impact on the Group's financial situation or consequences on its future planned operations.

## **Libya**

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.

### **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 introduced.

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 hearings are expected in the first quarter of 2013.

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.

## **Italy**

As part of an investigation led by the Prosecutor of the Republic of the Potenza Court, Total Italia and certain Group's employees are the subject of an investigation related to certain calls for tenders that Total Italia made for the preparation and development of an oil field. On February 16, 2009, as a preliminary measure before the proceedings go before the Court, the preliminary investigation judge of Potenza served notice to Total Italia of a decision that would suspend the concession for this field for one year. Total Italia has appealed the decision by the preliminary investigation judge before the Court of Appeal of Potenza. In a decision dated April 8, 2009, the Court reversed the suspension of the Gorgoglione concession and appointed for one year, *i.e.* until February 16, 2010, a judicial administrator to supervise the operations related to the development of the concession, allowing the Tempa Rossa project to continue.

The criminal investigation was closed in the first half of 2010.

In May 2012, the Judge of the preliminary hearing decided to dismiss the charges for some of the Goup's employees and refer the case for trial for a reduced number of charges. The trial started on September 26, 2012. In 2010, Total Italia's exploration and production operations were transferred to Total E&P Italia and refining and marketing operations were merged with those of Erg Petroli.

## **Rivunion**

On July 9, 2012, the Swiss *Tribunal Fédéral* (Switzerland's Supreme Court) rendered its decision against Rivunion, a wholly-owned subsidiary of Elf Aquitaine, confirming a tax reassessment in the amount of CHF 171 million (excluding interest for late payment, yet to be calculated by the competent authorities). According to the *Tribunal*, Rivunion was held liable as tax collector of withholding taxes owed by the beneficiaries of taxable services. Rivunion, in liquidation since March 12, 2002, unable to recover the amounts corresponding to the withholding taxes in restitution from said beneficiaries in order to meet its fiscal obligations, should undergo insolvency proceedings shortly.

## **Elgin**

Following a gas leak starting on March 25, 2012, from the G4 well on the platform of the Elgin field in the North Sea (United Kingdom), the production from the Elgin, Franklin and West Franklin fields was stopped and the site's personnel was evacuated. No injuries to personnel have occurred, and the risk to the environment is expected to be relatively minor.

TOTAL immediately launched its emergency response plan and mobilized crisis management teams. The Group also mobilized international well control experts.

As from April 6, 2012, teams comprised of TOTAL experts and specialists engaged by the Group conducted numerous missions to the Elgin platform in order to prepare and implement the intervention plans for controlling the leak from the G4 well.

On May 21, 2012, TOTAL confirmed, following five days of close monitoring, the success of the intervention conducted on May 15, 2012 to stop the gas leak of the G4 well. Injecting heavy mud into the G4 well allowed the regaining of control over the well. Since then, several inspection visits conducted on the wellhead platform have confirmed that the leak was completely stopped.

Following the success of this intervention, a new phase of the intervention plan was launched with the objective of completing the permanent plugging and abandonment procedure of the G4 well. Since June 2012, the Elgin complex has been progressively re-manned and, the operation to permanently secure the G4 well is in the process of being finalized following the implementation of the fifth cement plug.

In parallel, TOTAL and the British authorities are continuing their investigations to understand the reasons for the accident and determine the measures to be taken to allow the restart of production of the Elgin, Franklin and West Franklin fields in the best conditions.

TOTAL is the operator of the Elgin, Franklin and West Franklin fields and holds an interest of 46.17% since the end of 2011 via the Elgin Franklin Oil & Gas (EFOG) company. As of September 30, 2012, TOTAL estimates the impact generated by the loss of production from these three fields (Group share) at \$1.5 million (approximately €1.2 million) a day on the Group's net operating income.

## **Nigeria (OML 58)**

On April 3, 2012, TOTAL E&P Nigeria Ltd (TEPNG), a subsidiary of the Group, was informed about water and gas resurgence points observed in an uninhabited area close to its onshore gas production facilities on the OML 58 license. This event was the consequence of a technical incident that occurred March 20, 2012 on the Ibewa gas production site: a gas producing well (IBW16) was intersected during the drilling operations of a new well (OB127b), which resulted in gas flowing from the production well into intermediate geological layers. The Obite treatment gas plant was stopped and the other wells shut down and secured.

In close collaboration with representatives of the local communities and the Nigerian authorities, all necessary means to ensure the protection of nearby communities and personnel and to limit the impact on the environment have been immediately mobilized. Very important technical means, as well as experts of the Group and specialized companies have also been mobilized on site to regain control of the well and stop the flow of gas.

On May 18, 2012, TEPNG confirmed the success of the intervention conducted on the Ibewa 16 well to stop the gas leak. Cement plugs have been set to ensure the isolation of the reservoir. The activity of the gas resurgences decreased in intensity immediately after this intervention, and stopped within a few days. TOTAL teams are still maintaining a regular monitoring of the water and air quality. A comprehensive review of the environmental impact is underway in liaison with the authorities.

The Obite gas treatment plant was restarted, with the exception of wells damaged by the incident, and gas production from the site was resumed, finding a level close to the pre-incident levels up until the 7<sup>th</sup> October 2012.

TOTAL E&P Nigeria Ltd operates the OML 58 license as part of the joint venture between TOTAL and the Nigerian National Petroleum Corporation, and holds a 40% stake in this permit. As of September 30, 2012, TOTAL estimates the total impact of the loss of production generated by the above incident at about \$32 million (around €25 million) on the Group's net operating income.

For these two events, in line with industry practice and local regulation, TOTAL has insurance policies in place.

The actions taken to resolve the Elgin and OML 58 situations described above, led to the accounting of a €63 million charge in net operating income in the Group's consolidated financial statements as of September 30, 2012. This amount will be reevaluated in light of future events.

The flooding that is occurring in several countries of the Gulf of Guinea, including Nigeria, has had some impact on several onshore facilities. With respect to Total E&P Nigeria, facilities of OML58 are shutdown since October 7, 2012. Total has established an assistance program to provide support to the local population affected.

### **Yemen**

The Yemen LNG company (39.62%) underwent since March 30, 2012 six acts of sabotage on the 38 inch gas pipeline that links block 18 to the Balhaf facility on the Gulf of Aden. These acts of sabotage have led to short-term production stops of LNG. Prompt repairs permitted to limit the number of shipments canceled accordingly. Safety and monitoring measures were strengthened along the gas pipeline and around the LNG plant, which produces at full capacity since October 5, 2012.

## 8) Information by business segment

9 months 2012 (M€)	Upstream	Refining Chemicals	Supply Marketing	Corporate	Intercompany	Total
Non-Group sales	16,155	68,948	64,945	145	-	150,193
Intersegment sales	23,440	33,457	607	140	(57,644)	-
Excise taxes	-	(2,634)	(10,729)	-	-	(13,363)
<b>Revenues from sales</b>	<b>39,595</b>	<b>99,771</b>	<b>54,823</b>	<b>285</b>	<b>(57,644)</b>	<b>136,830</b>
Operating expenses	(18,008)	(97,617)	(53,588)	(764)	57,644	(112,333)
Depreciation, depletion and amortization of tangible assets and mineral interests	(5,685)	(954)	(447)	(26)	-	(7,112)
<b>Operating income</b>	<b>15,902</b>	<b>1,200</b>	<b>788</b>	<b>(505)</b>	-	<b>17,385</b>
Equity in net income (loss) of affiliates and other items	1,633	156	(76)	263	-	1,976
Tax on net operating income	(9,858)	(306)	(299)	(129)	-	(10,592)
<b>Net operating income</b>	<b>7,677</b>	<b>1,050</b>	<b>413</b>	<b>(371)</b>	-	<b>8,769</b>
Net cost of net debt	-	-	-	-	-	(346)
Non-controlling interests	-	-	-	-	-	(110)
<b>Net income</b>	-	-	-	-	-	<b>8,313</b>

9 months 2012 (adjustments) <sup>(a)</sup> (M€)	Upstream	Refining Chemicals	Supply Marketing	Corporate	Intercompany	Total
Non-Group sales	(22)	-	-	-	-	(22)
Intersegment sales	-	-	-	-	-	-
Excise taxes	-	-	-	-	-	-
<b>Revenues from sales</b>	<b>(22)</b>	-	-	-	-	<b>(22)</b>
Operating expenses	(15)	138	(127)	(88)	-	(92)
Depreciation, depletion and amortization of tangible assets and mineral interests	(1,134)	(2)	(60)	-	-	(1,196)
<b>Operating income<sup>(b)</sup></b>	<b>(1,171)</b>	<b>136</b>	<b>(187)</b>	<b>(88)</b>	-	<b>(1,310)</b>
Equity in net income (loss) of affiliates and other items	-	(12)	4	159	-	151
Tax on net operating income	341	(82)	32	(106)	-	185
<b>Net operating income<sup>(b)</sup></b>	<b>(830)</b>	<b>42</b>	<b>(151)</b>	<b>(35)</b>	-	<b>(974)</b>
Net cost of net debt	-	-	-	-	-	-
Non-controlling interests	-	-	-	-	-	7
<b>Net income</b>	-	-	-	-	-	<b>(967)</b>

<sup>(a)</sup> Adjustments include special items, inventory valuation effect and the effect of changes in fair value.

<sup>(b)</sup> Of which inventory valuation effect

On operating income	-	172	56	-
On net operating income	-	120	35	-

9 months 2012 (adjusted) (M€) <sup>(a)</sup>	Upstream	Refining Chemicals	Supply Marketing	Corporate	Intercompany	Total
Non-Group sales	16,177	68,948	64,945	145	-	150,215
Intersegment sales	23,440	33,457	607	140	(57,644)	-
Excise taxes	-	(2,634)	(10,729)	-	-	(13,363)
<b>Revenues from sales</b>	<b>39,617</b>	<b>99,771</b>	<b>54,823</b>	<b>285</b>	<b>(57,644)</b>	<b>136,852</b>
Operating expenses	(17,993)	(97,755)	(53,461)	(676)	57,644	(112,241)
Depreciation, depletion and amortization of tangible assets and mineral interests	(4,551)	(952)	(387)	(26)	-	(5,916)
<b>Adjusted operating income</b>	<b>17,073</b>	<b>1,064</b>	<b>975</b>	<b>(417)</b>	-	<b>18,695</b>
Equity in net income (loss) of affiliates and other items	1,633	168	(80)	104	-	1,825
Tax on net operating income	(10,199)	(224)	(331)	(23)	-	(10,777)
<b>Adjusted net operating income</b>	<b>8,507</b>	<b>1,008</b>	<b>564</b>	<b>(336)</b>	-	<b>9,743</b>
Net cost of net debt	-	-	-	-	-	(346)
Non-controlling interests	-	-	-	-	-	(117)
<b>Adjusted net income</b>	-	-	-	-	-	<b>9,280</b>
<b>Adjusted fully-diluted earnings per share (€)</b>	-	-	-	-	-	<b>4.10</b>

<sup>(a)</sup> Except for per share amounts.

9 months 2012 (M€)	Upstream	Refining Chemicals	Supply Marketing	Corporate	Intercompany	Total
Total expenditures	14,100	1,371	793	56	-	16,320
Total divestments	1,383	203	106	2,613	-	4,305
Cash flow from operating activities	14,521	1,625	108	343	-	16,597

9 months 2011 (M€)	Upstream	Refining Chemicals	Supply Marketing	Corporate	Intercompany	Total
Non-Group sales	16,079	57,741	63,367	14	-	137,201
Intersegment sales	19,851	32,198	615	129	(52,793)	-
Excise taxes	-	(1,483)	(12,126)	-	-	(13,609)
<b>Revenues from sales</b>	<b>35,930</b>	<b>88,456</b>	<b>51,856</b>	<b>143</b>	<b>(52,793)</b>	<b>123,592</b>
Operating expenses	(15,883)	(85,997)	(50,369)	(450)	52,793	(99,906)
Depreciation, depletion and amortization of tangible assets and mineral interests	(3,602)	(1,106)	(356)	(26)	-	(5,090)
<b>Operating income</b>	<b>16,445</b>	<b>1,353</b>	<b>1,131</b>	<b>(333)</b>	<b>-</b>	<b>18,596</b>
Equity in net income (loss) of affiliates and other items	1,874	608	118	294	-	2,894
Tax on net operating income	(10,233)	(444)	(341)	(12)	-	(11,030)
<b>Net operating income</b>	<b>8,086</b>	<b>1,517</b>	<b>908</b>	<b>(51)</b>	<b>-</b>	<b>10,460</b>
Net cost of net debt						(263)
Non-controlling interests						(211)
<b>Net income</b>						<b>9,986</b>

9 months 2011 (adjustments) <sup>(a)</sup> (M€)	Upstream	Refining Chemicals	Supply Marketing	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	-	785	229	-	-	1,014
Depreciation, depletion and amortization of tangible assets and mineral interests	(75)	(171)	-	-	-	(246)
<b>Operating income<sup>(b)</sup></b>	<b>(60)</b>	<b>614</b>	<b>229</b>	<b>-</b>	<b>-</b>	<b>783</b>
Equity in net income (loss) of affiliates and other items	722	405	106	69	-	1,302
Tax on net operating income	(326)	(315)	(78)	(73)	-	(792)
<b>Net operating income<sup>(b)</sup></b>	<b>336</b>	<b>704</b>	<b>257</b>	<b>(4)</b>	<b>-</b>	<b>1,293</b>
Net cost of net debt						-
Non-controlling interests						(6)
<b>Net income</b>						<b>1,287</b>

<sup>(a)</sup> Adjustments include special items, inventory valuation effect and the effect of changes in fair value.

<sup>(b)</sup> Of which inventory valuation effect  
On operating income - 904 253 -  
On net operating income - 629 178 -

9 months 2011 (adjusted) (M€) <sup>(a)</sup>	Upstream	Refining Chemicals	Supply Marketing	Corporate	Intercompany	Total
Non-Group sales	16,064	57,741	63,367	14	-	137,186
Intersegment sales	19,851	32,198	615	129	(52,793)	-
Excise taxes	-	(1,483)	(12,126)	-	-	(13,609)
<b>Revenues from sales</b>	<b>35,915</b>	<b>88,456</b>	<b>51,856</b>	<b>143</b>	<b>(52,793)</b>	<b>123,577</b>
Operating expenses	(15,883)	(86,782)	(50,598)	(450)	52,793	(100,920)
Depreciation, depletion and amortization of tangible assets and mineral interests	(3,527)	(935)	(356)	(26)	-	(4,844)
<b>Adjusted operating income</b>	<b>16,505</b>	<b>739</b>	<b>902</b>	<b>(333)</b>	<b>-</b>	<b>17,813</b>
Equity in net income (loss) of affiliates and other items	1,152	203	12	225	-	1,592
Tax on net operating income	(9,907)	(129)	(263)	61	-	(10,238)
<b>Adjusted net operating income</b>	<b>7,750</b>	<b>813</b>	<b>651</b>	<b>(47)</b>	<b>-</b>	<b>9,167</b>
Net cost of net debt						(263)
Non-controlling interests						(205)
<b>Adjusted net income</b>						<b>8,699</b>
<b>Adjusted fully-diluted earnings per share (€)</b>						<b>3.86</b>

<sup>(a)</sup> Except for per share amounts.

9 months 2011 (M€)	Upstream	Refining Chemicals	Supply Marketing	Corporate	Intercompany	Total
Total expenditures	14,528	1,286	1,289	71	-	17,174
Total divestments	2,192	2,451	1,428	1,012	-	7,083
Cash flow from operating activities	13,497	2,795	407	43	-	16,742

3 <sup>rd</sup> quarter 2012 (M€)	Upstream	Refining Chemicals	Supply Marketing	Corporate	Intercompany	Total
Non-Group sales	5,001	23,260	21,574	55	-	49,890
Intersegment sales	7,455	11,168	154	47	(18,824)	-
Excise taxes	-	(956)	(3,455)	-	-	(4,411)
<b>Revenues from sales</b>	<b>12,456</b>	<b>33,472</b>	<b>18,273</b>	<b>102</b>	<b>(18,824)</b>	<b>45,479</b>
Operating expenses	(5,279)	(31,914)	(17,836)	(249)	18,824	(36,454)
Depreciation, depletion and amortization of tangible assets and mineral interests	(2,779)	(321)	(136)	(10)	-	(3,246)
<b>Operating income</b>	<b>4,398</b>	<b>1,237</b>	<b>301</b>	<b>(157)</b>	-	<b>5,779</b>
Equity in net income (loss) of affiliates and other items	642	41	7	302	-	992
Tax on net operating income	(2,961)	(348)	(81)	(119)	-	(3,509)
<b>Net operating income</b>	<b>2,079</b>	<b>930</b>	<b>227</b>	<b>26</b>	-	<b>3,262</b>
Net cost of net debt						(125)
Non-controlling interests						(71)
<b>Net income</b>						<b>3,066</b>

3 <sup>rd</sup> quarter 2012 (adjustments) <sup>(a)</sup> (M€)	Upstream	Refining Chemicals	Supply Marketing	Corporate	Intercompany	Total
Non-Group sales	(8)	-	-	-	-	(8)
Intersegment sales	-	-	-	-	-	-
Excise taxes	-	-	-	-	-	-
<b>Revenues from sales</b>	<b>(8)</b>	-	-	-	-	<b>(8)</b>
Operating expenses	3	593	(42)	-	-	554
Depreciation, depletion and amortization of tangible assets and mineral interests	(1,134)	(2)	(14)	-	-	(1,150)
<b>Operating income<sup>(b)</sup></b>	<b>(1,139)</b>	<b>591</b>	<b>(56)</b>	-	-	<b>(604)</b>
Equity in net income (loss) of affiliates and other items	-	5	33	293	-	331
Tax on net operating income	327	(230)	7	(90)	-	14
<b>Net operating income<sup>(b)</sup></b>	<b>(812)</b>	<b>366</b>	<b>(16)</b>	<b>203</b>	-	<b>(259)</b>
Net cost of net debt						-
Non-controlling interests						(23)
<b>Net income</b>						<b>(282)</b>

<sup>(a)</sup> Adjustments include special items, inventory valuation effect and the effect of changes in fair value.

<sup>(b)</sup> Of which inventory valuation effect

On operating income	-	627	139	-	
On net operating income	-	444	94	-	

3 <sup>rd</sup> quarter 2012 (adjusted) (M€) <sup>(a)</sup>	Upstream	Refining Chemicals	Supply Marketing	Corporate	Intercompany	Total
Non-Group sales	5,009	23,260	21,574	55	-	49,898
Intersegment sales	7,455	11,168	154	47	(18,824)	-
Excise taxes	-	(956)	(3,455)	-	-	(4,411)
<b>Revenues from sales</b>	<b>12,464</b>	<b>33,472</b>	<b>18,273</b>	<b>102</b>	<b>(18,824)</b>	<b>45,487</b>
Operating expenses	(5,282)	(32,507)	(17,794)	(249)	18,824	(37,008)
Depreciation, depletion and amortization of tangible assets and mineral interests	(1,645)	(319)	(122)	(10)	-	(2,096)
<b>Adjusted operating income</b>	<b>5,537</b>	<b>646</b>	<b>357</b>	<b>(157)</b>	-	<b>6,383</b>
Equity in net income (loss) of affiliates and other items	642	36	(26)	9	-	661
Tax on net operating income	(3,288)	(118)	(88)	(29)	-	(3,523)
<b>Adjusted net operating income</b>	<b>2,891</b>	<b>564</b>	<b>243</b>	<b>(177)</b>	-	<b>3,521</b>
Net cost of net debt						(125)
Non-controlling interests						(48)
<b>Adjusted net income</b>						<b>3,348</b>
<b>Adjusted fully-diluted earnings per share (€)</b>						<b>1.48</b>

<sup>(a)</sup> Except for per share amounts.

3 <sup>rd</sup> quarter 2012 (M€)	Upstream	Refining Chemicals	Supply Marketing	Corporate	Intercompany	Total
Total expenditures	4,567	441	383	25	-	5,416
Total divestments	401	55	41	1,138	-	1,635
Cash flow from operating activities	3,457	1,036	692	(22)	-	5,163



3 <sup>rd</sup> quarter 2011 (M€)	Upstream	Refining Chemicals	Supply Marketing	Corporate	Intercompany	Total
Non-Group sales	4,770	19,267	22,124	2	-	46,163
Intersegment sales	6,571	11,190	218	45	(18,024)	-
Excise taxes	-	(502)	(4,136)	-	-	(4,638)
<b>Revenues from sales</b>	<b>11,341</b>	<b>29,955</b>	<b>18,206</b>	<b>47</b>	<b>(18,024)</b>	<b>41,525</b>
Operating expenses	(4,904)	(29,539)	(17,766)	(136)	18,024	(34,321)
Depreciation, depletion and amortization of tangible assets and mineral interests	(1,262)	(473)	(129)	(9)	-	(1,873)
<b>Operating income</b>	<b>5,175</b>	<b>(57)</b>	<b>311</b>	<b>(98)</b>	-	<b>5,331</b>
Equity in net income (loss) of affiliates and other items	974	496	118	24	-	1,612
Tax on net operating income	(3,420)	9	(93)	41	-	(3,463)
<b>Net operating income</b>	<b>2,729</b>	<b>448</b>	<b>336</b>	<b>(33)</b>	-	<b>3,480</b>
Net cost of net debt						(133)
Non-controlling interests						(33)
<b>Net income</b>						<b>3,314</b>

3 <sup>rd</sup> quarter 2011 (adjustments) <sup>(a)</sup> (M€)	Upstream	Refining Chemicals	Supply Marketing	Corporate	Intercompany	Total
Non-Group sales	(14)	-	-	-	-	(14)
Intersegment sales	-	-	-	-	-	-
Excise taxes	-	-	-	-	-	-
<b>Revenues from sales</b>	<b>(14)</b>	-	-	-	-	<b>(14)</b>
Operating expenses	-	(191)	(1)	-	-	(192)
Depreciation, depletion and amortization of tangible assets and mineral interests	(75)	(171)	-	-	-	(246)
<b>Operating income<sup>(b)</sup></b>	<b>(89)</b>	<b>(362)</b>	<b>(1)</b>	-	-	<b>(452)</b>
Equity in net income (loss) of affiliates and other items	554	410	148	15	-	1,127
Tax on net operating income	(124)	33	(6)	(71)	-	(168)
<b>Net operating income<sup>(b)</sup></b>	<b>341</b>	<b>81</b>	<b>141</b>	<b>(56)</b>	-	<b>507</b>
Net cost of net debt						-
Non-controlling interests						6
<b>Net income</b>						<b>513</b>

<sup>(a)</sup> Adjustments include special items, inventory valuation effect and the effect of changes in fair value.

<sup>(b)</sup> Of which inventory valuation effect  
On operating income - (121) 9 -  
On net operating income - (93) 3 -

3 <sup>rd</sup> quarter 2011 (adjusted) (M€) <sup>(a)</sup>	Upstream	Refining Chemicals	Supply Marketing	Corporate	Intercompany	Total
Non-Group sales	4,784	19,267	22,124	2	-	46,177
Intersegment sales	6,571	11,190	218	45	(18,024)	-
Excise taxes	-	(502)	(4,136)	-	-	(4,638)
<b>Revenues from sales</b>	<b>11,355</b>	<b>29,955</b>	<b>18,206</b>	<b>47</b>	<b>(18,024)</b>	<b>41,539</b>
Operating expenses	(4,904)	(29,348)	(17,765)	(136)	18,024	(34,129)
Depreciation, depletion and amortization of tangible assets and mineral interests	(1,187)	(302)	(129)	(9)	-	(1,627)
<b>Adjusted operating income</b>	<b>5,264</b>	<b>305</b>	<b>312</b>	<b>(98)</b>	-	<b>5,783</b>
Equity in net income (loss) of affiliates and other items	420	86	(30)	9	-	485
Tax on net operating income	(3,296)	(24)	(87)	112	-	(3,295)
<b>Adjusted net operating income</b>	<b>2,388</b>	<b>367</b>	<b>195</b>	<b>23</b>	-	<b>2,973</b>
Net cost of net debt						(133)
Non-controlling interests						(39)
<b>Adjusted net income</b>						<b>2,801</b>
<b>Adjusted fully-diluted earnings per share (€)</b>						<b>1.24</b>

<sup>(a)</sup> Except for per share amounts.

3 <sup>rd</sup> quarter 2011 (M€)	Upstream	Refining Chemicals	Supply Marketing	Corporate	Intercompany	Total
Total expenditures	3,426	423	48	24	-	3,921
Total divestments	936	2,422	1,380	344	-	5,082
Cash flow from operating activities	4,042 *	1,557	516	(151) *	-	5,964

\* Reclassification of intercompany transactions between Upstream and Corporate for €823 million with no impact on the total of cash flow from operating activities

## 9) Reconciliation of the information by business segment with consolidated financial statements

9 months 2012 (M€)	Adjusted	Adjustments <sup>(a)</sup>	Consolidated statement of income
<b>Sales</b>	<b>150,215</b>	<b>(22)</b>	<b>150,193</b>
Excise taxes	(13,363)	-	(13,363)
Revenues from sales	136,852	(22)	136,830
Purchases net of inventory variation	(95,172)	228	(94,944)
Other operating expenses	(16,127)	(320)	(16,447)
Exploration costs	(942)	-	(942)
Depreciation, depletion and amortization of tangible assets and mineral interests	(5,916)	(1,196)	(7,112)
Other income	447	541	988
Other expense	(314)	(362)	(676)
Financial interest on debt	(511)	-	(511)
Financial income from marketable securities & cash equivalents	67	-	67
Cost of net debt	(444)	-	(444)
Other financial income	435	-	435
Other financial expense	(389)	-	(389)
Equity in net income (loss) of affiliates	1,646	(28)	1,618
Income taxes	(10,679)	185	(10,494)
<b>Consolidated net income</b>	<b>9,397</b>	<b>(974)</b>	<b>8,423</b>
Group share	9,280	(967)	8,313
Non-controlling interests	117	(7)	110

<sup>(a)</sup> Adjustments include special items, inventory valuation effect and the effect of changes in fair value.

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
Non-controlling interests	205	6	211

<sup>(a)</sup> Adjustments include special items, inventory valuation effect and the effect of changes in fair value.

3 <sup>rd</sup> quarter 2012 (M€)	Adjusted	Adjustments <sup>(a)</sup>	Consolidated statement of income
<b>Sales</b>	<b>49,898</b>	<b>(8)</b>	<b>49,890</b>
Excise taxes	(4,411)	-	(4,411)
Revenues from sales	45,487	(8)	45,479
Purchases net of inventory variation	(31,375)	766	(30,609)
Other operating expenses	(5,316)	(212)	(5,528)
Exploration costs	(317)	-	(317)
Depreciation, depletion and amortization of tangible assets and mineral interests	(2,096)	(1,150)	(3,246)
Other income	142	332	474
Other expense	(114)	(15)	(129)
Financial interest on debt	(154)	-	(154)
Financial income from marketable securities & cash equivalents	8	-	8
Cost of net debt	(146)	-	(146)
Other financial income	141	-	141
Other financial expense	(135)	-	(135)
Equity in net income (loss) of affiliates	627	14	641
Income taxes	(3,502)	14	(3,488)
<b>Consolidated net income</b>	<b>3,396</b>	<b>(259)</b>	<b>3,137</b>
Group share	3,348	(282)	3,066
Non-controlling interests	48	23	71

<sup>(a)</sup> Adjustments include special items, inventory valuation effect and the effect of changes in fair value.

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
Non-controlling interests	39	(6)	33

<sup>(a)</sup> Adjustments include special items, inventory valuation effect and the effect of changes in fair value.

## 10) Sales by business segment

(M€)	Upstream	Refining & Chemicals	Supply Marketing	Corporate	Intercompany	Total
<b>1<sup>st</sup> quarter 2012</b>						
Non-Group sales	6,177	23,096	21,852	43	-	51,168
Intersegment sales	8,234	11,815	231	45	(20,325)	-
Excise taxes	-	(804)	(3,588)	(1)	-	(4,393)
<b>Revenues from sales</b>	<b>14,411</b>	<b>34,107</b>	<b>18,495</b>	<b>87</b>	<b>(20,325)</b>	<b>46,775</b>
<b>2<sup>nd</sup> quarter 2012</b>						
Non-Group sales	4,977	22,592	21,519	47	-	49,135
Intersegment sales	7,751	10,474	222	48	(18,495)	-
Excise taxes	-	(874)	(3,686)	1	-	(4,559)
<b>Revenues from sales</b>	<b>12,728</b>	<b>32,192</b>	<b>18,055</b>	<b>96</b>	<b>(18,495)</b>	<b>44,576</b>
<b>3<sup>rd</sup> quarter 2012</b>						
Non-Group sales	5,001	23,260	21,574	55	-	49,890
Intersegment sales	7,455	11,168	154	47	(18,824)	-
Excise taxes	-	(956)	(3,455)	-	-	(4,411)
<b>Revenues from sales</b>	<b>12,456</b>	<b>33,472</b>	<b>18,273</b>	<b>102</b>	<b>(18,824)</b>	<b>45,479</b>
<b>9 months 2012</b>						
Non-Group sales	16,155	68,948	64,945	145	-	150,193
Intersegment sales	23,440	33,457	607	140	(57,644)	-
Excise taxes	-	(2,634)	(10,729)	-	-	(13,363)
<b>Revenues from sales</b>	<b>39,595</b>	<b>99,771</b>	<b>54,823</b>	<b>285</b>	<b>(57,644)</b>	<b>136,830</b>
<b>1<sup>st</sup> quarter 2011</b>						
Non-Group sales	6,144	19,385	20,489	11	-	46,029
Intersegment sales	6,939	10,662	239	41	(17,881)	-
Excise taxes	-	(475)	(3,952)	-	-	(4,427)
<b>Revenues from sales</b>	<b>13,083</b>	<b>29,572</b>	<b>16,776</b>	<b>52</b>	<b>(17,881)</b>	<b>41,602</b>
<b>2<sup>nd</sup> quarter 2011</b>						
Non-Group sales	5,165	19,089	20,754	1	-	45,009
Intersegment sales	6,341	10,346	158	43	(16,888)	-
Excise taxes	-	(506)	(4,038)	-	-	(4,544)
<b>Revenues from sales</b>	<b>11,506</b>	<b>28,929</b>	<b>16,874</b>	<b>44</b>	<b>(16,888)</b>	<b>40,465</b>
<b>3<sup>rd</sup> quarter 2011</b>						
Non-Group sales	4,770	19,267	22,124	2	-	46,163
Intersegment sales	6,571	11,190	218	45	(18,024)	-
Excise taxes	-	(502)	(4,136)	-	-	(4,638)
<b>Revenues from sales</b>	<b>11,341</b>	<b>29,955</b>	<b>18,206</b>	<b>47</b>	<b>(18,024)</b>	<b>41,525</b>
<b>9 months 2011</b>						
Non-Group sales	16,079	57,741	63,367	14	-	137,201
Intersegment sales	19,851	32,198	615	129	(52,793)	-
Excise taxes	-	(1,483)	(12,126)	-	-	(13,609)
<b>Revenues from sales</b>	<b>35,930</b>	<b>88,456</b>	<b>51,856</b>	<b>143</b>	<b>(52,793)</b>	<b>123,592</b>

## **11) Changes in progress in the Group structure**

### **➤ Upstream**

- TOTAL announced in February 2012 the signature of an agreement with Sinochem to sell its interests in the Cusiana field and in OAM and ODC pipelines. This transaction has been finalised in October 2012.
- TOTAL announced in July 2012 that it has acquired an additional 6% interest in the Ichthys liquefied natural gas (LNG) project from its partner INPEX. TOTAL's overall equity stake in the Ichthys LNG project will grow from 24% to 30%. The transaction remains subject to approval by the relevant authorities.
- Total announced in August 2012 the signature of an agreement with INPEX concerning the sale of a 9.99% indirect interest in offshore Angola Block 14. This transaction remains subject to the approval by the relevant authorities.