

TOTAL SA  
Form FWP  
September 14, 2010

Amended filing, September 14, 2010,  
to correct ISIN number on page 2 of the  
Free Writing Prospectus  
filed pursuant to Rule 433  
Registration Statement Nos. 333-159335 and  
333-159335-01  
September 8, 2010

**Final Term Sheet**  
**TOTAL CAPITAL**  
**(A wholly-owned subsidiary of TOTAL S.A.)**  
**\$1,000,000,000 2.300% Guaranteed Notes Due 2016**  
**Guaranteed on an unsecured, unsubordinated basis by**  
**TOTAL S.A.**

Issuer	Total Capital
Guarantee	Payment of the principal of, premium, if any, and interest on the notes is guaranteed by TOTAL S.A.
Format	SEC-registered global notes
Title	2.300% Guaranteed Notes due 2016
Total initial principal amount being issued	\$1,000,000,000
Issue Price	99.754
Pricing date	September 8, 2010
Expected settlement date	September 15, 2010 (T+5)
Maturity date	March 15, 2016, unless earlier redeemed
Optional redemption terms	Make-whole call at Treasury Rate plus 15 basis points Tax call
Interest rate	2.300% per annum
Benchmark Treasury	1.250% due August 2015
Benchmark Treasury Price	99-01 <sup>3</sup> / <sub>4</sub>
Benchmark Treasury Yield	1.448%
Spread to Benchmark Treasury	90 bps

Yield to Maturity

2.348%

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Date interest starts accruing	September 15, 2010
Interest payment dates	Each September 15 and March 15
First interest payment date	March 15, 2011
Regular record dates for interest	Each September 1 and March 1
Trustee	The Bank of New York Mellon
Listing	None
Denominations	\$1,000 and increments of \$1,000
CUSIP/ ISIN	89152U AE2 / US89152UAE29
Selling restrictions	European Economic Area, France, UK, Canada, Hong Kong, Singapore, Japan
Managers	BNP Paribas Securities Corp. Deutsche Bank Securities Inc. Morgan Stanley & Co. Incorporated

***The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting IDEA on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling BNP Paribas Securities Corp. toll-free 1-800-854-5674, by calling Deutsche Bank Securities Inc. toll-free 1-800-503-4611, or by calling Morgan Stanley & Co. Incorporated toll-free 1-866-718-1649.***