UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549

Form 10-K/A

AMENDMENT NO. 1 TO ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2000 Commission file number 1-27

Texaco Inc .
(Exact name of registrant as specified in its charter)

Delaware	74-1383447
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

2000 Westchester Avenue
White Plains, New York 10650
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (914) 253-4000

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, par value $3.125	New York Stock Exchange Chicago Stock Exchange The Stock Exchange, London Antwerp and Brussels Exchanges Swiss Stock Exchange
Rights to Purchase Series D Junior Participating Preferred Stock	New York Stock Exchange
Cumulative Adjustable Rate Monthly Income Preferred Shares, Series B*	New York Stock Exchange
6 7/8% Cumulative Guaranteed Monthly Income Preferred Shares, Series A*	New York Stock Exchange
8 1/2% Notes, due February 15, 2003**	New York Stock Exchange
8 5/8% Debentures, due June 30, 2010**	New York Stock Exchange
9 3/4% Debentures, due March 15, 2020**	New York Stock Exchange

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* Issued by Texaco Capital LLC and the payments of dividends and payments on liquidation or redemption are guaranteed by Texaco Inc.

** Issued by Texaco Capital Inc. and unconditionally guaranteed by Texaco Inc.

The Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days.

No disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is contained herein, and will not be contained, to the best of the Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

The aggregate market value of the voting common stock of Texaco Inc. held by non-affiliates at the close of business on February 28, 2001 based on the New York Stock Exchange composite sales price, was approximately $35,253,000,000.

As of February 28, 2001, there were 550,137,100 outstanding shares of Texaco Inc. Common Stock.

Documents incorporated by reference
(to the extent indicated herein)

	Part of Form 10-K
Texaco Inc. Annual Report to Stockholders for the year 2000................................	I, II

The Registrant is filing this Amendment No. 1 to Annual Report on Form

10-K for the fiscal year ended December 31, 2000, in order to correct a typographical error for the date of the independent accountants opinion related to the 2000 audited consolidated financial statements of Equilon Enterprises LLC. Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, the Registrant is including the complete text of the 2000 audited consolidated financial statements of Equilon Enterprises LLC, as so revised.

PART IV

Item 14. Exhibits, Financial Statement Schedules, and Reports on Form 8-K

2. Financial Statement Schedules

We have filed as part of this Amendment No. 1 to Annual Report on Form 10-K the following set of financial statements, for which we use the equity method of accounting:

- Equilon Enterprises LLC Consolidated Financial Statements

3. Exhibits

--	(24.2)	Power of Attorney. Power of Attorney for Glenn F. Tilton, Chairman of the Board and Chief Executive Officer of Texaco Inc. authorizing, among other things, the signing of Texaco Inc.'s Annual Report on Form 10-K on his behalf, filed as Exhibit 24.2 to Texaco Inc.'s Annual Report on Form 10-K for the year ended December 31, 2000, dated March 26, 2001, incorporated herein by reference, SEC File No. 1-27.
--	(24.3-24.16)	Power of Attorney. Powers of Attorney for certain directors and officers of Texaco Inc. authorizing, among other things, the signing of Texaco Inc.'s Annual Report on Form 10-K on their behalf.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Harrison, State of New York, on the 18th day of May, 2001.

Texaco inc.
(Registrant)
Michael H. Rudy
By ....
(Michael H. Rudy)
Secretary

Attest:
Calli P. Checki
By ....
(Calli P. Checki)
Assistant Secretary

Pursuant to the requirements of the Securities Exchange Act of 1934, this Amendment No. 1 to Annual Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

Glenn F. Tilton	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
Patrick J. Lynch	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
George J. Batavick	Comptroller (Principal Accounting Officer)

Directors:

A. Charles Baillie
Mary K. Bush
Edmund M. Carpenter
Robert J. Eaton
Michael C. Hawley
Franklyn G. Jenifer
Sam Nunn
Charles H. Price II
Charles R. Shoemate
Robin B. Smith
William C. Steere, Jr.
Glenn F. Tilton
Thomas A. Vanderslice

Michael H. Rudy
By ....
(Michael H. Rudy)
Attorney-in-fact for the above-named
officers and directors

May 18, 2001

EQUILON
ENTERPRISES LLC
Shell & Texaco Working Together

YEAR 2000 FINANCIAL STATEMENTS

EQUILON ENTERPRISES LLC
CONSOLIDATED 2000 FINANCIAL STATEMENTS

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REPORT OF MANAGEMENT
EQUILON ENTERPRISES LLC

The management of Equilon Enterprises LLC ("Equilon") is responsible for preparing the consolidated financial statements of Equilon in accordance with generally accepted accounting principles. In doing so, management must make estimates and judgments when the outcome of events and transactions is not certain.

In preparing these financial statements from the accounting records, management relies on an effective internal control system in meeting its responsibility. The objective of this system of internal controls is to provide reasonable assurance that assets are safeguarded and that the financial records are accurately and objectively maintained. Equilon's internal auditors conduct regular and extensive internal audits throughout the company. During these audits they review and report on the effectiveness of the internal controls and make recommendations for improvement.

The independent accounting firms of PricewaterhouseCoopers LLP and Arthur Andersen LLP are engaged to provide an objective, independent audit of Equilon's financial statements. Their accompanying report is based on an audit conducted in accordance with generally accepted auditing standards, which includes a review and evaluation of the effectiveness of the company's internal controls. This review establishes a basis for their reliance thereon in determining the nature, timing and scope of their audit.

The Audit Committee of the Board of Directors is comprised of two directors who review and evaluate Equilon's accounting policies and reporting, internal controls, internal audit program and other matters as deemed appropriate. The Audit Committee also reviews the performance of PricewaterhouseCoopers LLP and Arthur Andersen LLP and evaluates their independence and professional competence, as well as the results and scope of their audit.

Rob J. Routs	Ronald B. Blakely	David C. Cable
President and Chief Executive Officer	Chief Financial Officer	Controller

REPORT OF INDEPENDENT ACCOUNTANTS

To the Board of Directors of Equilon Enterprises LLC:

We have audited the accompanying consolidated balance sheets of Equilon Enterprises LLC ("Equilon") and its subsidiaries as of December 31, 2000 and 1999, and the related statements of consolidated income, owners' equity, and cash flows for each of the years in the three year period ended December 31, 2000. These financial statements are the responsibility of Equilon's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Equilon Enterprises LLC and its subsidiaries as of December 31, 2000 and 1999, and the results of their operations and their cash flows for each of the years in the three year period ended December 31, 2000, in conformity with accounting principles generally accepted in the United States.

PricewaterhouseCoopers LLP	Arthur Andersen LLP
Houston, Texas	Houston, Texas
March 1, 2001	March 1, 2001

EQUILON ENTERPRISES LLC
STATEMENT OF CONSOLIDATED INCOME

	For the years ended December 31,		
	2000	1999	1998
	(Millions of dollars)		
REVENUES			
Sales and services	$ 49,973	$ 29,174	$ 22,006
Equity in income of affiliates	166	154	109
Gain (loss) on asset sales	(166)	12	118
Other revenue	37	58	13
Total revenues	50,010	29,398	22,246
COSTS AND EXPENSES			
Purchases and other costs	45,579	24,714	17,540
Operating expenses	2,050	2,033	2,274
Selling, general and administrative expenses	1,563	1,308	1,251
Depreciation, amortization and impairment expenses	472	878	543
Interest expense	118	115	134
Minority interest	-	3	2
Total costs and expenses	49,782	29,051	21,744
NET INCOME	$ 228	$ 347	$ 502

The accompanying Notes to the Consolidated Financial Statements are an integral part of this statement.

EQUILON ENTERPRISES LLC
CONSOLIDATED BALANCE SHEET

	As of December 31,	
	2000	1999
	(Millions of dollars)	
ASSETS		
Current Assets		
Cash and cash equivalents	$ 68	$ 161
Accounts and notes receivable (less allowance for doubtful accounts of $9 million in 2000 and $7 million in 1999)	2,262	2,456
Accounts receivable from affiliates	185	161
Inventories	610	620
Other current assets	9	28
Total Current Assets	3,134	3,426
Investments and Advances	547	529
Property, Plant and Equipment, Net	5,892	6,312
Deferred Charges and Other Noncurrent Assets	391	367
Total Assets	$ 9,964	$ 10,634
LIABILITIES AND OWNERS' EQUITY		
Current Liabilities		
Commercial paper and current portion of long-term debt	$ 2,149	$ 2,157
Accounts payable - trade	1,430	1,698
Accounts payable to affiliates	543	589
Accrued liabilities and other payables	465	409
Total Current Liabilities	4,587	4,853
Long-term Debt	8	5
Long-term Payables to Affiliates	365	466
Long-term Liabilities, Deferred Credits and Minority Interest	524	264
Total Liabilities	5,484	5,588
Owners' Equity	4,480	5,046
Total Liabilities and Owners' Equity	$ 9,964	$ 10,634

The accompanying Notes to the Consolidated Financial Statements are an integral part of this statement.

EQUILON ENTERPRISES LLC
STATEMENT OF CONSOLIDATED CASH FLOWS

	For the years ended December 31,		
	2000	1999	1998
	(Millions of dollars)		
Operating activities:			
Net Income	$ 228	$ 347	$ 502
Reconciliation to net cash provided by operating activities			
Depreciation, amortization and impairment expenses	472	878	543
Dividends from affiliates less than equity in income	(1)	(10)	(41)
(Gain) loss on asset sales	166	(12)	(118)
Changes in working capital			
Accounts and notes receivable	194	(1,051)	247
Accounts receivable from affiliates	(24)	(4)	(157)
Inventories	(10)	23	26
Accounts payable - trade	(268)	1,269	(800)
Accounts payable to affiliates	(46)	(6)	307
Accrued liabilities and other payables	32	(235)	246
Other, net	149	88	(29)
Net cash provided by operating activities	892	1,287	726
Investing activities:			
Capital expenditures	(579)	(582)	(651)
Proceeds from asset sales	464	371	409
Net cash used in investing activities	(115)	(211)	(242)
Financing activities:			
Net increase (decrease) in borrowings having original terms in excess of three months	3	(155)	(9)
Repayment of formation costs	-	-	(1,613)
Net increase (decrease) in other short term borrowings	(8)	2	1,846
Distributions paid to owners	(865)	(773)	(698)
Net cash used in financing activities	(870)	(926)	(474)
Cash and Cash Equivalents:			
Increase (decrease) in cash during year	(93)	150	10
Balance at beginning of year	161	11	1
Balance at end of year	$ 68	$ 161	$ 11

The accompanying Notes to the Consolidated Financial Statements are an integral part of this statement.

EQUILON ENTERPRISES LLC
STATEMENT OF OWNERS' EQUITY

	2000	1999	1998
		(Millions of dollars)	
Owners' Equity balance at January 1	$ 5,046	$ 5,966	$ 6,122
Net income	228	347	502
Distributions paid	(865)	(773)	(698)
Contribution adjustments:			
Employee benefit obligations from owners (Note 8)	59	(543)	-
Other	12	49	40
Owners' Equity balance at December 31	$ 4,480	$ 5,046	$ 5,966

The accompanying Notes to the Consolidated Financial Statements are an integral part of this statement.

NOTE 1 - ORGANIZATION

Equilon Enterprises LLC ("Equilon") is a limited liability company formed by Shell Oil Company ("Shell") and Texaco Inc. ("Texaco") effective January 1, 1998 under the Delaware Limited Liability Act, with equity interests of 56 percent and 44 percent, respectively. The joint venture combined the major elements of Shell and Texaco's Western and Midwestern U.S. refining and marketing businesses and their nationwide trading, transportation and lubricants businesses. Despite the ownership interests, Shell and Texaco jointly control Equilon, as many significant governance decisions require unanimous approval.

A second joint venture company, Motiva Enterprises LLC ("Motiva"), was formed on July 1, 1998, combining the major elements of the Eastern and Gulf Coast U.S. refining and marketing businesses of Shell, Texaco and Saudi Refining, Inc. ("SRI"). Equiva Trading Company and Equiva Services LLC were also formed on July 1, 1998 and are owned equally by Equilon and Motiva. Equiva Trading Company, a general partnership, functions as the trading unit for both Equilon and Motiva. Equiva Services LLC provides common financial, administrative, technical, and other operational support to Equilon and Motiva. Equiva Trading Company and Equiva Services LLC bill their services at cost.

Equilon refines, distributes and markets petroleum products under both the Shell and Texaco brands through wholesalers and its network of company owned and contractor operated service stations. Products are manufactured at four refineries located in Puget Sound, Washington; and in Bakersfield, Los Angeles, and Martinez, California. As part of its strategic initiative to strengthen its portfolio of assets, Equilon sold its refinery in El Dorado, Kansas in November of 1999, and sold its Wood River, Illinois refinery in June of 2000.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Financial Statements

The accompanying financial statements are presented using Shell and Texaco's historical basis of the assets and liabilities contributed to Equilon on January 1, 1998. The consolidated financial statements generally include the accounts of Equilon and subsidiaries in which Equilon directly or indirectly owns more than a 50 percent voting interest. Intercompany accounts and transactions are eliminated. Investments in entities in which Equilon has a significant ownership interest, generally 20 to 50 percent, and entities where Equilon has greater than 50 percent ownership but, as a result of contractual agreement or otherwise, does not exercise control, are accounted for using the equity method. Other investments are carried at cost. Equilon's investments in Equiva Services LLC and Equiva Trading Company are accounted for using the equity method. Transactions by Equiva Trading Company that are made on behalf of Equilon are recorded directly to Equilon's records.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Use of Estimates

These financial statements were prepared in conformity with generally accepted accounting principles, which require management to make estimates and assumptions. These assumptions affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

Significant estimates include the recoverability of assets, environmental remediation, employee benefit liabilities, litigation, claims and assessments. Amounts are recognized when it is probable that an asset has been impaired or a liability has been incurred, and the cost can be reasonably estimated. Actual results could differ from those estimates.

New Accounting Standards

In June 1998, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards 133, "Accounting for Derivative Instruments and Hedging Activities" ("SFAS 133"). SFAS 133 establishes new accounting rules and disclosure requirements for most derivative instruments and hedge transactions. In June 1999, the FASB issued SFAS 137 that deferred the effective date of adoption of SFAS 133 for one year. This was followed in June 2000 by the issuance of SFAS 138, "Accounting for Certain Derivative Instruments and Certain Hedging Activities", which amended SFAS 133.

SFAS 133, as amended by SFAS 137 and SFAS 138, requires Equilon to record all derivative financial instruments in the Consolidated Balance Sheets at fair value. For derivatives accounted for as hedges, fair value adjustments are recorded to earnings or other comprehensive income, a component of owners' equity, depending upon the type of hedge and the degree of hedge effectiveness. For hedges classified as fair value hedges, adjustments are also recorded to the carrying amount of the hedged item through earnings. For derivatives not accounted for as hedges, fair value adjustments are recorded to earnings.

Equilon adopted these standards effective January 1, 2001. As such, Equilon's results of operations and financial position will reflect the impact of the new standard commencing January 1, 2001. The cumulative effect of adoption at that date on net income and other comprehensive income, a component of owners' equity, was not material.

Revenues

Revenues for refined products and crude oil sales are recognized at the point of passage of title specified in the contract. Revenues on forward sales where cash has been received are recorded to deferred income until title passes.

Cash Equivalents

Highly liquid investments with maturity when purchased of three months or less are considered to be cash equivalents.

Inventories

Inventories are valued at the lower of cost or market. Hydrocarbon inventory cost is determined on the last-in, first-out (LIFO) method. The cost of other merchandise inventories is determined on the first-in, first-out (FIFO) method. Weighted average cost is utilized for inventories of materials and supplies.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and Advances

The equity method of accounting is generally used for investments in certain affiliates owned 50 percent or less, including corporate joint ventures, limited liability companies and partnerships. Under this method, equity in pre-tax income or losses of limited liability companies and partnerships, and the net income or losses of corporate joint venture companies are reflected in revenues as they are generated, rather than when realized through dividends or distributions.

The cost method is generally used to account for affiliates in which Equilon's ownership interest is less than 20 percent. Income from these investments is recognized as dividends or distributions are declared.

Property, Plant and Equipment

Depreciation of property, plant and equipment is generally provided on composite groups, using the straight-line method, with depreciation rates based upon the estimated useful lives of the groups.

Under the composite depreciation method, the cost of partial retirements of a group is charged to accumulated depreciation. However, when there is a disposition of a complete group, or when the retirement is due to an extraordinary loss, the cost and related depreciation are retired, and any gain or loss is reflected in income.

Capitalized leases are amortized over the estimated useful life of the asset or the lease term, as appropriate, using the straight-line method.

All maintenance and repairs, including major refinery maintenance, are charged to expense as incurred. Renewals, betterment and major repairs that materially extend the life of the properties are capitalized. Interest incurred during the construction period of major additions is capitalized.

The evaluation of impairment for property, plant and equipment is based on comparisons of carrying values against undiscounted future net pre-tax cash flows. If impairment is identified, the asset's carrying amount is adjusted to fair value. Assets to be disposed of are generally valued at the lower of net book value or fair value less cost to sell.

Derivatives

Equilon utilizes futures, purchased options and swaps to manage the price risk of crude oil and refined products. These transactions meet the requirements for hedge accounting, including designation and correlation. Gains and losses on closed positions are deferred until corresponding physical transactions occur. At that time, any gain or loss is accounted for as part of the transactions being hedged. Deferred gains and losses are included in current assets and liabilities on the balance sheet. Equilon also uses written options to manage price risk. Unrealized gains and losses on these transactions are recognized in current earnings.

Equilon conducts petroleum-related trading activities. As of January 1, 1999, Equilon adopted mark-to-market accounting in compliance with Emerging Issues Task Force Issue 98-10, "Accounting for Energy Trading and Risk Management Activities." Under mark-to-market accounting, gains and losses resulting from changes in market prices on contracts entered into for trading purposes are reflected in current earnings.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair Market Value of Financial Instruments

The estimated fair value of long-term debt is disclosed in Note 7 to the financial statements. The carrying amount of long-term debt with variable rates of interest approximates fair value at December 31, 2000 and 1999, as borrowing terms equivalent to the stated rates were available in the marketplace. Fair value for long-term debt with a fixed rate of interest is determined based on discounted cash flows using estimated prevailing interest rates.

Other financial instruments are included in current assets and liabilities on the balance sheet and approximate fair value because of the short maturity of such instruments. These include cash, short-term investments, notes and accounts receivable, accounts payable and short-term debt.

Contingencies

Certain conditions may exist as of the date financial statements are issued, which may result in a loss to the company, but which will be resolved only when one or more future events occur or fail to occur. Equilon's management and legal counsel assess such contingent liabilities. The assessment of loss contingencies necessarily involves an exercise of judgment and is a matter of opinion. In assessing loss contingencies related to legal proceedings that are pending against the company or unasserted claims that may result in such proceedings, Equilon's legal counsel evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material liability has been incurred and the amount of the loss can be estimated, then the estimated liability is accrued in the company's financial statements. If the assessment indicates that a potentially material liability is not probable, but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss is disclosed if determinable and material. Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the nature of the guarantee is disclosed.

Environmental Expenditures

Equilon accrues for environmental remediation liabilities when it is probable that such liabilities exist, based on past events or known conditions, and the amount of such liability can be reasonably estimated. If Equilon can only estimate a range of probable liabilities, the minimum future undiscounted expenditure necessary to satisfy Equilon's future obligation is accrued.

Equilon determines the appropriate amount of each obligation by considering all of the available data, including technical evaluations of the currently available facts, interpretation of existing laws and regulations, prior experience with similar sites and the estimated reliability of financial projections.

Equilon adjusts the environmental liabilities, as required, based on the latest experience with similar sites, changes in environmental laws and regulations or their interpretation, development of new technology, or new information related to the extent of Equilon's obligation. Other environmental expenditures, principally maintenance or preventive in nature, are expensed or capitalized as appropriate.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Reclassifications

Certain 1999 and 1998 amounts have been reclassified to conform to current year presentation, including netting of certain trade payables and receivables where a legal right of offset exists.

NOTE 3 - INVENTORIES

	As of December 31, 2000	As of December 31, 1999
	(Millions of dollars)	
Crude oil	$ 175	$ 211
Petroleum products	359	316
Other merchandise	24	21
Materials and supplies	52	72
Total	$ 610	$ 620

The excess of estimated market value over the book value of inventories carried at cost on the LIFO basis of accounting was approximately $861 million at December 31, 2000 and $771 million at December 31, 1999.

Partial liquidation of inventories valued on a LIFO basis increased net income by $11 million in 2000 and $13 million in 1999.

NOTE 4 - PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment, including capitalized lease assets, were as follows:

	As of December 31, 2000		As of December 31, 1999	
	Gross	Net	Gross	Net
	(Millions of dollars)			
Refining	$ 5,310	$ 2,654	$ 6,510	$ 3,148
Marketing	2,480	1,858	2,478	1,856
Transportation	2,489	1,322	2,280	1,203
Other	130	58	186	105
Total	$ 10,409	$ 5,892	$ 11,454	$ 6,312
Capital lease amounts included above	$ 2	$ -	$ 2	$ -

Accumulated depreciation and amortization totaled $4,517 million at December 31, 2000 and $5,142 million at December 31, 1999. Interest capitalized as part of property, plant and equipment was $2 million in each year, 2000 and 1999.

NOTE 4 - PROPERTY, PLANT AND EQUIPMENT (continued)

Long-Lived Assets

Under the provisions of SFAS 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of," Equilon recorded a charge of $397 million, during the second quarter 1999, for the impairment of the El Dorado refinery and the Wood River refinery and lubricants plant. These impairments, which were recognized in anticipation of the sale of these refineries and for the write-off of abandoned lubricants base oil assets at Wood River, were reflected as increased depreciation, amortization and impairment expenses on the Statement of Consolidated Income.

On June 1, 2000, Equilon recognized a loss of $161 million to complete the sale of the Wood River refinery. Included in this loss was a charge of $100 million for tank upgrades and environmental compliance and remediation issues. The carrying value of the Wood River refinery was $410 million at the date of sale. The Wood River refinery had operating income of $18 million in 2000, and $10 million in 1998, and an operating loss of $20 million in 1999.

On November 17, 1999, Equilon recorded an additional charge of $11 million to complete the sale of the El Dorado refinery. This included the recognition of a liability for wastewater treatment. The carrying amount of the El Dorado refinery at the time of sale was $170 million. Operating income for the El Dorado refinery was $20 million in 1999 and $24 million in 1998.

During 1998, Equilon recognized the impairment of surplus assets resulting from the consolidation and optimization of assets contributed by Shell and Texaco. Impairments from this activity totaled over $77 million, including the write-off of abandoned assets at the Odessa refinery, shut down in October 1998, and the write-down to estimated realizable value of three lubricant blending plants either closed in 1998 or sold in 1999. The impairments were primarily reflected in increased depreciation, amortization and impairment expenses on the Statement of Consolidated Income.

NOTE 5 - INVESTMENTS AND ADVANCES

Investments in affiliates, including corporate joint ventures and partnerships, owned 50% or less are generally accounted for on the equity method. Equilon's total investments and advances are summarized as follows:

	As of December 31,	
	2000	1999
	(Millions of dollars)	
Investments in affiliates accounted for on the equity method		
Pipeline affiliates	$ 395	$ 415
Other affiliates	98	82
Total equity method affiliates	493	497
Other investments and advances	54	32
Total investments and advances	$ 547	$ 529

NOTE 5 - INVESTMENTS AND ADVANCES (continued)

Undistributed earnings of equity companies included in Equilon's accumulated earnings as of December 31, 2000 and 1999 were $52 million and $51 million, respectively. Summarized financial information for these investments and Equilon's equity share thereof is as follows in millions of dollars:

	100%		Equity Share	
	2000	1999	2000	1999
Current assets	$ 719	$ 1,684	$ 252	$ 750
Noncurrent assets	3,502	3,601	1,053	1,097
Current liabilities	(947)	(1,585)	(264)	(629)
Noncurrent liabilities and deferred credits	(2,401)	(2,543)	(558)	(692)
Net assets	$ 873	$ 1,157	$ 483	$ 526

	100%			Equity Share		
	2000	1999	1998	2000	1999	1998
Revenues	$ 2,380	$ 2,002	$ 1,500	$ 817	$ 615	$ 430
Income before income taxes	638	664	519	186	176	123
Net income	505	494	362	166	154	109
Dividends Received				165	144	68

NOTE 6 - LEASE COMMITMENTS AND RENTAL EXPENSE

Equilon has leasing arrangements involving service stations and other facilities. Renewal and purchase options are available on certain of these leases in which Equilon is lessee.

Equilon has a one year lease agreement for a cogeneration plant at the El Dorado refinery. This lease may be renewed each year until 2016 at Equilon's option. The lease has been renewed with a minimum lease rental of $4 million for 2001. Equilon has guaranteed a minimum recoverable residual value to the lessor of $72 million, if the lease is not renewed for the year 2002. In connection with the sale of the El Dorado refinery in 1999, Equilon entered into a long-term sublease arrangement with a subsidiary of Frontier Oil Corporation (Frontier) for Frontier's use of the cogeneration facility at the refinery. While the sublease payments from the sublessee fully cover Equilon's lease obligation, Equilon remains primarily liable with regard to payment of its original obligation. The original term of the sublease is 17 years, although it is subject to early termination upon the occurrence of certain events specified in the sublease. Upon expiration of the initial term of the sublease, Frontier has the option of purchasing the cogeneration facility, from Equilon, at a price not less than the fair market value of the facility at the time the option is exercised.

NOTE 6 - LEASE COMMITMENTS AND RENTAL EXPENSE (continued)

Rental expense relative to operating leases, including contingent rentals, is provided in the table below:

	For the years ended December 31,		
	2000	1999	1998
	(Millions of dollars)		
Rental Expense:			
Minimum lease rentals	$ 96	$ 121	$ 178
Contingent rentals	15	3	7
Total	111	124	185
Less rental income on properties subleased to others	52	59	54
Net rental expense	$ 59	$ 65	$ 131

As of December 31, 2000 Equilon had estimated minimum commitments for payment of rentals under leases that, at inception, had a non-cancelable term of more than one year, as follows:

	Operating leases (Millions of dollars)
2001	$ 104
2002	91
2003	89
2004	83
2005	75
After 2005	929
Total	1,371
Less sublease rental income	119
Total lease commitments	$ 1,252

NOTE 7 - DEBT

Equilon has revolving credit facilities with commitments of $1,874 million, as support for the company's commercial paper program, as well as for working capital and other general purposes. Equilon pays a nominal quarterly facility fee for the $1,874 million availability. No amounts were outstanding during 2000 and 1999.

Commercial Paper and Current Portion of Long-term Debt

	As of December 31, 2000	As of December 31, 1999
	(Millions of dollars)	
Commercial Paper	$ 1,854	$ 1,850
Anacortes Pollution Control Bonds due 2019	34	34
Butler County Industrial Revenue Bonds due 2024	30	30
California Pollution Control Bonds due 2011 through 2024	172	185
Southwestern Illinois Industrial Revenue Bonds due 2021 through 2025	58	58
Current portion of long-term debt	1	-
Total	$ 2,149	$ 2,157
Average interest rate of short term debt	6.27%	5.12%

Long-term Debt

	As of December 31, 2000	As of December 31, 1999
	(Millions of dollars)	
Variable notes, currently 9.125% , due 2006 through 2009	$ 6	$ 5
7.000% note due 2013	2	-
6.000% note due 2020	1	-
Total	9	5
Less current portion of long-term debt	1	-
Total	$ 8	$ 5
Fair market value of long-term debt	$ 8	$ 5

The Pollution Control Bonds outstanding at December 31, 2000 and 1999 shown above consisted of four issues assumed from Shell and one from Texaco. The Industrial Revenue Bonds outstanding at December 31, 2000 and 1999 consisted of three issues from Shell and one from Texaco. Interest rates are currently reset daily for these issues and the bonds may be converted from time to time to other modes. Bondholders have the right to tender their bonds under certain conditions, including on interest rate resets. Pursuant to the terms of the underlying indentures, Shell and Texaco retain liability for debt service on the issues assumed by Equilon in the event that Equilon fails to perform on its obligations. All other Equilon borrowings are unsecured general obligations of Equilon and not guaranteed by any other entity.

Interest paid during 2000, 1999 and 1998 was $133 million, $128 million and $95 million, respectively.

NOTE 8 - LONG-TERM PAYABLES TO AFFILIATES, OWNERS' EQUITY CONTRIBUTION ADJUSTMENTS AND FORMATION PAYABLES

Long-term Payables

On April 1, 1999, Shell and Texaco employees designated as performing duties supporting Equilon, were transferred to Equiva Services LLC. At that time certain benefit liabilities were transferred to Equiva Services LLC from Shell and Texaco through their interests in Equilon and Motiva. Such obligations transferred from Shell and Texaco, applicable to Equilon, were recorded as reductions to Equilon's investment in Equiva Services LLC. A related party obligation of $520 million at December 31, 1999 represents Equilon's obligation to Equiva Services LLC for all employee benefit liabilities. Of this amount, $466 million was classified as long-term at December 31, 1999. On January 1, 2000, Equiva Services employees supporting Equilon and Equiva Trading Company became employees of the respective companies they support. Employee related benefit liabilities were transferred to Equilon and through Equilon to Equiva Trading Company, at the same time. As a result of the transfer, Equilon's related party obligation to Equiva Services LLC was reduced by $480 million. As of December 31, 2000, Equilon has affiliate payables to Equiva Services LLC and Equiva Trading Company totaling $56 million representing its obligation for employee benefit liabilities of these entities. Of this amount $48 million was classified as long term.

Additional information is disclosed in Note 11 - Employee Benefits.

Owners' Equity Contribution Adjustments

The foregoing contribution of liabilities that were transferred from Shell and Texaco through Equilon to Equiva Services LLC for employee benefit liabilities at April 1, 1999 reduced Equilon's owners' equity by $543 million and included $357 million for pension related affiliate obligations, $147 million of post-employment medical benefits and $39 million for vacation benefits. Other contribution adjustments in 1999 related primarily to certain environmental remediation obligations transferred to Equilon at formation, which were reassumed by Shell in 1999, increased owners' equity by $49 million. The sale of Wood River refinery in 2000 reduced pension related affiliate obligations to Shell by $59 million and resulted in an increase in Shell's owners' equity in Equilon by the same amount.

Formation Payables

In accordance with the joint venture agreements, Equilon owed Shell $1,001 million and Texaco $612 million at formation. These amounts were separate from normal trade payables and reflect amounts to reimburse Shell and Texaco for certain capital expenditures incurred prior to the formation of the venture and certain other items specified in the formation documents. Equilon paid these amounts to Shell and Texaco prior to December 31, 1998. Interest was accrued on these amounts until paid.

In addition to the foregoing payable amounts, Texaco retained $240 million of receivables related to the contributed business as part of these arrangements.

NOTE 9 - TRANSACTIONS WITH RELATED PARTIES

Equilon has entered into transactions with Shell, Texaco, Motiva, Equiva Trading Company, and Equiva Services LLC, including the affiliates of these companies. Such transactions are in the ordinary course of business and include the purchase, sale and transportation of crude oil and petroleum products, and numerous service agreements.

The aggregate amounts of such transactions were as follows:

	For the years ended December 31, 2000	 1999	 1998
	(Millions of dollars)		
Sales and other operating revenue	$ 5,950	$ 3,409	$ 1,368
Purchases and transportation costs	11,846	6,961	4,900
Service and technology expense	319	1,057	794

NOTE 10 - TAXES

Equilon, as a limited liability company, is not liable for income taxes. Income taxes are the responsibility of the owners. Equilon's pre-tax earnings are included in the owners' earnings for the determination of income tax liability. Under the joint venture agreements with its owners, Equilon is required to make cash distributions to its owners reflecting their share of estimated income taxes for the year based on Equilon's estimated taxable income.

Direct taxes other than income taxes, which are included in operating expenses, were as follows:

	For the years ended December 31, 2000	 1999	 1998
	(Millions of dollars)		
Direct taxes			
Property	$ 82	$ 78	$ 41
Licenses and permits	10	7	5
Other	15	12	26
Total direct taxes	$ 107	$ 97	$ 72

Other taxes collected from consumers for governmental agencies that are not included in revenues or expenses were $3,499 million for 2000, $3,405 million for 1999 and $3,646 million for 1998.

NOTE 11 - EMPLOYEE BENEFITS

In accordance with certain joint venture agreements related to human resources matters, employees performing duties supporting Equilon remained employees of the owner companies and their affiliates until April 1, 1999. Beginning April 1, 1999 Equilon's affiliate, Equiva Services LLC, employed personnel necessary for ongoing operations. Obligations and accrued liabilities for certain employee benefits, including pension and other post-employment benefits, were transferred to Equiva Services LLC at that time. On January 1, 2000, employees directly supporting Equilon became employees of Equilon. Employees providing common crude and product logistical and trading support for both Equilon and Motiva became employees of Equiva Trading Company. Employees providing common financial, administrative, technical and other operational support to both Equilon and Motiva remain employees of Equiva Services LLC. Employee related obligations, including liabilities for pension and other post-employment benefits for employees transferred to Equilon, were recorded as Equilon liabilities on January 1, 2000 with a corresponding reduction in the affiliate payable to Equiva Services LLC. Employee related liabilities for employees transferred from Equiva Services LLC to Equiva Trading Company were transferred to Equiva Trading Company through Equilon and Motiva. Equilon's share of these liabilities was recorded as a long-term affiliate payable to Equiva Trading Company.

Pension Related Affiliate Obligations

Concurrently with their transfer from the owner companies, employees retained certain pension benefits for future pay increases under the owner company pension plans. Under agreements with Shell and Texaco, the owner companies will be reimbursed for past service pension benefits attributable to these future pay benefits at April 1, 1999, as well as ongoing increases in the related projected benefit obligation under the owner companies' qualified pension plans. These reimbursements will be made at the time these employees receive benefits from owner company plans. The following summarizes the reimbursement owed to the owner companies and components of accrual expense:

	2000	1999 (a)
	(Millions of dollars)	
Projected benefit obligation at January 1, 2000 and April 1, 1999	$ 276	$ 327
Interest cost	22	16
Actuarial gain	(13)	(55)
Acquisition (divestiture)	(23)	(12)
Projected benefit obligation at December 31	262	276
Unrecognized net gain	67	67
Accrued past services pension liability at December 31	$ 329	$ 343
Weighted-average assumptions at December 31		
Discount rate	7.5%	8.0%
Rate of compensation increase	4.0%	4.5%
Components of net accrual expense		
Interest cost	$ 22	$ 16
Recognized net actuarial gain	(3)	-
Net accrual expense	$ 19	$ 16

(a) Represents amounts applicable to Equiva Services employees working on behalf of Equilon for the 9 month period from April 1, 1999 to December 31, 1999.

NOTE 11 - EMPLOYEE BENEFITS (continued)

Other Post-Employment Benefits

Equilon and Equiva Services LLC currently provide health care benefits for retired employees and their dependents through a common plan. Eligibility for such benefits requires that a retired employee be at least 50 years of age, with at least 10 years of service and the sum of age and service of at least 70 years. Past service with the owner companies is credited for determining benefit eligibility.

The company's obligation is a percentage of the total premiums required. This percentage varies from 60% to 80% of total cost depending on the sum of the employee's total years of age plus service at the time of retirement. The assumed annual health care cost trend rate used in measuring the accumulated post-employment benefit obligation (APBO) was 7.0% in 1999, and 9.0% in 2000, decreasing to 5.0% by 2008 and remaining at that level thereafter. Assuming a 1% increase in the annual rate of increase of required medical premiums, the APBO and annual expense would increase by approximately $35 million and $2 million, respectively.

In addition to medical benefits, Equilon and Equiva Services LLC are providing retiree life insurance benefits to certain former owner employees from Texaco and Star Enterprise (Star). These employees were to have reached age 50 by April 1, 1999, with 5 years of service at the time of transfer, and must retire at a minimum age of 55 with at least 10 years of service in order to be eligible.

Net post-employment benefit costs for 2000 and for the period of April 1, 1999 to December 31, 1999 were as follows:

	2000	1999 (b)
	(Millions of dollars)	
Service cost	$ 6	$ 5
Interest cost	9	7
Amortization of prior service cost	(1)	(1)
Recognized net actuarial gain	(1)	-
Curtailment gain	(6)	-
Accrued expense	$ 7	$ 11

(b) Represents amounts applicable to Equiva Services employees working on behalf of Equilon for the 9 month period from April 1, 1999 to December 31, 1999.

NOTE 11 - EMPLOYEE BENEFITS (continued)

Other Post-Employment Benefits (continued)
The status of other post-employment plans as of December 31, 2000 and 1999, was as follows:

	2000	1999 (c)
	(Millions of dollars)	
Benefit obligation at January 1, 2000 and April 1, 1999	$ 118	$ 131
Service cost	6	5
Interest cost	9	7
Actuarial (gain)/loss	53	(19)
Acquisition/divestiture	6	(6)
Benefit paid	(1)	-
Curtailments	(6)	-
Benefit obligation at December 31	185	118
Unrecognized prior service cost	8	8
Unrecognized gain/(loss)	(28)	24
Accrued post-employment benefit obligation at December 31	$ 165	$ 150

(c) Represents amounts applicable to Equiva Services employees working on behalf of Equilon for the 9 month period from April 1, 1999 to December 31, 1999.

Pension Plans
Effective April 1, 1999, Equiva Services LLC established a cash balance defined benefit pension plan covering substantially all of its employees. Company contributions under the plan are between 3% and 7% of compensation based on years of service, age, and covered compensation. Individual employee accounts are credited each month with employer contributions and interest on the account balance at an interest rate adjusted quarterly. Currently the interest rate is 5.8% per annum. Assets of the plan are comprised of equity securities and fixed income securities. Equilon and Equiva Services LLC's funding policy is to contribute all pension costs accrued to the extent required by federal tax regulations. The following table sets forth information related to changes in the benefit obligations, change in plan assets, a reconciliation of the funded status of the plans and components of the expense recognized related to Equilon's pension plan.

NOTE 11 - EMPLOYEE BENEFITS (continued)

Pension Plans (continued)

	2000	1999 (d)
	(Millions of dollars)	
Change in benefit obligation		
Projected benefit obligation at January 1, 2000 and April 1, 1999	$ 20	$ -
Service cost	29	23
Interest cost	3	-
Actuarial gain	(1)	(2)
Acquisition/divestiture/plan merger	9	(1)
Benefit paid	(5)	-
Curtailments	(1)	-
Projected benefit obligation at December 31	$ 54	$ 20
Change in plan assets		
Fair value of plan assets at January 1, 2000 and April 1, 1999	$ -	$ -
Actual return on plan assets, net of expenses	(1)	(1)
Employer contributions	25	1
Benefit paid	(5)	-
Plan merger	15	-
Fair value of plan assets at December 31	$ 34	$ -
Funded status at December 31		
Obligation greater than assets	$ 20	$ 20
Unrecognized net gain	2	2
Accrued pension liability at December 31	$ 22	$ 22
Weighted-average assumptions at December 31		
Discount rate	7.5%	8.0%
Expected return on plan assets	9.0%	9.0%
Rate of compensation increase	4.0%	4.5%
Components of net periodic benefit costs		
Service cost	$ 29	$ 23
Interest cost	3	-
Expected return on plan assets	(2)	-
Curtailment gain	(1)	-
Net periodic benefit costs	$ 29	$ 23

(d) Represents amounts applicable to Equiva Services employees working on behalf of Equilon for the 9 month period from April 1, 1999 to December 31, 1999.

NOTE 11 - EMPLOYEE BENEFITS (continued)

Employee Termination Benefits

The joint venture agreements provide for Equilon and Motiva to determine the appropriate staffing levels for their businesses. To the extent those staffing needs resulted in the elimination of positions from the ranks of Shell, Texaco and Star, affected employees were entitled to termination benefits provided for under the benefit plans of the applicable companies. Shell, Texaco and Star, as the employer companies, are responsible for administering the payment of benefits under their respective benefit plans. Equilon and Motiva have reimbursed the employer companies for substantially all costs resulting from the elimination of positions in accordance with a formula included in the joint venture agreements.

The formation of Equilon and Motiva resulted in the termination of 1,658 employees. The separations were substantially complete as of December 31, 1999. In 1998, Equilon recorded a charge of $61 million for its share of reimbursable severance and other benefit costs as selling, general and administrative expenses in the Statement of Consolidated Income. An additional provision of $2 million was recorded to selling, general and administrative expenses in 1999. Equilon reimbursed the employer companies $4 million in 2000, $52 million in 1999, and $7 million in 1998 for the termination benefits.

NOTE 12 - DERIVATIVES

On January 1, 2001, Equilon adopted Statement of Financial Accounting Standards No. 133 (SFAS 133) Accounting for Derivative Instruments and Hedging Activities as amended by SFAS 137 and SFAS 138. Equilon's results of operations and financial position will reflect the impact of the new standard commencing January 1, 2001. The cumulative effect of adoption at that date on net income and other comprehensive income, a component of owners' equity, is not material.

At December 31, 2000, open derivative instruments held for hedging purposes consisted mostly of futures. Notional contract amounts were $33 million and $31 million at year-end 2000 and 1999, respectively. These amounts principally represent future values of contract volumes over the remaining duration of the outstanding futures contracts at the respective dates. These contracts hedge a small fraction of the company's business activities, generally for periods within the next twelve months.

Equilon entered into a relatively small number of petroleum-related derivative transactions for trading purposes. The results of derivative trading activities are marked to market, with gains and losses recorded in operating revenue. All derivative instruments are straightforward futures, swaps and options, with no leverage or multiplier features. At December 31, 2000, the open derivative instruments held for trading purposes consisted primarily of futures and options. The notional contract amounts of derivative instruments were $903 million and $813 million at year-end 2000 and 1999, respectively.

NOTE 12 - DERIVATIVES (continued)

The earnings impact of hedging and trading activities in 2000 and 1999 was a charge to revenues of $20 million and $92 million, respectively, and was not material in 1998. The unrealized gains and losses on open positions at December 31, 2000 and 1999 were losses of $36 million and $3 million, respectively.

The adoption, including the cumulative effect, of mark-to-market accounting in compliance with Emerging Issues Task Force Issue 98-10 "Accounting for Energy Trading and Risk Management Activities" has had no material impact on the consolidated financial position or results of operation of Equilon.

NOTE 13 - CONTINGENT LIABILITIES

Equilon is subject to possible loss contingencies including actions or claims based on environmental laws, federal regulations, and other matters. While it is impossible to ascertain the ultimate legal and financial liability with respect to many such contingent liabilities and commitments, Equilon has accrued amounts (undiscounted) related to certain such liabilities where the outcome is deemed both probable and reasonably measurable.

Equilon has been named as a defendant or a potentially responsible party in several contamination matters and has certain obligations for remediation of adverse environmental conditions related to certain of its operating assets under existing laws and regulations.

On June 10, 1999, there was a rupture and resulting fire in the Olympic Pipe Line Company pipeline at Bellingham, Washington, in which there were three civilian fatalities. Equilon Pipeline Company LLC holds a 37.5 percent interest in Olympic Pipe Line Company. Regulatory and governmental investigations are ongoing and wrongful death lawsuits were filed.

On November 25, 1998, a fire occurred at the Equilon Puget Sound Refinery in Anacortes, Washington, which resulted in six fatalities - four employees of a contractor and two Texaco employees working on behalf of Equilon. Regulatory and governmental investigations and the subsequent wrongful death lawsuits were settled in May 1999 and January 2001, respectively. Settlement obligations were previously accrued or covered by third party insurance.

Equilon has assumed crude and refined product throughput commitments previously made by Shell and Texaco to ship through affiliated pipeline companies and an offshore oil port, some of which relate to financing arrangements. As of December 31, 2000 and 1999, the maximum exposure was estimated to be $248 million and $297 million, respectively. In addition, Equilon is contingently liable for potential contractual obligations related to the sale of electricity by a cogeneration facility in which it has a general partnership interest. Equilon's maximum exposure under this arrangement was $159 million and $173 million as of December 31, 2000 and December 31, 1999, respectively. No advances have resulted from these obligations.

In management's opinion, the aggregate amount of liability for contingent liabilities, in excess of financial liabilities already accrued or anticipated insurance recoveries, is not anticipated to be material in relation to the consolidated financial position or results of operations of Equilon.

INDEX TO EXHIBITS

The exhibits designated by an asterisk are incorporated herein by reference to documents previously filed by Texaco Inc. with the Securities and Exchange Commission, SEC File No. 1-27.

Exhibits

(24.2)	Power of Attorney. Power of Attorney for Glenn F. Tilton, Chairman of the Board and Chief Executive Officer of Texaco Inc., authorizing, among other things, the signing of Texaco Inc.'s Annual Report on Form 10-K on his behalf, filed as Exhibit 24.2 to Texaco Inc.'s Annual Report on Form 10-K for the year ended December 31, 2000, dated March 26, 2001, incorporated herein by reference, SEC File No. 1-27.	*
(24.3-24.16)	Power of Attorney. Powers of Attorney for certain directors and officers of Texaco Inc. authorizing, among other things, the signing of Texaco Inc.'s Annual Report on Form 10-K on their behalf.	

EXHIBIT 24.3

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, Senior Vice President and Chief Financial Officer of TEXACO INC., a Delaware corporation (the "Company"), hereby appoints MICHAEL H. RUDY and CALLI P. CHECKI, and either of them (with full power to act without the other) as the undersigned's attorneys-in-fact and agents, with full power and authority to act in any and all capacities for and in the name, place and stead of the undersigned in connection with the filing of: (i) any and all registration statements and all amendments and post-effective amendments thereto (collectively, "Registration Statements") under the Securities Act of 1933, as amended, with the Securities and Exchange Commission, and any all registrations, qualifications or notifications under the applicable securities laws of any and all states and other jurisdictions, with respect to the securities of the Company of whatever class, including without limitation thereon the Company's Common Stock, preferred stock and debt securities, however offered, sold, issued, distributed, placed or resold by the Company, by any of its subsidiary companies, or by any other person or entity, that may be required to effect: (a) any such filing, (b) any primary or secondary offering, sale, distribution, exchange, or conversion of the Company's securities, (c) any acquisition, merger, reorganization or consolidation involving the issuance of the Company's securities, (d) any stock option, restricted stock grant, incentive, investment, thrift, profit sharing, or other employee benefit plan relating to the Company's securities, or (e) any dividend reinvestment or stock purchase plan relating to the Company's securities; (ii) the Company's Annual Report to the Securities and Exchange Commission on Form 10-K, and any and all amendments thereto on Form 8 or otherwise, under the Securities Exchange Act of 1934, as amended ("Exchange Act"), and (iii) Statements of Changes of Beneficial Ownership of Securities on Form 4 or Form 5 (or such other forms as may be designated from time to time for such purposes), pursuant to Section 16(a) of the Exchange Act.

Without limiting the generality of the foregoing grant of authority, such attorneys-in-fact and agents, or either of them, are hereby granted full power and authority, on behalf of and in the name, place and stead of the undersigned, to execute and deliver all such Registration Statements, registrations, qualifications, or notifications, the Company's Form 10-K, any and all amendments thereto, statements of changes, and any all other documents in connection with the foregoing, and take such other and further action as such attorneys-in-fact and agents, or either of them, deem necessary or appropriate. The powers and authorities granted herein to such attorneys-in-fact and agents, and either of them, also include the full right, power and authority to effect necessary or appropriate substitutions or revocations. The undersigned hereby ratifies, confirms, and adopts, as the undersigned's own act and deed, all action lawfully taken pursuant to the powers and authorities herein granted by such attorneys-in-fact and agents, or either of them, or by their respective substitutes. This Power of Attorney expires by its terms and shall be of no further force and effect on December 31, 2002.

IN WITNESS WHEREOF, the undersigned has hereunto set his name as of the 31st day of March, 2001.

/s/ Patrick J. Lynch

Patrick J. Lynch
Senior Vice President and Chief Financial Officer
(Principal Financial Officer)

EXHIBIT 24.4

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, Comptroller and Chief Accounting Officer of TEXACO INC., a Delaware corporation (the "Company"), hereby appoints MICHAEL H. RUDY and CALLI P. CHECKI, and either of them (with full power to act without the other) as the undersigned's attorneys-in-fact and agents, with full power and authority to act in any and all capacities for and in the name, place and stead of the undersigned in connection with the filing of: (i) any and all registration statements and all amendments and post-effective amendments thereto (collectively, "Registration Statements") under the Securities Act of 1933, as amended, with the Securities and Exchange Commission, and any all registrations, qualifications or notifications under the applicable securities laws of any and all states and other jurisdictions, with respect to the securities of the Company of whatever class, including without limitation thereon the Company's Common Stock, preferred stock and debt securities, however offered, sold, issued, distributed, placed or resold by the Company, by any of its subsidiary companies, or by any other person or entity, that may be required to effect: (a) any such filing, (b) any primary or secondary offering, sale, distribution, exchange, or conversion of the Company's securities, (c) any acquisition, merger, reorganization or consolidation involving the issuance of the Company's securities, (d) any stock option, restricted stock grant, incentive, investment, thrift, profit sharing, or other employee benefit plan relating to the Company's securities, or (e) any dividend reinvestment or stock purchase plan relating to the Company's securities; (ii) the Company's Annual Report to the Securities and Exchange Commission on Form 10-K, and any and all amendments thereto on Form 8 or otherwise, under the Securities Exchange Act of 1934, as amended ("Exchange Act"), and (iii) Statements of Changes of Beneficial Ownership of Securities on Form 4 or Form 5 (or such other forms as may be designated from time to time for such purposes), pursuant to Section 16(a) of the Exchange Act.

Without limiting the generality of the foregoing grant of authority, such attorneys-in-fact and agents, or either of them, are hereby granted full power and authority, on behalf of and in the name, place and stead of the undersigned, to execute and deliver all such Registration Statements, registrations, qualifications, or notifications, the Company's Form 10-K, any and all amendments thereto, statements of changes, and any all other documents in connection with the foregoing, and take such other and further action as such attorneys-in-fact and agents, or either of them, deem necessary or appropriate. The powers and authorities granted herein to such attorneys-in-fact and agents, and either of them, also include the full right, power and authority to effect necessary or appropriate substitutions or revocations. The undersigned hereby ratifies, confirms, and adopts, as the undersigned's own act and deed, all action lawfully taken pursuant to the powers and authorities herein granted by such attorneys-in-fact and agents, or either of them, or by their respective substitutes. This Power of Attorney expires by its terms and shall be of no further force and effect on December 31, 2002.

IN WITNESS WHEREOF, the undersigned has hereunto set his name as of the 31st day of March, 2001.

/s/ George J. Batavick

George J. Batavick
Comptroller and Chief Accounting Officer
(Principal Accounting Officer)

EXHIBIT 24.5

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, a director of TEXACO INC., a Delaware corporation (the "Company"), hereby appoints MICHAEL H. RUDY and CALLI P. CHECKI, and either of them (with full power to act without the other) as the undersigned's attorneys-in-fact and agents, with full power and authority to act in any and all capacities for and in the name, place and stead of the undersigned in connection with the filing of: (i) any and all registration statements and all amendments and post-effective amendments thereto (collectively, "Registration Statements") under the Securities Act of 1933, as amended, with the Securities and Exchange Commission, and any all registrations, qualifications or notifications under the applicable securities laws of any and all states and other jurisdictions, with respect to the securities of the Company of whatever class, including without limitation thereon the Company's Common Stock, preferred stock and debt securities, however offered, sold, issued, distributed, placed or resold by the Company, by any of its subsidiary companies, or by any other person or entity, that may be required to effect: (a) any such filing, (b) any primary or secondary offering, sale, distribution, exchange, or conversion of the Company's securities, (c) any acquisition, merger, reorganization or consolidation involving the issuance of the Company's securities, (d) any stock option, restricted stock grant, incentive, investment, thrift, profit sharing, or other employee benefit plan relating to the Company's securities, or (e) any dividend reinvestment or stock purchase plan relating to the Company's securities; (ii) the Company's Annual Report to the Securities and Exchange Commission on Form 10-K, and any and all amendments thereto on Form 8 or otherwise, under the Securities Exchange Act of 1934, as amended ("Exchange Act"), and (iii) Statements of Changes of Beneficial Ownership of Securities on Form 4 or Form 5 (or such other forms as may be designated from time to time for such purposes), pursuant to Section 16(a) of the Exchange Act.

Without limiting the generality of the foregoing grant of authority, such attorneys-in-fact and agents, or either of them, are hereby granted full power and authority, on behalf of and in the name, place and stead of the undersigned, to execute and deliver all such Registration Statements, registrations, qualifications, or notifications, the Company's Form 10-K, any and all amendments thereto, statements of changes, and any all other documents in connection with the foregoing, and take such other and further action as such attorneys-in-fact and agents, or either of them, deem necessary or appropriate. The powers and authorities granted herein to such attorneys-in-fact and agents, and either of them, also include the full right, power and authority to effect necessary or appropriate substitutions or revocations. The undersigned hereby ratifies, confirms, and adopts, as the undersigned's own act and deed, all action lawfully taken pursuant to the powers and authorities herein granted by such attorneys-in-fact and agents, or either of them, or by their respective substitutes. This Power of Attorney expires by its terms and shall be of no further force and effect on December 31, 2002.

IN WITNESS WHEREOF, the undersigned has hereunto set his name as of the 31st day of March, 2001.

/s/ A. Charles Baillie

EXHIBIT 24.6

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, a director of TEXACO INC., a Delaware corporation (the "Company"), hereby appoints MICHAEL H. RUDY and CALLI P. CHECKI, and either of them (with full power to act without the other) as the undersigned's attorneys-in-fact and agents, with full power and authority to act in any and all capacities for and in the name, place and stead of the undersigned in connection with the filing of: (i) any and all registration statements and all amendments and post-effective amendments thereto (collectively, "Registration Statements") under the Securities Act of 1933, as amended, with the Securities and Exchange Commission, and any all registrations, qualifications or notifications under the applicable securities laws of any and all states and other jurisdictions, with respect to the securities of the Company of whatever class, including without limitation thereon the Company's Common Stock, preferred stock and debt securities, however offered, sold, issued, distributed, placed or resold by the Company, by any of its subsidiary companies, or by any other person or entity, that may be required to effect: (a) any such filing, (b) any primary or secondary offering, sale, distribution, exchange, or conversion of the Company's securities, (c) any acquisition, merger, reorganization or consolidation involving the issuance of the Company's securities, (d) any stock option, restricted stock grant, incentive, investment, thrift, profit sharing, or other employee benefit plan relating to the Company's securities, or (e) any dividend reinvestment or stock purchase plan relating to the Company's securities; (ii) the Company's Annual Report to the Securities and Exchange Commission on Form 10-K, and any and all amendments thereto on Form 8 or otherwise, under the Securities Exchange Act of 1934, as amended ("Exchange Act"), and (iii) Statements of Changes of Beneficial Ownership of Securities on Form 4 or Form 5 (or such other forms as may be designated from time to time for such purposes), pursuant to Section 16(a) of the Exchange Act.

Without limiting the generality of the foregoing grant of authority, such attorneys-in-fact and agents, or either of them, are hereby granted full power and authority, on behalf of and in the name, place and stead of the undersigned, to execute and deliver all such Registration Statements, registrations, qualifications, or notifications, the Company's Form 10-K, any and all amendments thereto, statements of changes, and any all other documents in connection with the foregoing, and take such other and further action as such attorneys-in-fact and agents, or either of them, deem necessary or appropriate. The powers and authorities granted herein to such attorneys-in-fact and agents, and either of them, also include the full right, power and authority to effect necessary or appropriate substitutions or revocations. The undersigned hereby ratifies, confirms, and adopts, as the undersigned's own act and deed, all action lawfully taken pursuant to the powers and authorities herein granted by such attorneys-in-fact and agents, or either of them, or by their respective substitutes. This Power of Attorney expires by its terms and shall be of no further force and effect on December 31, 2002.

IN WITNESS WHEREOF, the undersigned has hereunto set his name as of the 31st day of March, 2001.

/s/ Mary K. Bush

EXHIBIT 24.7

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, a director of TEXACO INC., a Delaware corporation (the "Company"), hereby appoints MICHAEL H. RUDY and CALLI P. CHECKI, and either of them (with full power to act without the other) as the undersigned's attorneys-in-fact and agents, with full power and authority to act in any and all capacities for and in the name, place and stead of the undersigned in connection with the filing of: (i) any and all registration statements and all amendments and post-effective amendments thereto (collectively, "Registration Statements") under the Securities Act of 1933, as amended, with the Securities and Exchange Commission, and any all registrations, qualifications or notifications under the applicable securities laws of any and all states and other jurisdictions, with respect to the securities of the Company of whatever class, including without limitation thereon the Company's Common Stock, preferred stock and debt securities, however offered, sold, issued, distributed, placed or resold by the Company, by any of its subsidiary companies, or by any other person or entity, that may be required to effect: (a) any such filing, (b) any primary or secondary offering, sale, distribution, exchange, or conversion of the Company's securities, (c) any acquisition, merger, reorganization or consolidation involving the issuance of the Company's securities, (d) any stock option, restricted stock grant, incentive, investment, thrift, profit sharing, or other employee benefit plan relating to the Company's securities, or (e) any dividend reinvestment or stock purchase plan relating to the Company's securities; (ii) the Company's Annual Report to the Securities and Exchange Commission on Form 10-K, and any and all amendments thereto on Form 8 or otherwise, under the Securities Exchange Act of 1934, as amended ("Exchange Act"), and (iii) Statements of Changes of Beneficial Ownership of Securities on Form 4 or Form 5 (or such other forms as may be designated from time to time for such purposes), pursuant to Section 16(a) of the Exchange Act.

Without limiting the generality of the foregoing grant of authority, such attorneys-in-fact and agents, or either of them, are hereby granted full power and authority, on behalf of and in the name, place and stead of the undersigned, to execute and deliver all such Registration Statements, registrations, qualifications, or notifications, the Company's Form 10-K, any and all amendments thereto, statements of changes, and any all other documents in connection with the foregoing, and take such other and further action as such attorneys-in-fact and agents, or either of them, deem necessary or appropriate. The powers and authorities granted herein to such attorneys-in-fact and agents, and either of them, also include the full right, power and authority to effect necessary or appropriate substitutions or revocations. The undersigned hereby ratifies, confirms, and adopts, as the undersigned's own act and deed, all action lawfully taken pursuant to the powers and authorities herein granted by such attorneys-in-fact and agents, or either of them, or by their respective substitutes. This Power of Attorney expires by its terms and shall be of no further force and effect on December 31, 2002.

IN WITNESS WHEREOF, the undersigned has hereunto set his name as of the 31st day of March, 2001.

/s/ Edmund M. Carpenter

EXHIBIT 24.8

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, a director of TEXACO INC., a Delaware corporation (the "Company"), hereby appoints MICHAEL H. RUDY and CALLI P. CHECKI, and either of them (with full power to act without the other) as the undersigned's attorneys-in-fact and agents, with full power and authority to act in any and all capacities for and in the name, place and stead of the undersigned in connection with the filing of: (i) any and all registration statements and all amendments and post-effective amendments thereto (collectively, "Registration Statements") under the Securities Act of 1933, as amended, with the Securities and Exchange Commission, and any all registrations, qualifications or notifications under the applicable securities laws of any and all states and other jurisdictions, with respect to the securities of the Company of whatever class, including without limitation thereon the Company's Common Stock, preferred stock and debt securities, however offered, sold, issued, distributed, placed or resold by the Company, by any of its subsidiary companies, or by any other person or entity, that may be required to effect: (a) any such filing, (b) any primary or secondary offering, sale, distribution, exchange, or conversion of the Company's securities, (c) any acquisition, merger, reorganization or consolidation involving the issuance of the Company's securities, (d) any stock option, restricted stock grant, incentive, investment, thrift, profit sharing, or other employee benefit plan relating to the Company's securities, or (e) any dividend reinvestment or stock purchase plan relating to the Company's securities; (ii) the Company's Annual Report to the Securities and Exchange Commission on Form 10-K, and any and all amendments thereto on Form 8 or otherwise, under the Securities Exchange Act of 1934, as amended ("Exchange Act"), and (iii) Statements of Changes of Beneficial Ownership of Securities on Form 4 or Form 5 (or such other forms as may be designated from time to time for such purposes), pursuant to Section 16(a) of the Exchange Act.

Without limiting the generality of the foregoing grant of authority, such attorneys-in-fact and agents, or either of them, are hereby granted full power and authority, on behalf of and in the name, place and stead of the undersigned, to execute and deliver all such Registration Statements, registrations, qualifications, or notifications, the Company's Form 10-K, any and all amendments thereto, statements of changes, and any all other documents in connection with the foregoing, and take such other and further action as such attorneys-in-fact and agents, or either of them, deem necessary or appropriate. The powers and authorities granted herein to such attorneys-in-fact and agents, and either of them, also include the full right, power and authority to effect necessary or appropriate substitutions or revocations. The undersigned hereby ratifies, confirms, and adopts, as the undersigned's own act and deed, all action lawfully taken pursuant to the powers and authorities herein granted by such attorneys-in-fact and agents, or either of them, or by their respective substitutes. This Power of Attorney expires by its terms and shall be of no further force and effect on December 31, 2002.

IN WITNESS WHEREOF, the undersigned has hereunto set his name as of the 31st day of March, 2001.

/s/ Robert J. Eaton

EXHIBIT 24.9

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, a director of TEXACO INC., a Delaware corporation (the "Company"), hereby appoints MICHAEL H. RUDY and CALLI P. CHECKI, and either of them (with full power to act without the other) as the undersigned's attorneys-in-fact and agents, with full power and authority to act in any and all capacities for and in the name, place and stead of the undersigned in connection with the filing of: (i) any and all registration statements and all amendments and post-effective amendments thereto (collectively, "Registration Statements") under the Securities Act of 1933, as amended, with the Securities and Exchange Commission, and any all registrations, qualifications or notifications under the applicable securities laws of any and all states and other jurisdictions, with respect to the securities of the Company of whatever class, including without limitation thereon the Company's Common Stock, preferred stock and debt securities, however offered, sold, issued, distributed, placed or resold by the Company, by any of its subsidiary companies, or by any other person or entity, that may be required to effect: (a) any such filing, (b) any primary or secondary offering, sale, distribution, exchange, or conversion of the Company's securities, (c) any acquisition, merger, reorganization or consolidation involving the issuance of the Company's securities, (d) any stock option, restricted stock grant, incentive, investment, thrift, profit sharing, or other employee benefit plan relating to the Company's securities, or (e) any dividend reinvestment or stock purchase plan relating to the Company's securities; (ii) the Company's Annual Report to the Securities and Exchange Commission on Form 10-K, and any and all amendments thereto on Form 8 or otherwise, under the Securities Exchange Act of 1934, as amended ("Exchange Act"), and (iii) Statements of Changes of Beneficial Ownership of Securities on Form 4 or Form 5 (or such other forms as may be designated from time to time for such purposes), pursuant to Section 16(a) of the Exchange Act.

Without limiting the generality of the foregoing grant of authority, such attorneys-in-fact and agents, or either of them, are hereby granted full power and authority, on behalf of and in the name, place and stead of the undersigned, to execute and deliver all such Registration Statements, registrations, qualifications, or notifications, the Company's Form 10-K, any and all amendments thereto, statements of changes, and any all other documents in connection with the foregoing, and take such other and further action as such attorneys-in-fact and agents, or either of them, deem necessary or appropriate. The powers and authorities granted herein to such attorneys-in-fact and agents, and either of them, also include the full right, power and authority to effect necessary or appropriate substitutions or revocations. The undersigned hereby ratifies, confirms, and adopts, as the undersigned's own act and deed, all action lawfully taken pursuant to the powers and authorities herein granted by such attorneys-in-fact and agents, or either of them, or by their respective substitutes. This Power of Attorney expires by its terms and shall be of no further force and effect on December 31, 2002.

IN WITNESS WHEREOF, the undersigned has hereunto set his name as of the 31st day of March, 2001.

/s/ Michael C. Hawley

EXHIBIT 24.10

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, a director of TEXACO INC., a Delaware corporation (the "Company"), hereby appoints MICHAEL H. RUDY and CALLI P. CHECKI, and either of them (with full power to act without the other) as the undersigned's attorneys-in-fact and agents, with full power and authority to act in any and all capacities for and in the name, place and stead of the undersigned in connection with the filing of: (i) any and all registration statements and all amendments and post-effective amendments thereto (collectively, "Registration Statements") under the Securities Act of 1933, as amended, with the Securities and Exchange Commission, and any all registrations, qualifications or notifications under the applicable securities laws of any and all states and other jurisdictions, with respect to the securities of the Company of whatever class, including without limitation thereon the Company's Common Stock, preferred stock and debt securities, however offered, sold, issued, distributed, placed or resold by the Company, by any of its subsidiary companies, or by any other person or entity, that may be required to effect: (a) any such filing, (b) any primary or secondary offering, sale, distribution, exchange, or conversion of the Company's securities, (c) any acquisition, merger, reorganization or consolidation involving the issuance of the Company's securities, (d) any stock option, restricted stock grant, incentive, investment, thrift, profit sharing, or other employee benefit plan relating to the Company's securities, or (e) any dividend reinvestment or stock purchase plan relating to the Company's securities; (ii) the Company's Annual Report to the Securities and Exchange Commission on Form 10-K, and any and all amendments thereto on Form 8 or otherwise, under the Securities Exchange Act of 1934, as amended ("Exchange Act"), and (iii) Statements of Changes of Beneficial Ownership of Securities on Form 4 or Form 5 (or such other forms as may be designated from time to time for such purposes), pursuant to Section 16(a) of the Exchange Act.

Without limiting the generality of the foregoing grant of authority, such attorneys-in-fact and agents, or either of them, are hereby granted full power and authority, on behalf of and in the name, place and stead of the undersigned, to execute and deliver all such Registration Statements, registrations, qualifications, or notifications, the Company's Form 10-K, any and all amendments thereto, statements of changes, and any all other documents in connection with the foregoing, and take such other and further action as such attorneys-in-fact and agents, or either of them, deem necessary or appropriate. The powers and authorities granted herein to such attorneys-in-fact and agents, and either of them, also include the full right, power and authority to effect necessary or appropriate substitutions or revocations. The undersigned hereby ratifies, confirms, and adopts, as the undersigned's own act and deed, all action lawfully taken pursuant to the powers and authorities herein granted by such attorneys-in-fact and agents, or either of them, or by their respective substitutes. This Power of Attorney expires by its terms and shall be of no further force and effect on December 31, 2002.

IN WITNESS WHEREOF, the undersigned has hereunto set his name as of the 31st day of March, 2001.

/s/ Franklyn G. Jenifer

EXHIBIT 24.11

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, a director of TEXACO INC., a Delaware corporation (the "Company"), hereby appoints MICHAEL H. RUDY and CALLI P. CHECKI, and either of them (with full power to act without the other) as the undersigned's attorneys-in-fact and agents, with full power and authority to act in any and all capacities for and in the name, place and stead of the undersigned in connection with the filing of: (i) any and all registration statements and all amendments and post-effective amendments thereto (collectively, "Registration Statements") under the Securities Act of 1933, as amended, with the Securities and Exchange Commission, and any all registrations, qualifications or notifications under the applicable securities laws of any and all states and other jurisdictions, with respect to the securities of the Company of whatever class, including without limitation thereon the Company's Common Stock, preferred stock and debt securities, however offered, sold, issued, distributed, placed or resold by the Company, by any of its subsidiary companies, or by any other person or entity, that may be required to effect: (a) any such filing, (b) any primary or secondary offering, sale, distribution, exchange, or conversion of the Company's securities, (c) any acquisition, merger, reorganization or consolidation involving the issuance of the Company's securities, (d) any stock option, restricted stock grant, incentive, investment, thrift, profit sharing, or other employee benefit plan relating to the Company's securities, or (e) any dividend reinvestment or stock purchase plan relating to the Company's securities; (ii) the Company's Annual Report to the Securities and Exchange Commission on Form 10-K, and any and all amendments thereto on Form 8 or otherwise, under the Securities Exchange Act of 1934, as amended ("Exchange Act"), and (iii) Statements of Changes of Beneficial Ownership of Securities on Form 4 or Form 5 (or such other forms as may be designated from time to time for such purposes), pursuant to Section 16(a) of the Exchange Act.

Without limiting the generality of the foregoing grant of authority, such attorneys-in-fact and agents, or either of them, are hereby granted full power and authority, on behalf of and in the name, place and stead of the undersigned, to execute and deliver all such Registration Statements, registrations, qualifications, or notifications, the Company's Form 10-K, any and all amendments thereto, statements of changes, and any all other documents in connection with the foregoing, and take such other and further action as such attorneys-in-fact and agents, or either of them, deem necessary or appropriate. The powers and authorities granted herein to such attorneys-in-fact and agents, and either of them, also include the full right, power and authority to effect necessary or appropriate substitutions or revocations. The undersigned hereby ratifies, confirms, and adopts, as the undersigned's own act and deed, all action lawfully taken pursuant to the powers and authorities herein granted by such attorneys-in-fact and agents, or either of them, or by their respective substitutes. This Power of Attorney expires by its terms and shall be of no further force and effect on December 31, 2002.

IN WITNESS WHEREOF, the undersigned has hereunto set his name as of the 31st day of March, 2001.

/s/Sam Nunn

EXHIBIT 24.12

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, a director of TEXACO INC., a Delaware corporation (the "Company"), hereby appoints MICHAEL H. RUDY and CALLI P. CHECKI, and either of them (with full power to act without the other) as the undersigned's attorneys-in-fact and agents, with full power and authority to act in any and all capacities for and in the name, place and stead of the undersigned in connection with the filing of: (i) any and all registration statements and all amendments and post-effective amendments thereto (collectively, "Registration Statements") under the Securities Act of 1933, as amended, with the Securities and Exchange Commission, and any all registrations, qualifications or notifications under the applicable securities laws of any and all states and other jurisdictions, with respect to the securities of the Company of whatever class, including without limitation thereon the Company's Common Stock, preferred stock and debt securities, however offered, sold, issued, distributed, placed or resold by the Company, by any of its subsidiary companies, or by any other person or entity, that may be required to effect: (a) any such filing, (b) any primary or secondary offering, sale, distribution, exchange, or conversion of the Company's securities, (c) any acquisition, merger, reorganization or consolidation involving the issuance of the Company's securities, (d) any stock option, restricted stock grant, incentive, investment, thrift, profit sharing, or other employee benefit plan relating to the Company's securities, or (e) any dividend reinvestment or stock purchase plan relating to the Company's securities; (ii) the Company's Annual Report to the Securities and Exchange Commission on Form 10-K, and any and all amendments thereto on Form 8 or otherwise, under the Securities Exchange Act of 1934, as amended ("Exchange Act"), and (iii) Statements of Changes of Beneficial Ownership of Securities on Form 4 or Form 5 (or such other forms as may be designated from time to time for such purposes), pursuant to Section 16(a) of the Exchange Act.

Without limiting the generality of the foregoing grant of authority, such attorneys-in-fact and agents, or either of them, are hereby granted full power and authority, on behalf of and in the name, place and stead of the undersigned, to execute and deliver all such Registration Statements, registrations, qualifications, or notifications, the Company's Form 10-K, any and all amendments thereto, statements of changes, and any all other documents in connection with the foregoing, and take such other and further action as such attorneys-in-fact and agents, or either of them, deem necessary or appropriate. The powers and authorities granted herein to such attorneys-in-fact and agents, and either of them, also include the full right, power and authority to effect necessary or appropriate substitutions or revocations. The undersigned hereby ratifies, confirms, and adopts, as the undersigned's own act and deed, all action lawfully taken pursuant to the powers and authorities herein granted by such attorneys-in-fact and agents, or either of them, or by their respective substitutes. This Power of Attorney expires by its terms and shall be of no further force and effect on December 31, 2002.

IN WITNESS WHEREOF, the undersigned has hereunto set his name as of the 31st day of March, 2001.

/s/ Charles H. Price, II

EXHIBIT 24.13

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, a director of TEXACO INC., a Delaware corporation (the "Company"), hereby appoints MICHAEL H. RUDY and CALLI P. CHECKI, and either of them (with full power to act without the other) as the undersigned's attorneys-in-fact and agents, with full power and authority to act in any and all capacities for and in the name, place and stead of the undersigned in connection with the filing of: (i) any and all registration statements and all amendments and post-effective amendments thereto (collectively, "Registration Statements") under the Securities Act of 1933, as amended, with the Securities and Exchange Commission, and any all registrations, qualifications or notifications under the applicable securities laws of any and all states and other jurisdictions, with respect to the securities of the Company of whatever class, including without limitation thereon the Company's Common Stock, preferred stock and debt securities, however offered, sold, issued, distributed, placed or resold by the Company, by any of its subsidiary companies, or by any other person or entity, that may be required to effect: (a) any such filing, (b) any primary or secondary offering, sale, distribution, exchange, or conversion of the Company's securities, (c) any acquisition, merger, reorganization or consolidation involving the issuance of the Company's securities, (d) any stock option, restricted stock grant, incentive, investment, thrift, profit sharing, or other employee benefit plan relating to the Company's securities, or (e) any dividend reinvestment or stock purchase plan relating to the Company's securities; (ii) the Company's Annual Report to the Securities and Exchange Commission on Form 10-K, and any and all amendments thereto on Form 8 or otherwise, under the Securities Exchange Act of 1934, as amended ("Exchange Act"), and (iii) Statements of Changes of Beneficial Ownership of Securities on Form 4 or Form 5 (or such other forms as may be designated from time to time for such purposes), pursuant to Section 16(a) of the Exchange Act.

Without limiting the generality of the foregoing grant of authority, such attorneys-in-fact and agents, or either of them, are hereby granted full power and authority, on behalf of and in the name, place and stead of the undersigned, to execute and deliver all such Registration Statements, registrations, qualifications, or notifications, the Company's Form 10-K, any and all amendments thereto, statements of changes, and any all other documents in connection with the foregoing, and take such other and further action as such attorneys-in-fact and agents, or either of them, deem necessary or appropriate. The powers and authorities granted herein to such attorneys-in-fact and agents, and either of them, also include the full right, power and authority to effect necessary or appropriate substitutions or revocations. The undersigned hereby ratifies, confirms, and adopts, as the undersigned's own act and deed, all action lawfully taken pursuant to the powers and authorities herein granted by such attorneys-in-fact and agents, or either of them, or by their respective substitutes. This Power of Attorney expires by its terms and shall be of no further force and effect on December 31, 2002.

IN WITNESS WHEREOF, the undersigned has hereunto set his name as of the 31st day of March, 2001.

/s/Charles R. Shoemate

EXHIBIT 24.14

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, a director of TEXACO INC., a Delaware corporation (the "Company"), hereby appoints MICHAEL H. RUDY and CALLI P. CHECKI, and either of them (with full power to act without the other) as the undersigned's attorneys-in-fact and agents, with full power and authority to act in any and all capacities for and in the name, place and stead of the undersigned in connection with the filing of: (i) any and all registration statements and all amendments and post-effective amendments thereto (collectively, "Registration Statements") under the Securities Act of 1933, as amended, with the Securities and Exchange Commission, and any all registrations, qualifications or notifications under the applicable securities laws of any and all states and other jurisdictions, with respect to the securities of the Company of whatever class, including without limitation thereon the Company's Common Stock, preferred stock and debt securities, however offered, sold, issued, distributed, placed or resold by the Company, by any of its subsidiary companies, or by any other person or entity, that may be required to effect: (a) any such filing, (b) any primary or secondary offering, sale, distribution, exchange, or conversion of the Company's securities, (c) any acquisition, merger, reorganization or consolidation involving the issuance of the Company's securities, (d) any stock option, restricted stock grant, incentive, investment, thrift, profit sharing, or other employee benefit plan relating to the Company's securities, or (e) any dividend reinvestment or stock purchase plan relating to the Company's securities; (ii) the Company's Annual Report to the Securities and Exchange Commission on Form 10-K, and any and all amendments thereto on Form 8 or otherwise, under the Securities Exchange Act of 1934, as amended ("Exchange Act"), and (iii) Statements of Changes of Beneficial Ownership of Securities on Form 4 or Form 5 (or such other forms as may be designated from time to time for such purposes), pursuant to Section 16(a) of the Exchange Act.

Without limiting the generality of the foregoing grant of authority, such attorneys-in-fact and agents, or either of them, are hereby granted full power and authority, on behalf of and in the name, place and stead of the undersigned, to execute and deliver all such Registration Statements, registrations, qualifications, or notifications, the Company's Form 10-K, any and all amendments thereto, statements of changes, and any all other documents in connection with the foregoing, and take such other and further action as such attorneys-in-fact and agents, or either of them, deem necessary or appropriate. The powers and authorities granted herein to such attorneys-in-fact and agents, and either of them, also include the full right, power and authority to effect necessary or appropriate substitutions or revocations. The undersigned hereby ratifies, confirms, and adopts, as the undersigned's own act and deed, all action lawfully taken pursuant to the powers and authorities herein granted by such attorneys-in-fact and agents, or either of them, or by their respective substitutes. This Power of Attorney expires by its terms and shall be of no further force and effect on December 31, 2002.

IN WITNESS WHEREOF, the undersigned has hereunto set his name as of the 31st day of March, 2001.

/s/ Robin B. Smith

EXHIBIT 24.15

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, a director of TEXACO INC., a Delaware corporation (the "Company"), hereby appoints MICHAEL H. RUDY and CALLI P. CHECKI, and either of them (with full power to act without the other) as the undersigned's attorneys-in-fact and agents, with full power and authority to act in any and all capacities for and in the name, place and stead of the undersigned in connection with the filing of: (i) any and all registration statements and all amendments and post-effective amendments thereto (collectively, "Registration Statements") under the Securities Act of 1933, as amended, with the Securities and Exchange Commission, and any all registrations, qualifications or notifications under the applicable securities laws of any and all states and other jurisdictions, with respect to the securities of the Company of whatever class, including without limitation thereon the Company's Common Stock, preferred stock and debt securities, however offered, sold, issued, distributed, placed or resold by the Company, by any of its subsidiary companies, or by any other person or entity, that may be required to effect: (a) any such filing, (b) any primary or secondary offering, sale, distribution, exchange, or conversion of the Company's securities, (c) any acquisition, merger, reorganization or consolidation involving the issuance of the Company's securities, (d) any stock option, restricted stock grant, incentive, investment, thrift, profit sharing, or other employee benefit plan relating to the Company's securities, or (e) any dividend reinvestment or stock purchase plan relating to the Company's securities; (ii) the Company's Annual Report to the Securities and Exchange Commission on Form 10-K, and any and all amendments thereto on Form 8 or otherwise, under the Securities Exchange Act of 1934, as amended ("Exchange Act"), and (iii) Statements of Changes of Beneficial Ownership of Securities on Form 4 or Form 5 (or such other forms as may be designated from time to time for such purposes), pursuant to Section 16(a) of the Exchange Act.

Without limiting the generality of the foregoing grant of authority, such attorneys-in-fact and agents, or either of them, are hereby granted full power and authority, on behalf of and in the name, place and stead of the undersigned, to execute and deliver all such Registration Statements, registrations, qualifications, or notifications, the Company's Form 10-K, any and all amendments thereto, statements of changes, and any all other documents in connection with the foregoing, and take such other and further action as such attorneys-in-fact and agents, or either of them, deem necessary or appropriate. The powers and authorities granted herein to such attorneys-in-fact and agents, and either of them, also include the full right, power and authority to effect necessary or appropriate substitutions or revocations. The undersigned hereby ratifies, confirms, and adopts, as the undersigned's own act and deed, all action lawfully taken pursuant to the powers and authorities herein granted by such attorneys-in-fact and agents, or either of them, or by their respective substitutes. This Power of Attorney expires by its terms and shall be of no further force and effect on December 31, 2002.

IN WITNESS WHEREOF, the undersigned has hereunto set his name as of the 31st day of March, 2001.

/s/ William C. Steere, Jr.

EXHIBIT 24.16

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, a director of TEXACO INC., a Delaware corporation (the "Company"), hereby appoints MICHAEL H. RUDY and CALLI P. CHECKI, and either of them (with full power to act without the other) as the undersigned's attorneys-in-fact and agents, with full power and authority to act in any and all capacities for and in the name, place and stead of the undersigned in connection with the filing of: (i) any and all registration statements and all amendments and post-effective amendments thereto (collectively, "Registration Statements") under the Securities Act of 1933, as amended, with the Securities and Exchange Commission, and any all registrations, qualifications or notifications under the applicable securities laws of any and all states and other jurisdictions, with respect to the securities of the Company of whatever class, including without limitation thereon the Company's Common Stock, preferred stock and debt securities, however offered, sold, issued, distributed, placed or resold by the Company, by any of its subsidiary companies, or by any other person or entity, that may be required to effect: (a) any such filing, (b) any primary or secondary offering, sale, distribution, exchange, or conversion of the Company's securities, (c) any acquisition, merger, reorganization or consolidation involving the issuance of the Company's securities, (d) any stock option, restricted stock grant, incentive, investment, thrift, profit sharing, or other employee benefit plan relating to the Company's securities, or (e) any dividend reinvestment or stock purchase plan relating to the Company's securities; (ii) the Company's Annual Report to the Securities and Exchange Commission on Form 10-K, and any and all amendments thereto on Form 8 or otherwise, under the Securities Exchange Act of 1934, as amended ("Exchange Act"), and (iii) Statements of Changes of Beneficial Ownership of Securities on Form 4 or Form 5 (or such other forms as may be designated from time to time for such purposes), pursuant to Section 16(a) of the Exchange Act.

Without limiting the generality of the foregoing grant of authority, such attorneys-in-fact and agents, or either of them, are hereby granted full power and authority, on behalf of and in the name, place and stead of the undersigned, to execute and deliver all such Registration Statements, registrations, qualifications, or notifications, the Company's Form 10-K, any and all amendments thereto, statements of changes, and any all other documents in connection with the foregoing, and take such other and further action as such attorneys-in-fact and agents, or either of them, deem necessary or appropriate. The powers and authorities granted herein to such attorneys-in-fact and agents, and either of them, also include the full right, power and authority to effect necessary or appropriate substitutions or revocations. The undersigned hereby ratifies, confirms, and adopts, as the undersigned's own act and deed, all action lawfully taken pursuant to the powers and authorities herein granted by such attorneys-in-fact and agents, or either of them, or by their respective substitutes. This Power of Attorney expires by its terms and shall be of no further force and effect on December 31, 2002.

IN WITNESS WHEREOF, the undersigned has hereunto set his name as of the 31st day of March, 2001.

/s/ Thomas A. Vanderslice
