

Pricing Supplement No. 2  
Dated December 15, 1999  
PROSPECTUS SUPPLEMENT dated  
August 3, 1999 to PROSPECTUS  
dated July 20, 1999.

This Prospectus Supplement is  
filed pursuant to Rule 424(b)(2)  
under Registration Statement  
Nos.333-82893 and 333-82893-01

Cusip No. 88168L DT 0

TEXACO CAPITAL INC.  
SECOND SERIES 1999  
MEDIUM-TERM NOTES  
Guaranteed by  
Texaco Inc.

Notes Mature More Than 9 Months From Date of Issue

Principal Amount: \$30,000,000.00  
Specified Currency: U.S. Dollar  
Fixed Rate Note: Yes  
Interest Rate: 7.25%

Maturity Date: January 10, 2010  
Extendible: No  
Final Maturity Date: N/A  
Issue Price: 100.000%  
Record Dates: 15 calendar days prior to Interest  
Payment Dates  
Interest Payment Dates: Monthly, beginning February 10, 2000  
and on the 10th of every month  
thereafter through and including  
maturity.

Denominations: Minimum denominations of \$1,000  
and increments of \$1,000 thereafter.

Original Issue Date: January 10, 2000  
Book-Entry Note: Yes  
Certificated Note: No  
Redemption Provisions: The notes may be redeemed monthly  
at Issuer's option at par in whole  
beginning January 10, 2001 and on the  
10th day of every month thereafter up  
to Maturity. Required notice is 30  
days prior to call.

Zero-Coupon Note: No

Floating Rate Note: No  
Base Rate: N/A  
- CD Rate: N/A  
- Commercial Paper Rate: N/A  
- Federal Funds Rate: N/A  
- LIBOR: N/A  
- Treasury Rate: N/A  
- Other: N/A  
Initial Interest Rate: N/A  
Interest Reset Period: N/A  
Interest Reset Dates: N/A  
Interest Determination Dates: N/A

Repayment Provisions: No  
Currency Indexed Note: No  
- Denominated Currency: N/A  
- Indexed Currency: N/A  
- Face Amount: N/A  
- Base Exchange Rate: N/A  
- Calculation Agent: N/A  
- Reference Dealer: N/A  
Commodity Indexed Notes: No  
Other Terms: No

Interest Payment Period: N/A  
Interest Payment Dates: N/A  
Index Maturity: N/A  
Maximum Interest Rate: N/A  
Minimum Interest Rate: N/A  
Spread: N/A  
Spread Multiplier: N/A  
Issuer Able to Change Spread  
or Spread Multiplier: N/A

Salomon Smith Barney, Inc.  
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Name of Agent