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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-3

REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

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TEXACO CAPITAL LLC  
(Exact name of registrant as specified in its charter)

TURKS AND CAICOS ISLANDS  
(State or other jurisdiction of incorporation or  
organization)

98-0136600  
(I.R.S. Employer Identification No.)

C/O TEXACO INC.  
2000 WESTCHESTER AVENUE  
WHITE PLAINS, NY 10650  
(914) 253-4000  
(Address, including zip code, and telephone number, including  
area code, of registrant's principal executive offices)

LYDIA I. BEEBE  
VICE PRESIDENT & CORPORATE SECRETARY  
575 MARKET STREET  
SAN FRANCISCO, CA 94105  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

TEXACO INC.  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of incorporation or  
organization)

74-1383447  
(I.R.S. Employer Identification No.)

2000 WESTCHESTER AVENUE  
WHITE PLAINS, NY 10650  
(914) 253-4000  
(Address, including zip code, and telephone number, including  
area code, of registrant's principal executive offices)

LYDIA I. BEEBE  
VICE PRESIDENT & CORPORATE SECRETARY  
575 MARKET STREET  
SAN FRANCISCO, CA 94105  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

Copies to:  
Ruth Modisette, Esq.  
David M. Koeninger, Esq.  
Pillsbury Winthrop LLP  
50 Fremont Street  
San Francisco, California 94105

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TERMINATION OF REGISTRATION

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-3, Registration Nos. 33-50553 and 33-50553-01, filed on October 8, 1993, and pertains to Cumulative Guaranteed Monthly Income Preferred Shares of Texaco Capital LLC and backup undertakings by Texaco Inc.

The undersigned Registrants hereby remove and withdraw from registration all securities registered pursuant to this Registration Statement which remain unissued.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, and Rule 478 thereunder, each of the Registrants has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on November 7, 2001.

TEXACO INC.

By: /s/ Lydia I. Beebe

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Lydia I. Beebe  
Vice President and Corporate Secretary

TEXACO CAPITAL LLC  
By TEXACO INC., its Manager

By: /s/ Lydia I. Beebe

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Lydia I. Beebe  
Vice President and Corporate Secretary