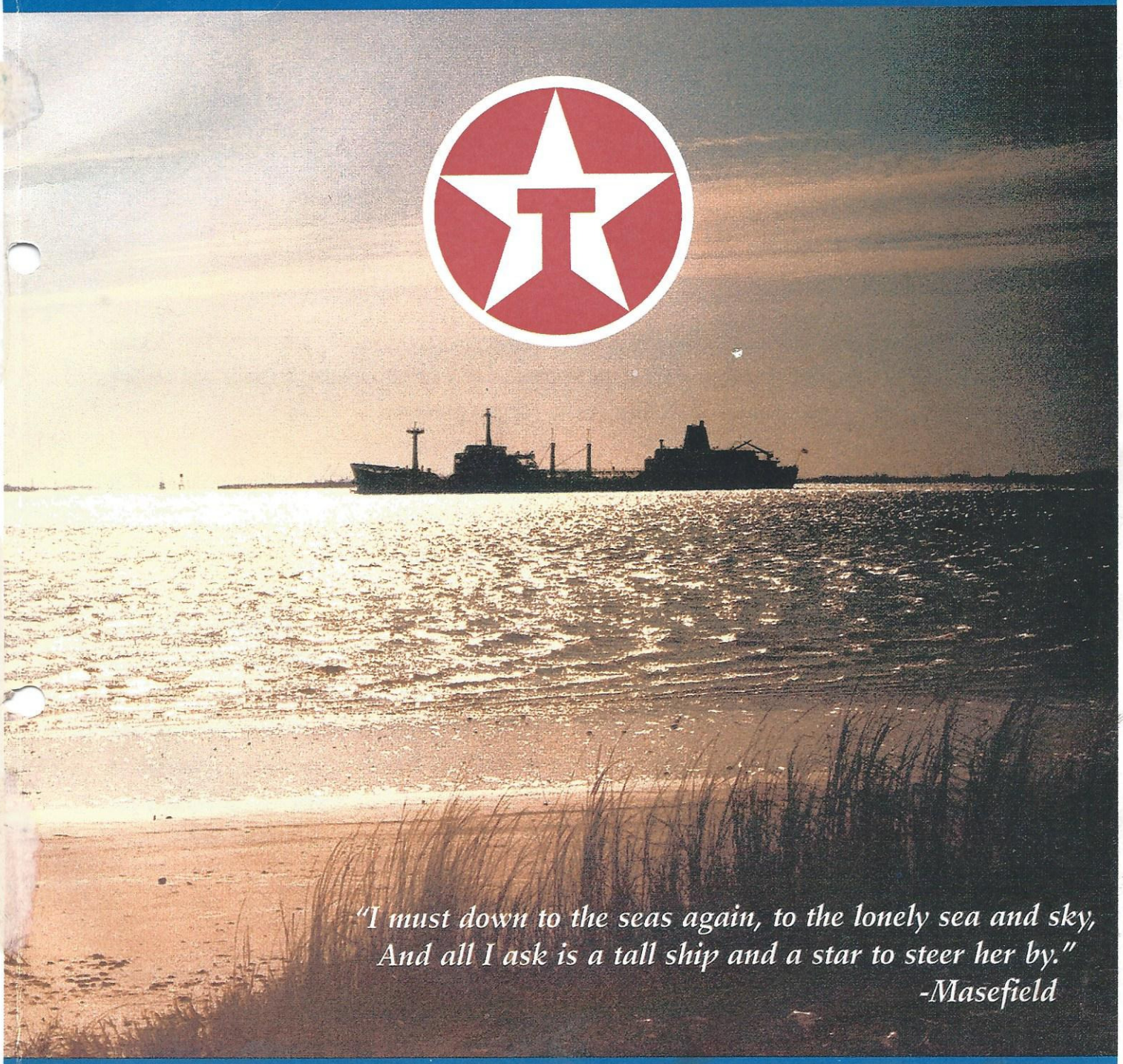
Those Were the Days...



"I must down to the seas again, to the lonely sea and sky,
And all I ask is a tall ship and a star to steer her by."
-Masefield

COMMEMORATIVE ISSUE

11 DES. 2001

Texaco Oil Trading & Transport

Maritime Inspection and Consulting Service
Port Arthur Texas

"Texaco Marine" – The End of an Era

Having been associated with us in some way or another over the years you may appreciate that Texaco Marine has been to us, not merely a place of employment, but a career, a team, a family and nothing short of HISTORY in the making. It *IS* time now to say our goodbyes.

It is not really just goodbye, it is a "commencement", for all of us here in Port Arthur, most of all it is a commencement for the new ChevronTexaco venture as it goes forward. All of us here wish the very best of fortune for the new association of Texaco and Chevron.

For you die-hard collectors of nostalgia, you may remember the old "Texaco Marine" publication "The ***RANGE LIGHT***" that ran for many, many years and ended with a "Commemorative Issue" in 1995 with the closure of the TMSI Fleet Management Operations here in Port Arthur. Well, we thought it fitting and appropriate to commission a reprint of that Issue which tells the story, the HISTORY of the Texaco Tanker Fleet from 1902 through the Wartime Commissions through to the closing of TMSI. To thank you for your support over the years we would like to present you with a copy of "The ***RANGE LIGHT***" Commemorative Issue as a gesture of farewell and to mark the end of an era.

Goodbye and "Thanks for the Memories".

The Team
TOTT MI&CS Port Arthur Texas
November 2001

This commemorative issue of The Range Light has been put together as a legacy to all employees and their families, who have served Texaco Marine with dignity and dedication and who will forever be the foundation of its heritage.

There's an old saying that one should "never look back." And, it is true that we cannot change what has happened.... but sometimes a "look back" can serve to inspire us to remember the good times and to remind us to honor our achievements of the last 93 years - which contributed to one of the most colorful and interesting eras in history.

The pictures and stories on the following pages are a collection of Marine activities from the past to the present that are representative of our labor, life and love of the sea and its traditions.

From 1902 to 1995 - ah...yes,
Those Were The Days.....

Joyce McNeely
Editor

TMSI
Texaco Marine Services Inc

TEXACO MARINE
Make Quality Happen

Joyce McNeely
Editor

The RANGE LIGHT

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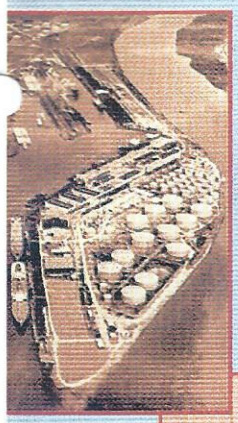
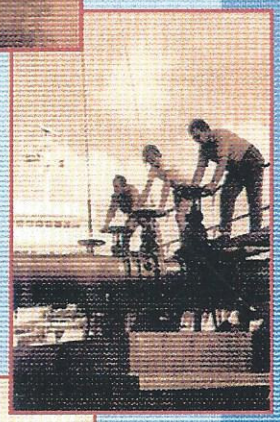
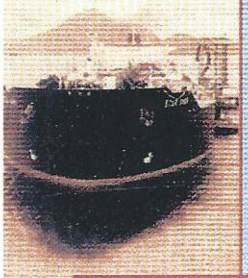
James F. Gaffney ..... President
F. Peter Ludowyk ..... Vice President - Operations
Joyce McNeely ..... Editor

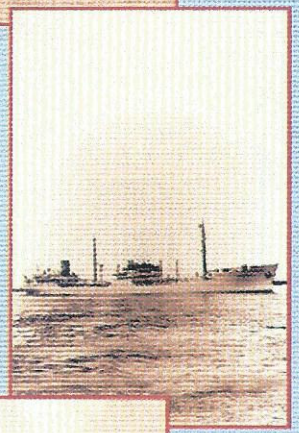
Volume XXXIV June 1995 Number 1

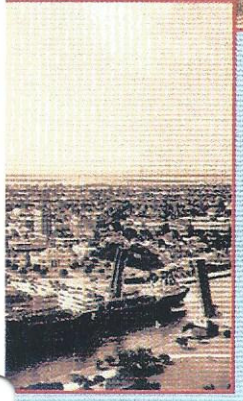
Photographic illustrations and other data in this issue were gathered from the archives of Texaco Inc, and Texaco Marine Services Inc, as well as active and retired employees. Sincere thanks is extended to everyone who contributed.











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James F. Gaffney
President and
Chief Operating Officer
Texaco Marine Services Inc

Richard J. Quegan
General Manager
Marine Department
Texaco Inc.

It is with a degree of sadness that we address you in this final issue of The Range Light. We, each, have over thirty-five years of service with Texaco, almost entirely with the Marine Department.

Looking back over those years, memories, mostly happy, of the many, many special experiences and special relationships with our Marine colleagues come to mind. There are also those memories of the crises which arose from time to time (usually at four o'clock in the morning) and again those special relationships which developed as a consequence.

The oil industry is in the midst of major structural changes. Each oil company is examining the method by which it handles its marine transportation, and Texaco has made its decision with regard to our fleet, as you well know. That decision has obviously had an immense impact on all of us.

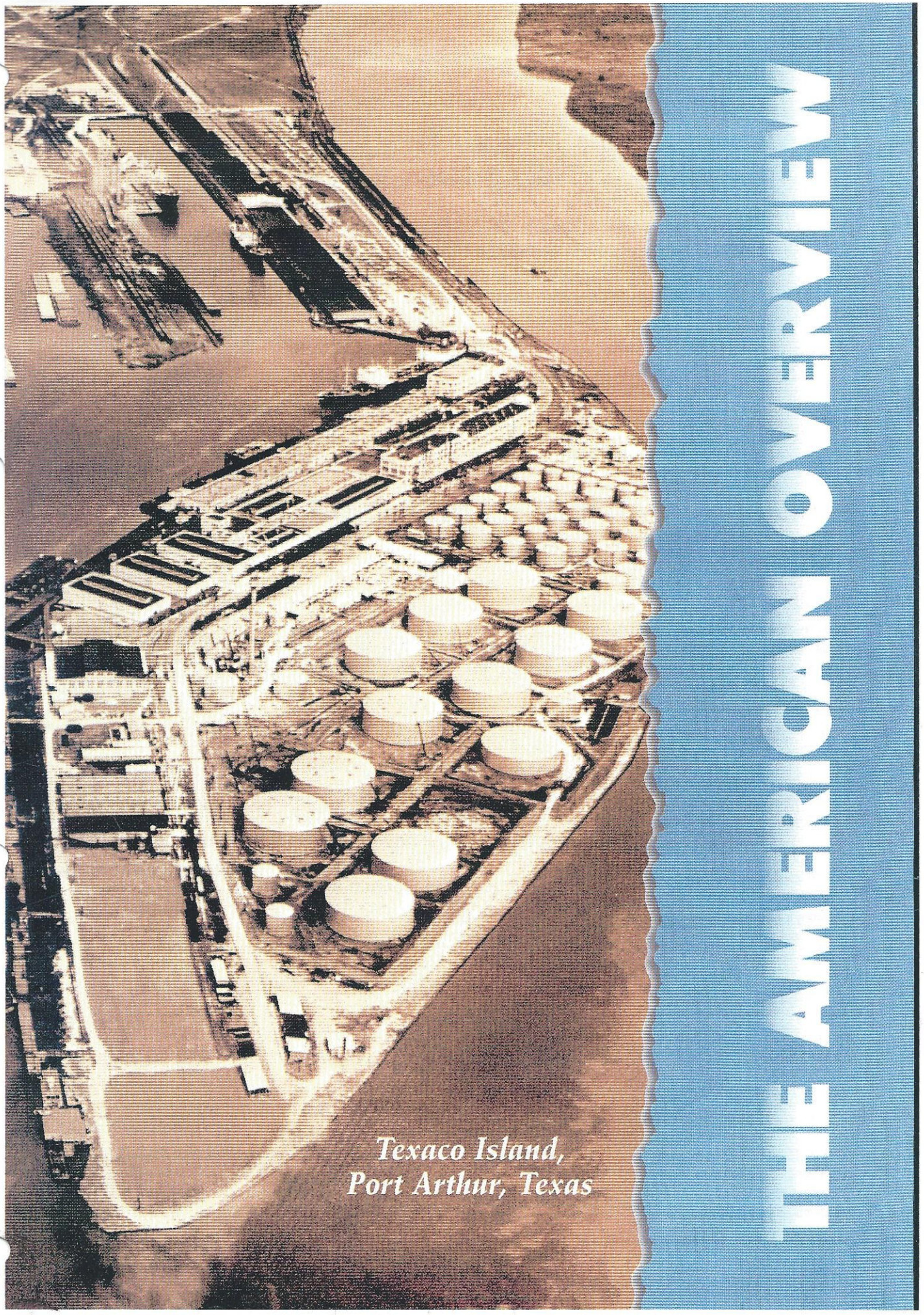
Ships are inanimate pieces of steel. What makes ships come alive are the people who serve aboard and the people who spend their everyday lives supporting them. As we experience the winding down of our fleet, it is not the disposal of individual vessels that is meaningful so much as the affect on sea and shore staff.

We wish to express to each employee of the Marine Department, those currently employed as well as those about to leave and those who have recently left, our respect and admiration for the outstanding way in which you have carried out your jobs over this difficult period. You have shown yourselves to be true professionals.

Good luck and Godspeed to each of you.

J. F. Gaffney

R. J. Quegan



Texaco Island,
Port Arthur, Texas

THE AMERICAN OVERVIEW

As a water well driller in Texas, Walter Bedford Sharp often found oil before he reached water. He regarded the oil as a nuisance.

However, by 1890 he decided that perhaps his future might just be with this sticky substance, and he turned to wild catting in the Texas oilfields. Walter Sharp became one of the foremost pioneer drillers, producers and inventors of oil field equipment in the Texas oil industry. After The Texas Company was founded in 1902, it was his guiding genius that helped place the Company in the front rank of oil producers.

Walter Sharp

THE HISTORY *of the* TEXACO STAR

1903–The Texas Company adopted the five-pointed star of the state of Texas as its symbol.

1909–The red star with the green "T"–The Texas Company's first trademark appears.

1915–A 42-inch enameled, double-faced sign was displayed at all Company-owned filling stations.

In 1903, a 19 year old Italian immigrant named John Romeo Miglietta had been working only a short while at the Company's new Port Arthur Refinery when he suggested a design for the new Company's logo to be a red five pointed star, based on the Star of the "Lone Star State."

Six years later, in 1909, coinciding with the opening of the New York Offices, J. R.'s brother, A. C. Miglietta, suggested adding the green "T" in the middle of the red star - using the green and red colors of their native land, Italy.

J.R. Miglietta

J. R. Miglietta later became the Company's Vice President of the Export Department. A. C. Miglietta attained the position of Assistant Secretary of The Texas Company. Since then, Texaco's logo has undergone many changes.

1936–The famous "banjo" sign at service stations proudly showed off this version of the star.

1953–The "hexagon" sign was Texaco's first corporate identification system.

TEXACO

1981–The streamlined star symbol of System 2000 stations became the new corporate identity.

Marine Sets Sail

1900s - 1920s

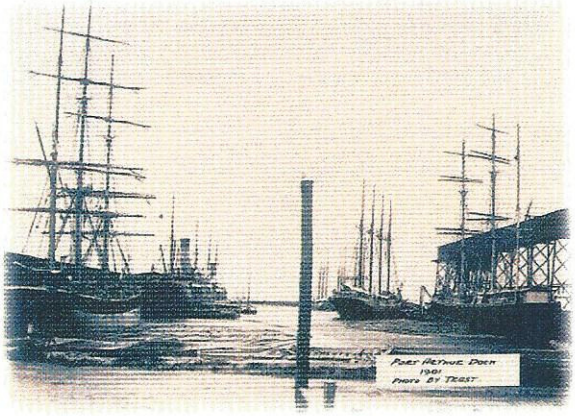
The nation was electrified in 1901 when the Lucas Gusher blew oil more than 200 feet into the sky and in nine days produced an estimated 800,000 barrels before it could be controlled, marking a new epoch in American industry. The gusher was located in the famous Spindletop Field located just outside of Beaumont, Texas.

Much of the credit for the striking of oil at Spindletop goes to a Beaumont brickyard operator named Pattillo Higgins. A self-taught geologist, Higgins had long insisted that surface seepages indicated an abundance of oil underground. And although he and his associates failed to get results from their first two test wells, an Austrian-born mining engineer named Captain Anthony F. Lucas, did strike oil in an enormous gusher on January 10, 1901.

Joseph S. Cullinan

Arnold Schlaet

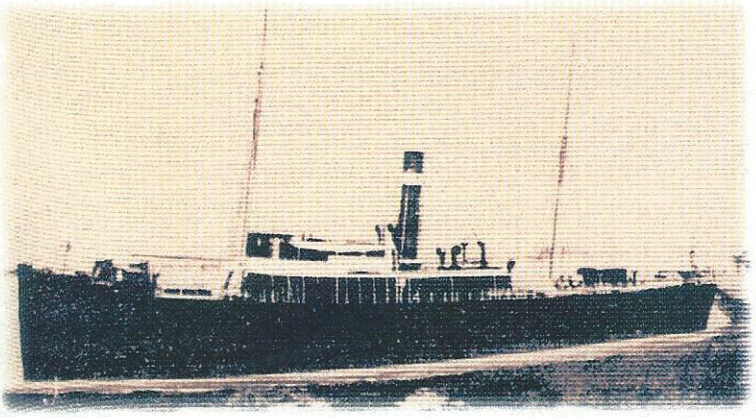
Spindletop, which launched a boom rivaling the California Gold Rush, has been called the place "where oil became an industry." Spindletop inspired Texaco's founding fathers, Joseph S. Cullinan and Arnold Schlaet, to seek oil in the nearby Sour Lake, Texas region where The Texas Company brought in the well that put it in the producing business on April 7, 1902.



Port Arthur Dock, 1901.

Within the first few months of operation the new Company built a total of 36 storage tanks and laid a 20 mile pipeline to harbor facilities at Port Arthur, Texas. From Port Arthur the Spindletop oil was to be moved by barge to Louisiana sugar planters who had agreed to use the new products as boiler fuel.

For transportation purposes The Texas Company, later to be become known worldwide as Texaco, purchased a 600 dwt barge, the TEXAS Barge No. 1 in 1903. This was the beginning of Texaco's Marine Department.



The FLORIDA

Within a year of starting business, The Texas Company purchased its first oil tanker for deepsea work, the 1,900 dwt FLORIDA, which had originally been built in 1887. Part of the bulkheading on her transverses was of wood. The FLORIDA was used in combination with the covered steel barge, PROVIDENCE,

to deliver its petroleum products anywhere on the Western Atlantic.

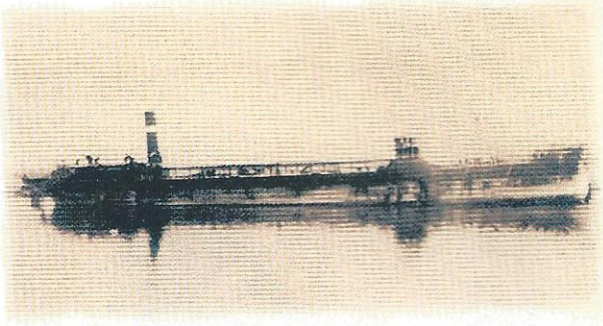
In 1906, four sister ships, NORTHMAN, NORTH TOWN, NORTHWESTERN, and NORTHEASTERN were purchased for $450,000.

The NORTHEASTERN was soon lost on Diamond Shoal. However, the other three ships, when converted, were really good tankers. Five tanks subdivided by a longitudinal bulkhead made ten compartments. Each tank had a separate expansion trunk with cargo valves that extended a whole foot up through the main deck. You had to bend pretty low to operate them.

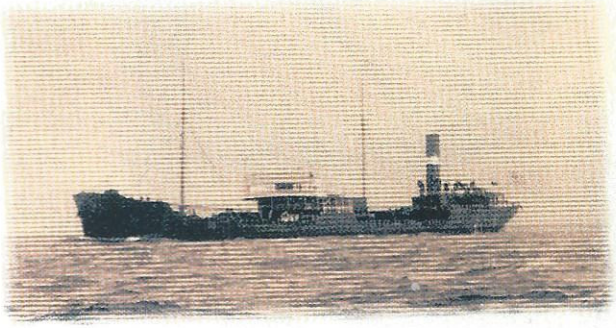
The Captain and crew on these vessels totalled 21 until 1912, when the three watch system went into effect. That added six more men. In those days a sailor would stand four hours on and four hours off at the wheel. During their "dogwatch" below they would polish brass and clean up the bridge and pilot house. That accounted for a full 14 hour day - and the money was good -- $30 a month.

Also in late 1906, the Company's first purpose built oil barge, the 7,100 barrel capacity MAGNOLIA, was delivered by the New York Shipbuilding Company. This vessel was followed by Texaco's first purpose built tanker, the 7,850 dwt TEXAS, launched in 1908.

By this time, Texaco had extended its operation to the US East Coast and across the Atlantic to a small terminal in Antwerp, Belgium. And with the TEXAS in operation, Texaco began moving petroleum across the Atlantic to the United Kingdom in increasing amounts. The Company also began importing crude oil from Mexico for refining in the US, an operation that quickly created a strong demand for ships of any type that could be converted to transport petroleum.



Texaco's first purpose built tanker, 7,850 dwt TEXAS, built in 1908.



The second TEXAS was 9,770 dwt and built in 1916.

The third TEXAS was 28,081 dwt and built in 1949.

As the Company continued to acquire vessels and expand its marine operations, the need for a fully functioning separate department for marine operations became evident. The Marine Department formally came into existence in October 1910.

Two years later the Texas Steamship Company was organized to engage in marine construction, winning immediate orders from its parent Company for one steam tanker, the ILLINOIS, as well as two steel tugs and six steel barges. In 1915 an order was placed for four 9,750 ton product tankers to be named NEW YORK, TEXAS, PENNSYLVANIA and VIRGINIA. A further ten tankers of identical design were then added.

The Marine Department continued to grow and prosper through the years, eventually dividing into four separate fleets, U. S., British, Norwegian and Panamanian Flags which would eventually include up to 47 VLCC's (Very Large Crude Carriers).

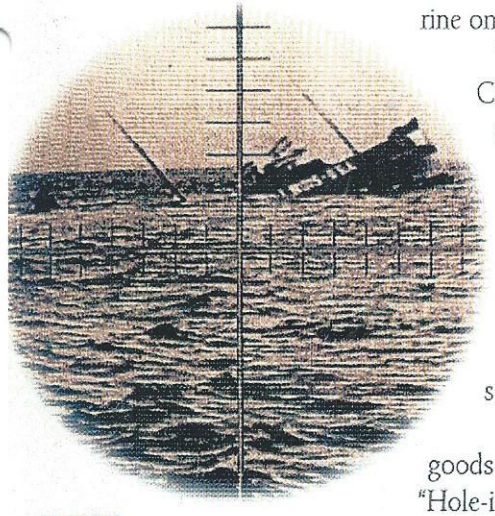
The first headquarters for The Texas Company was located in Beaumont, Texas in 1903. Later the headquarters was moved to Houston and New York.

Throughout the years, the Marine Department had integral domestic and international offices located in New York City, New York, Port Arthur, Texas, Boston, Massachusetts, Bayonne and Westville, New Jersey, Delaware City, Delaware, Norfolk, Virginia, Coral Gables, Florida, Convent, Louisiana, Mount Vernon, Indiana, Long Beach and Wilmington, California, Anacortes, Washington, Oslo, Norway, London, Rotterdam, Monaco, and other locations.

While the oceangoing tankers handled the deep water transport of petroleum, the shallow draft Small Fleet vessels had the responsibilities of moving millions of barrels of petroleum through the rivers, harbors, and canals. And in addition to their primary duties, the Small Fleet also assisted in fighting many of the major marine fires and pollutions along the coasts and inland waterways.

Throughout the years, Texaco ships and their crews served their countries during war time with great loyalty and distinction. Many ships were lost due to enemy action and many shipmates made the supreme sacrifice in giving their lives for their country.

Shortly after completion, the ILLINOIS became one of the United State's first commercial losses of World War I when the ship was torpedoed by a German submarine on March 18, 1917 while navigating the English Channel.



ILLINOIS

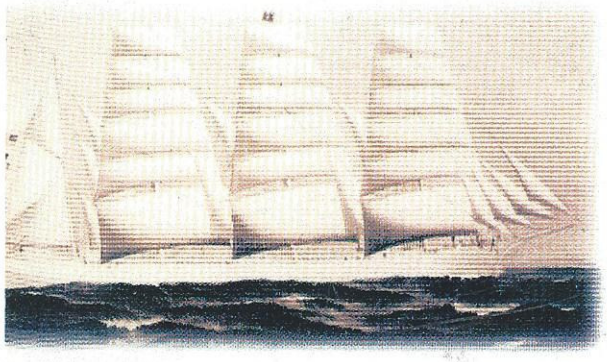
World War I was a time of both loss and gain for Texaco. While some Company vessels were sunk or damaged through hostilities, and others taken out of commercial service altogether, a large number of new buildings were also completed. Between June 1916 and July 1921, Texaco built and launched four cargo steamers, then steam tankers, one motor vessel, four tugs, seven powered lighters and nine barges. This gave the Company a fleet of 18 oceangoing ships totalling 109,186 tons by 1921.

Also during the period from 1915 to 1920, the Company acquired three sailing vessels, the four-masted ship EDWARD SEWELL, the five-masted schooner, KENEO and the three-masted ship FOOHNG SUEY.

The EDWARD SEWELL, commanded by Captain Robert Quick, loaded case goods for South America at Port Arthur. It was necessary to tow her through the "Hole-in-the-Wall" and well to seaward. Then she was let go on her own. Years later she was sold to Alaska Packers.

The KENEO was cut down and dieselized. She became the first MARYLAND. The FOOHNG SUEY, under Captain Hayden, was dismasted off Hatteras. After being towed into port, she was sold and later converted to a barge.

In 1921, G. B. Drake was made Manager of the Marine Department.



EDWARD SEWELL

Two years later the Texaco fleet was expanded again by the addition of the steam tankers DERBYLINE and DUNGANNON, both acquired from the US Shipping Board. In 1928 a total of seven ships joined the fleet, including the vessels FRANKLIN and GALENA, which were renamed MAINE and ARIZONA, and five ships from the California Petroleum Corporation fleet, the AUSTRALIA, WASHINGTON, OREGON, CALIFORNIA and NEVADA.

These latter ships were of approximately 18,500 dwt and of higher speed than Texaco's previous tankers, thus providing better overall fleet performance.

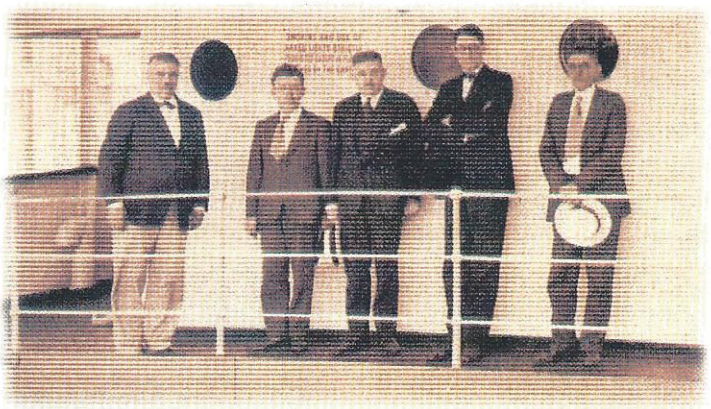
During these years great stress was laid on efficiency and economy in operations. There were occasions when our vessels could not be employed and we chartered them out to other companies. We were also forced to lay up some of our vessels for varying periods during these years.

1930s - 1940s

Texaco Island,
Port Arthur, Texas
1932

Expanding Years

1930s - 1940s



Left to right:
Mr. J.P. Roney, Manager, Marine Department, Captain Gran, T. Rieber, Vice President, F.P. Dodge, General Manager, Port Arthur Works, C.L. Hand, Marine Superintendent, Port Arthur.

The year was 1930, the stock market had crashed just months earlier, America was on the brink of the Great Depression, and Texaco moved its executive offices from the Whitehall Building in lower Manhattan to the Chrysler Building in midtown. W.S.S. Rodgers was the Chief Executive during these years and J.P. Roney was Manager of the Marine Department. By this time, Texaco had built up its oceangoing fleet to 26 vessels registering 343,033 dwt; expansion was again directed towards foreign markets.

In 1931, freighters bought from the Government were stored at Port Texaco, 22 miles south of Houma, Louisiana. This site was called Cat Island Run and the ships were used as storage vessels for Louisiana crude oil. It was necessary for the Company to acquire additional small fleet equipment to carry the crude oil to storage vessels moored at Port Texaco, thence by larger lighters through Cat Island Pass to our tankers anchored in the Gulf, for delivery to Port Arthur and Port Neches. And in 1932, additional small fleet equipment was provided to serve the bulk sales stations on the Gulf.

Cat Island Run

The expansion of the Company's foreign markets called for additional vessels for this trade. Accordingly, in 1932, the Company purchased the tanker SOUTH AMERICA, transferred its US flag tanker SOLITAIRE to Norwegian registry, and contracted for nine additional ships to be built in Hamburg, Germany. This was the beginning of Texaco's foreign flag fleet, one which would be used to carry petroleum products worldwide.

Of interest is the fact that all of these foreign tankers were built as motor ships, at that time considered the most economical type of vessel to operate and maintain, with diesel trained crews readily available in the Scandinavian countries. The first of the German built motor tankers, the NUEVA GRANADA, was placed in operation during 1937. At the same time three new US flag tankers, the LOUISIANA, FLORIDA, and RHODE ISLAND, were added to the Company's domestic fleet, to be followed by a similar ship, the CONNECTICUT, a year later.

In 1934 the Small Fleet was further enlarged with the purchase of five power boats operating out of Norfolk to bulk stations in North Carolina.

The Texaco Tanker Officers Association (TTOA) was established in 1938 as the bargaining representative for all U.S. Fleet Officers. For the ensuing 57 years, the TTOA enjoyed a cordial relationship with the Company.

On July 1, 1939, T. E. Buchanan was appointed General Manager of the Marine Department. C. L. Hand was the Manager at Port Arthur.

T.E. Buchanan

During the first eight months of 1939 there were considerable excess tankers, both American and foreign flag. However, all available tonnage was back in service one month after the outbreak of European hostilities, leading to an unprecedented demand for tanker tonnage in 1940.

At the time America entered World War II in late 1941, the combined Texaco fleet totalled 40 vessels and lighters registering 503,394 dwt. (Today - just two of our VLCC's would equal that tonnage.) On April 18, 1942 the US Shipping Administration requisitioned all American owned tank vessels of over 3,000 gross tons. Even before this requisition took place Texaco had lost four vessels to enemy action, the ITALIA, OREGON, OKLAHOMA and AUSTRALIA, while a fifth tanker, NUEVA ANDALUCIA, stranded and broke in two near Halifax while attempting to deliver war fuel in heavy weather. Two other ships, the GALLIA and ARKANSAS were damaged by enemy mines or torpedoes.

CONNECTICUT

On April 23, 1942, while enroute from Texas to South Africa loaded with high octane gasoline, (after successfully eluding an attack by a submarine off Trinidad two weeks earlier) the CONNECTICUT was struck by a torpedo from a torpedo boat, which was part of the equipment of a German raider. The entire crew succeeded in leaving the vessel in three lifeboats. However, two lifeboats with 24 survivors, in rounding the stern of the vessel, were engulfed in flaming gasoline on the coated waters and were lost. The German raider picked up 19 remaining men in the third lifeboat. Eighteen survivors were landed in Japan in September 1942, and placed in prison camp there. Two of these survivors died in Japan of malnutrition and the remaining sixteen were repatriated after the war.

Reproduction of Lester Fagans' painting illustrating bombardment of OHIO.

One of the most outstanding achievements of a Texaco tanker during the war was the voyage of the OHIO, built in 1940, which managed to transport a cargo of aviation fuel to the British fortress at Malta. Her voyage in convoy through the Mediterranean in August 1942 is a part of maritime history. The whole convoy suffered constant attack, but the OHIO, being the only tanker, was the enemy's main target. Repeated dive bomber and torpedo attacks did considerable damage to the vessel; yet she limped into Malta with her starboard boiler entirely incapacitated and the engine only turning over sufficiently to give her a speed little better than two knots. Many other less vulnerable vessels of the convoy were sunk and none received as many repeated attacks.

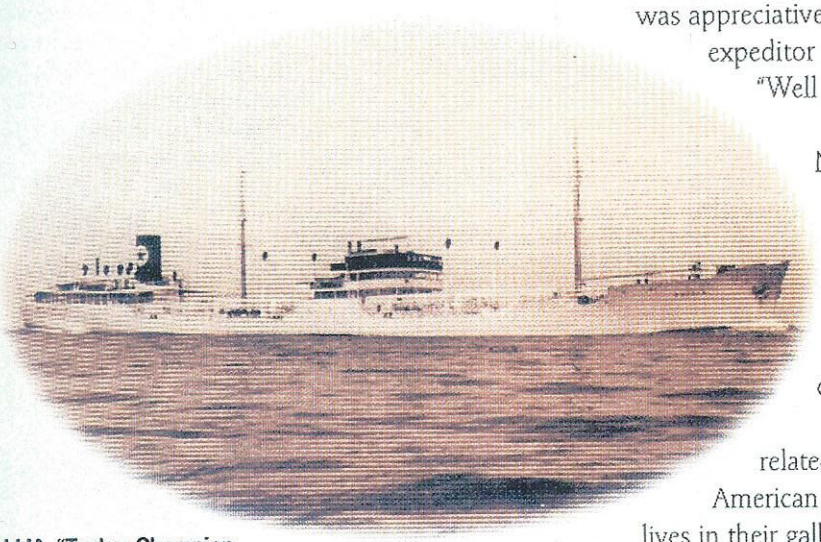
In another incident on March 28, 1945, in the South Atlantic enroute from Aruba to West Africa, the OKLAHOMA was torpedoed and sunk. Intensive fire enveloped the entire vessel and 36 crew members were trapped and lost. Captain Mathesen and 21 survivors, sailed for 17 days in a lifeboat across the South Atlantic, covering some 1,600 miles, because of the then prevailing trade winds, before being picked up by our own DELAWARE under the direction of Captain S. Pedersen.

Many other vessels were sunk by German submarines during World War II and there were numerous accidents due to scarcity of experienced ship personnel, black-out regulations when running in convoy, and other unusual conditions. Several of The Texas Company's vessels received commendations for meritorious service.

In August 1943, following discussions with the War Shipping Administration on the important matter of the oil industry rendering assistance desired by the Administration in the operation of oil tankers owned and to be constructed by the Government, there was formed War Emergency Tankers, Inc., a non-profit agency company, in which Texaco and seven other large oil companies were stockholders. The marine departments of these companies served as operating managers of the vessels assigned by the War Shipping Administration to the agency company.

The magnitude of this wartime undertaking can be illustrated by the fact that War Emergency Tanker, Inc., was allocated a total of 127 tankers with respect to which total operating revenues were approximately $110,000,000, and operating expenses approximately $50,000,000. The peak number of vessels operated at one time was 105, representing 4,646,000 dwt of which 17 vessels were assigned to our Company.

Because the Government needed experienced personnel worldwide to assist with vessel turn-arounds, during 1943 - 1944, our Company assigned Captain R. E. Mackey to Bombay, Captain R. P. Robin and Chief Engineer E. L. Simmons to Sydney, Australia, Chief Engineer S. Roma to the Panama Canal Zone, and Captain W. C. Small to Calcutta. The War Shipping Administration was appreciative of the splendid results achieved by this expeditor group and extended to each a hearty "Well Done" letter.



GALLIA, "Tanker Champion of World War II."

In 1944 His Majesty King Haakon of Norway and His Royal Highness Crown Prince Olav visited onboard the MV GALLIA at London, England. The King presented the Olav Medal to three crew members. The GALLIA was referred to by Norstrad as the "Tanker Champion of World War II."

As a result of direct enemy attack or war related hazard, 202 crew members of our American and Norwegian flag vessels sacrificed their lives in their gallant endeavor toward keeping the Allied fighting fronts supplied with petroleum products.

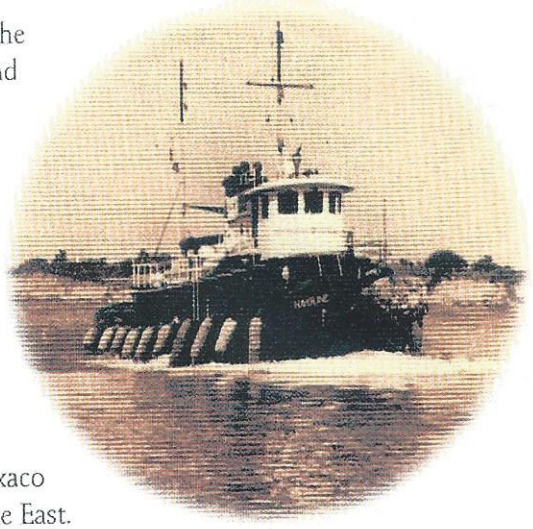
The Norwegian flag vessels were derequisitioned as of September 30, 1945; they were, however, for several months thereafter time chartered to an operating body established for the purpose of discharging the Norwegian Government's obligations as a member of the United Maritime Authority.

On February 14, 1946, the last four American flag ships were redelivered from requisition. The vessels underwent periodical repairs and were de-armed and restored to peace-time status.

At war's end Texaco was left with a fleet of 25 vessels, including 13 which had been built during the war. These included six 14,000 dwt ships of the Colorado Class, all finished to Texaco's own design, and seven of the Government-designed T2-SE-A1 type, which were acquired from the US Maritime Commission. These vessels were followed by four more T-2 tankers, the NEW JERSEY, ILLINOIS, LOUISIANA and ALABAMA, acquired from the US Government in 1947.

Our Small Fleet was also modernized and enlarged in 1946 with the purchase of the Tugs URSA and HAVOLINE for Port Arthur service and barges TEXACO 554, 555, and 556.

In Europe, the uncompleted tanker AMERICA, which had been laid down before the start of hostilities, was finished at Hamburg and turned over to Texaco's Norwegian flag fleet. This same fleet gained the small tanker EL CARIBE after the war for use in the West Indies, as well as the salvaged stern section of the NUEVA ANDALUCIA, which was joined to a new fore section at Newport News during 1947. In 1948 an additional two T-2 class tankers, the SOUTH CAROLINA and NORTH CAROLINA, were purchased and converted for the carriage of asphaltic products and heavy fuels.



Tug HAVOLINE

With an intensive post-war modernization of its fleet in 1948, Texaco began importing large amounts of crude oil to the US from the Middle East. For this purpose the Company used 29 chartered tankers in the 13,470 to 30,016 dwt class. Additionally, the CRISTOBAL and PROVIDENCE were acquired and two LST's, the TUCUPITA and JOBURE, were purchased in 1947 and 1948 for Lake Maracaibo service. In 1949, the RABAN was constructed.

In addition, during 1949, four supertankers, PENNSYLVANIA, OHIO, KENTUCKY, and TEXAS, were acquired by The Texas Company (Panama) Inc. to supply the Company's newly opened refinery at Eagle Point with crude from Arabia. These tankers were the most modern and among the largest afloat.

And so it was that Marine began this era with 26 vessels and by the end had expanded to more than double by modernizing its domestic large and small fleets, and augmenting a foreign fleet to transport cargoes on the foreign market.

Tug HOUMA September 1944. Passing through area known as the "Canyon" in the Intracoastal Canal about 18 miles west of Panama City, Florida. A high sand bank slid into the canal filling in around the HOUMA and her barges leaving them high and dry.

1950s - 1960s

Dad's home! Not to stay – just overnight probably, while his ship is being discharged. Long enough for a short visit and a home-cooked meal before putting out to sea again.

Years Of Dynamic Development

1950s - 1960s

Howard Rambin, Jr.

Augustus C. Long

J.H. Norville

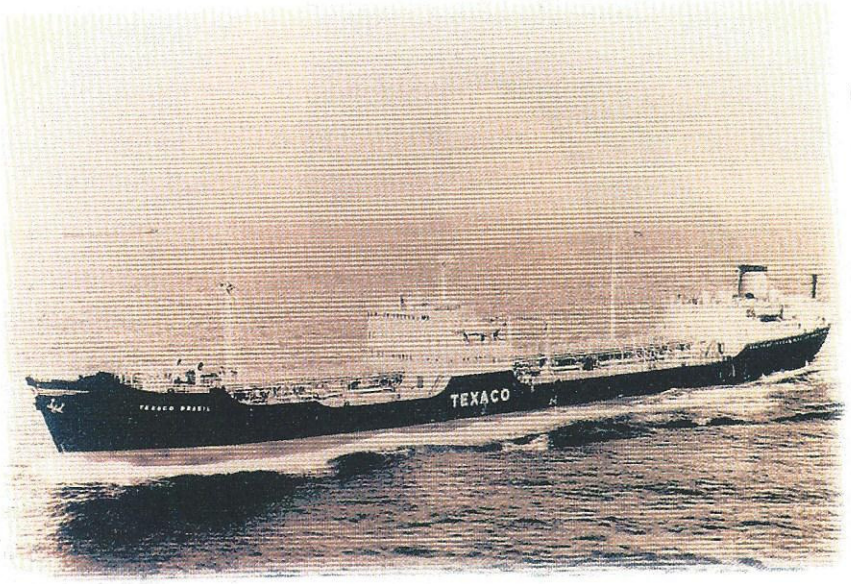
J.V.C. Malcolmson

The 50s saw the reorganization of shore staffs along the lines of the most up-to-date business practices. The Marine Department was referred to as "Texacomarine." Augustus C. Long served as Chief Executive from 1956 - 1964, and was succeeded by J. Howard Rambin, Jr. in 1965 - 1970; J. V. C. Malcolmson was General Manager of Marine and J. H. Norville was Manager of Gulf Operations U.S. Fleet during these days.

At the beginning of the 50s the Marine Department was operating a fleet of 62 tankers aggregating over 1,000,000 dwt under ownership and long term charter. In 1952, two smaller ships, the 20,015 dwt NORTH AMERICA and 15,625 dwt BRAZIL joined Texaco's Norwegian fleet.

The first issue of The Range Light appeared in March 1953. Since then, the publication has grown from a modest four page folder with a few hundred copies for distribution, to what you are reading today with worldwide distribution and acclamation. There have been six or seven editors down through the years, but the first editor was Jim Hughes, who was an insightful journalist. His idea was to have a publication for Texaco's Marine personnel to bring news of what is happening to Marine onshore and at sea; to acquaint everyone with matters of general interest within the tanker industry; to feature nautical subjects; and, to share some plain old scuttlebutt. The Range Light has done just that - for the last 42 years - it has been the thread that has held our worldwide staff together; chronicling Marine's significant (and some, not so significant) events down through the years.

The outbreak of hostilities in Korea created a repetition of events leading to allocation of tankers for military needs and other special services of an emergency nature.



TEXACO BRAZIL

NEW YORK

In 1954, four 18 knot product tankers, the NEW YORK, NORTH DAKOTA, CONNECTICUT and CALIFORNIA, were delivered. These ships, sometimes called the "drug store" tankers, were specially designed for North American coastal service; could handle up to 17 different petroleum products at the same time; and, were among the fastest and most efficient commercial tankers afloat. The foreign flag fleet was further modernized by the addition of two 18,000 dwt tankers.

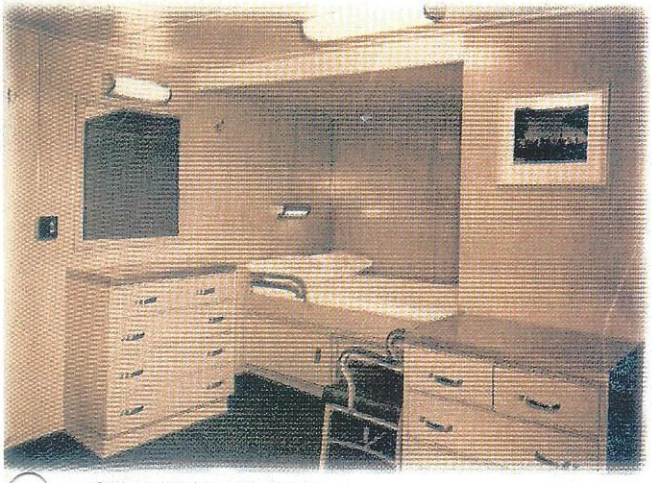
Also in 1954, five American flag vessels began participating in the "Adopt-A-Ship" plan which was sponsored by the Women's Organization of the American Merchant Marine Institute. The plan was for grammar school classes to adopt a ship. Under supervision of the teacher, the children would correspond with the vessel asking questions about the ship, cargoes, ports and life at sea. The Master of the vessel would ensure that the children's letters were answered. If possible, onboard visits were arranged for the children to get a firsthand view of the ship and its crew. This program is still in effect today.

In 1956, the Company purchased The Trinidad Oil Company Limited and acquired control of The British flagged Regent Petroleum Tankship Company Limited which operated a small fleet of ocean tankers. At the end of the year, the Company and its subsidiaries were operating a fleet of 76 ocean tankers of which 47 were owned and the remainder under long term charter. Eleven more tankers, totaling 420,000 dwt and ranging in size from 18,500 to 46,000 dwt were under construction or on order.

Officers' Mess Room

In 1958 the 46,000 dwt supertanker, TRINIDAD was launched and the capacities of several of the older tankers were increased by jumboizing their midsections.

On April 22, 1959, the stockholders ratified a name change from "The Texas Company," to "Texaco Inc.". Chairman of the Board, Augustus C. Long pointed out, that because the worldwide distribution and sales of our products carried the trademark "Texaco," the Company was generally known and referred to as "Texaco" by its employees, customers, stockholders and the general public. The prefix "TEXACO" was added to each vessel's name.



Officers' Living Quarters

History would not be complete without mentioning Texaco's night relief crews. During these days observer mates would take part of their shore training with the relief crews, learning firsthand about work aboard ships in port. One of the typical relief crews in Port Arthur was, The "Rawls Gang," H. N. Rawls, J. D. Guidry, E. A. Parsons, J. L. Prince, and G. J. Theriot. This group of five men provided a rich blend of seagoing and shore experience that made them experts at their work.

It was also during these years that Texaco crews onboard the large vessels as well as the tugs, gained a reputation for eating well. Napoleon once said an army travels on its stomach. Well, it can also be said (then and now), Texaco's fleets sail on the well-fed stomachs of its sailors. A typical restocking requisition for a super-tanker with a crew of 48 might take aboard such staples as: 2,500 pounds of meat, 1,400 pounds of potatoes, 400 dozen eggs, 300 pounds of coffee.

One of the busiest places during the 50s was the Port Arthur Terminal. The Department's second busiest terminal adjoined Eagle Point Works on the Delaware River. The terminal at Wilmington, near Los Angeles Works, served as a loading port for our tankers and barges serving the West Coast.

Despite unsettled conditions in the maritime industry generally, Texaco tonnage steadily rose during these years. And, by the end of the fifties, the fleet comprised 91 tankers totalling 1,922,000 dwt., with more vessels on order.

Loading stores on to a VLCC.

DRAMATIC SIZE INCREASE...

In the 60s, the average tanker size increased even more dramatically. Smaller vessels were replaced by larger, modern, faster ships to provide lower-cost transportation. Supertankers such as the 91,000 dwt TEXACO MARACAIBO, and bigger, were being built to carry crude oil. Tankers used for the transportation of refined products were generally smaller than those assigned to the crude oil trades.

MICHIGAN

During these times Texaco barges made tremendous contributions to supplying the rivers and inland waterways with products. Although often times overshadowed by the prodigious work of the tankers, the barges carried about 84 per cent as much cargo as was lifted by the tankers in the Gulf, Atlantic and coast-wise trades. It was also in these days that the TEXACO MICHIGAN worked in the Great Lakes as far east as Buffalo and the TEXACO INDIANA made runs to River Rouge.

The TEXACO MASSACHU-SETTS was launched in September of 1962 and entered domestic service in January 1963. Four sister vessels of

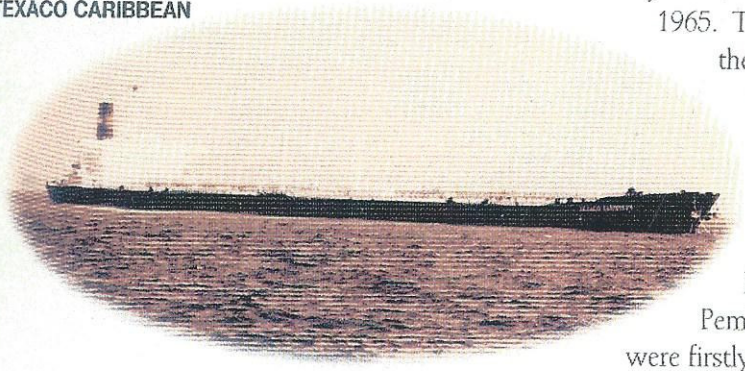
TEXACO MARACAIBO

TEXACO MONTANA

identical construction, TEXACO's MONTANA, GEORGIA, MARYLAND, and RHODE ISLAND were delivered by 1965 to transport refined products from Port Arthur to the East Coast. The TEXACO RHODE ISLAND was the first American flag tanker to have the main engine remotely controlled from the bridge.

Negotiations were concluded with British and Norwegian shipping interests for the long-term charter of five newly constructed supertankers that entered service in 1964 and 1965. The TEXACO COLOMBIA, at 90,000 dwt, was the largest supertanker to join the Texaco fleet. She could carry nearly 700,000 barrels of crude oil. The TEXACO VENEZUELA was 61,000 dwt.

TEXACO CARIBBEAN



A Marine office of Texaco Overseas Tankship Ltd., at Pembroke (TOTL) was opened in 1964 by Regent Petroleum Tankship Ltd., to coincide with the opening of the Pembroke (Regent) Refinery. Its primary objectives were firstly, to act as a ship's agent for all Company owned vessels while at the same time, provide a restricted ship agency service for time chartered vessels, and secondly, to provide the refinery with expertise for marine related matters. In addition to this, the office acted as an information and coordination center relating to all shipping utilizing the Pembroke Marine Terminal.

Among other vessels built during 1965 were the REGENT PEMBROKE, and TEXACO's CARIBBEAN and BELGIUM, specially designed for carrying lube oils and petrochemicals from Trinidad to Western Europe.

Texaco Island

In 1966, Port Arthur became the fleet headquarters for the U. S. Fleet; R. P. Walker was the Manager; and the offices were located on Texaco Island in a warehouse, right by the docks where the vessels loaded and discharged their cargoes. In those days, the shore staff for the U. S. Fleet, numbered about 50 people.

R.P. Walker

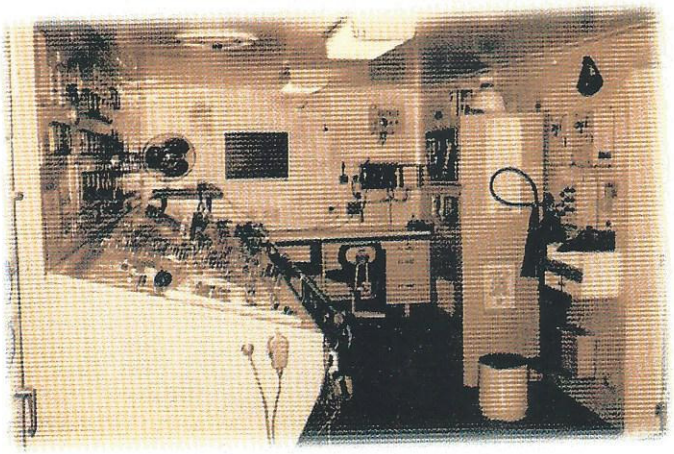
In 1967, the closing of the Suez Canal, together with the temporary shutdown of certain loading ports in the Mediterranean, caused a sudden additional demand for tanker tonnage, primarily because of the necessity of making the much longer voyage around the African Continent. To remain competitive and flexible in its worldwide operations, the Company placed orders for two 255,000 and four 209,000 dwt vessels.

Also in 1967, Texaco acquired 38 Caltex tankers from the British flag fleet of Overseas Tankship (UK) Limited, totaling 1,347,000 dwt. This fleet would subsequently be named Texaco Overseas Tankship Ltd. (TOT). Following this acquisition, the Texaco worldwide fleet numbered 138 ships totaling approximately 4,800,000 dwt.

In 1968 the 101,000 dwt TEXACO WESTMINSTER and 24,700 dwt vessels, TEXACO's BRUSSELS, GHENT and ROTTERDAM were delivered to Texaco Overseas Tankship Ltd.

Towing and barging operations were at a peak during the 60s. The Middle East crisis and the consequent worldwide dislocations in ocean transports of oil saw a dramatic increase in our domestic barging operations. In 1967, more than 130 million barrels of Texaco products were hauled in barges, including 38 million barrels in the Port Arthur area, and 39 million in the Bayonne vicinity. The terminal at Mount Vernon, Indiana, dispatched more than 20 million barrels in barges. Barge fleets also operated out of Portland, Maine; Philadelphia, Norfolk and on the West Coast.

WESTMINSTER



WESTMINSTER's cargo control room

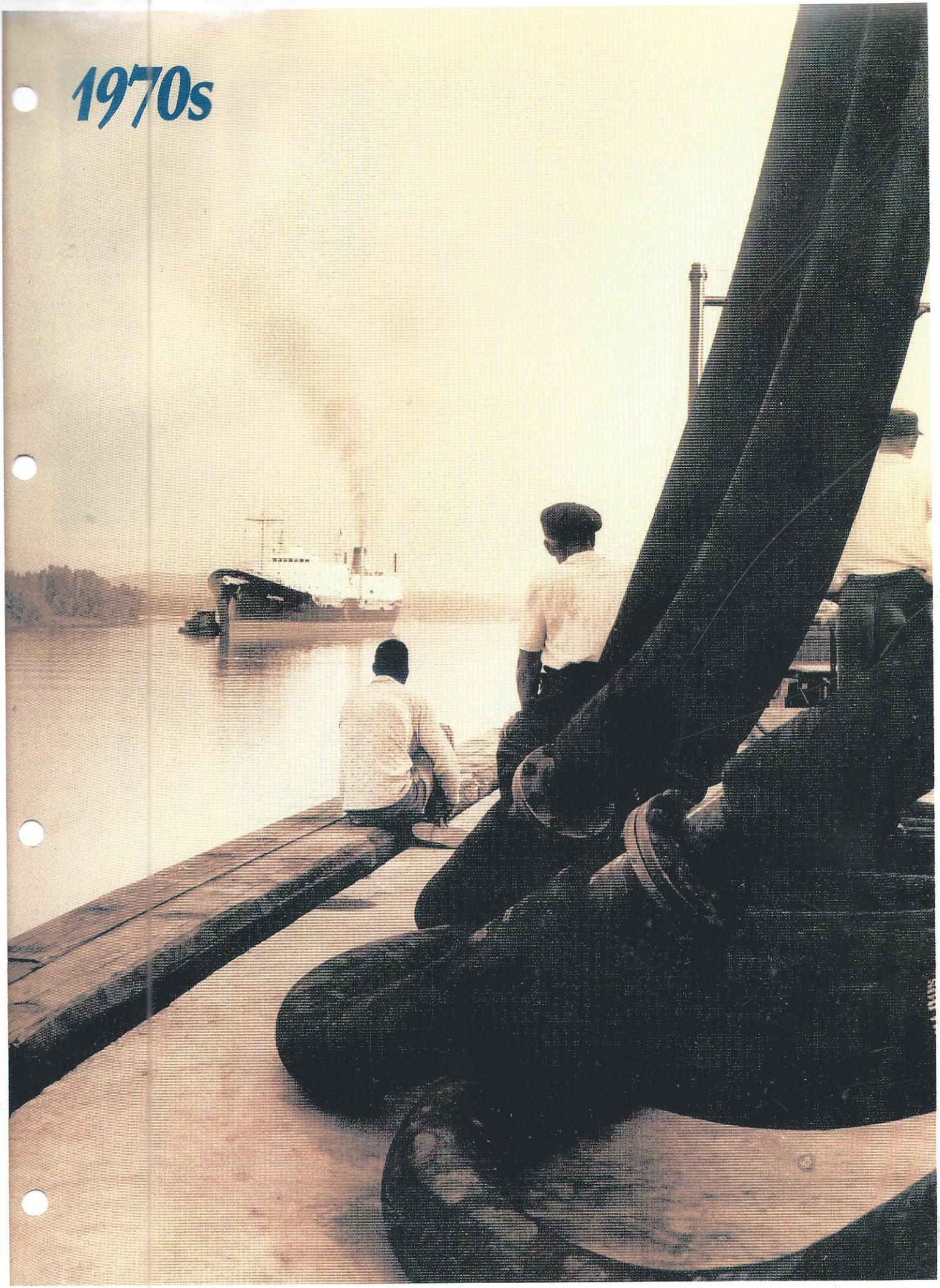
All trades between the United States ports were served by the Company's own domestic fleet of tankers, manned by American crews.

Texaco's achievement in safe tanker operations through the end of 1965 earned it the First Place Award for Ocean and Coastwise Tankers in the National Safety Council Contest. In addition, nine tankers received a Jones F. Devlin Award to honor American flag merchant ships operating two or more years without a lost-time accident. John I. Mingay, Vice President and General Manager of the Marine Department accepted the awards from the Assistant Secretary of the Treasury in Washington, D. C.

In 1969, the 206,000 dwt vessel, TEXACO HAMBURG was launched. She was the first of 47 VLCCs (Very Large Crude Carrier) to be controlled by Texaco.

At the end of the 60s, Texaco's oceangoing tankers consisted of 146 vessels owned or operated under term charter, totaling 7,213,142 dwt - a dynamic increase from the early 50s when the fleets consisted of only 62 tankers.

1970s



The Pinnacle

1970s

Maurice F. Granville

John K. McKinley

The 70s will be remembered as the decade in which Americans came to realize the era of plentiful low-cost energy had ended; thus prompting a commitment to developing ways to make the United States more self-sufficient in energy. During these days Maurice F. Granville was the Chief Executive Officer, John K. McKinley, President, and Ward K. Savage, Jr. was Senior Vice President in charge of the Marine Department. In the mid 70s, Richard Willoch took over as Manager of the U. S. Fleet; later in the seventies, James A. Cole, Jr. became Vice President in charge of Marine and Richard J. Quegan, Assistant General Manager of the Marine Department.

In 1970, Texaco's worldwide marine fleet transported an average 2,558,000 barrels a day of crude oil and refined products. At the end of 1970 the oceangoing fleet consisted of 177 tankers owned or operated under term charter, including 10 VLCCs, totaling 10,254,280 dwt. During this time the VLCCs were very efficient at transporting crude oil between the Persian Gulf and Western Europe, around the Cape of Good Hope.

Richard Willoch receiving Cameron Award from Ward K. Savage, Jr. in 1976.

Also in the 70s, Texaco Panama Inc. opened a fleet headquarters office in Monaco, Monte Carlo; the Tug HOUMA II was launched; Marine began hosting a new series of Officers' Conferences; and, the second International Marine Conference of Texaco Inc. Executives was held in Pointe-a-Pierre, Trinidad, with many representatives from Marine in attendance.

To prevent pollution of the sea and harbors, Texaco tankers began using a system that made it possible to clean cargo tanks on the return trips without discharging oily ballast. Oil residues collected by this procedure were stored in special tanks aboard the ships

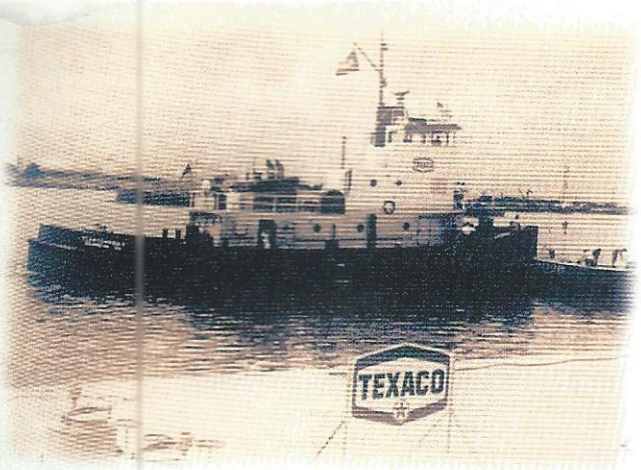
Richard J. Quegan

James A. Cole

TEXACO INTERNATIONAL MARINE CONFERENCE 1970

Pointe-a-Pierre, Trinidad

Seated left to right: R. Willoch, P. Sundby, H.R. Christensen, D.C. Moerschel, J.I. Mingay, M.D. Annetta, J.A. Cole, R.P. Walker.
Standing left to right: A.G. Armstrong, L.H. Massetti, W. Paulsen, J.H. O'Brien, J.T. McCarthy, A. Melore, E.F. Pointon, W.O. Abraham, L. Tranber
M.C. Pitts, J.C. Musser, E.A. Taylor, P. Howells, T.P.B. Wellard, E.A. Harisch, M. Tramontano, B. Halvorsen, G.W. Hewitt, D.A. Turkovich, W.R. Cur
W.E. Corley, W.W. Dedman, P. Nobes, R.S. Cooper, J. de Kok, G. Harrison.

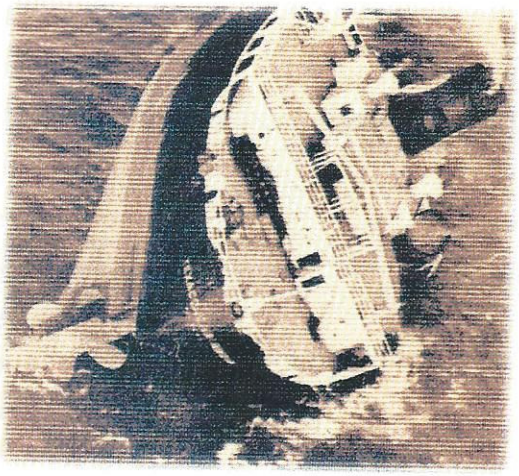


Tug HOUMA II

for discharging and further processing at the refineries.

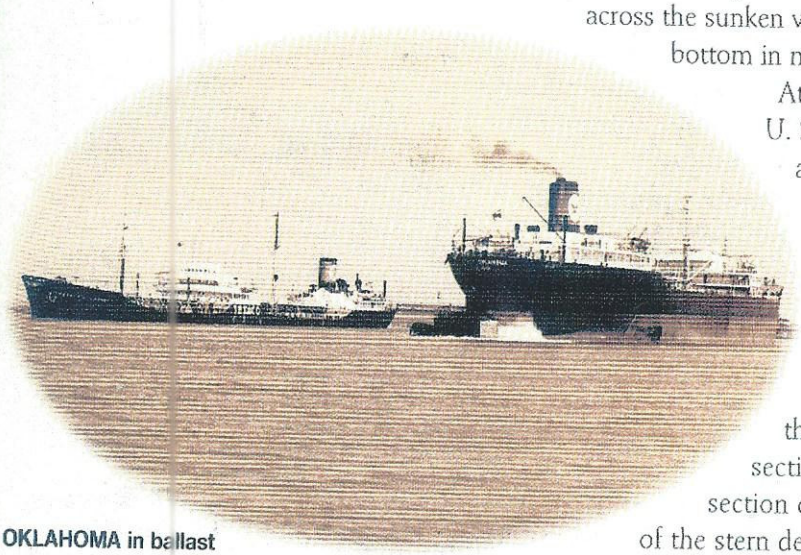
In the early 70s Texaco Marine began research into computerized maintenance systems, with a view to standardize operations on Texaco vessels worldwide. One of the first programs developed in Monaco and installed onboard all TEXPAN vessels was Texaco Worldwide Inventory System (TWIS). TWIS was a system to store all the necessary data on a mainframe computer that would produce purchase orders, maintenance requests, etc. However, as the years went by, more sophisticated programs were created that took the place of TWIS.

At 0400 on January 11, 1971, the Panamanian vessel, TEXACO CARIBBEAN, was hit and sliced into two pieces by a small Peruvian vessel, PARACAS, that was northbound in the southbound lane of the English Channel. In those days there was no inert gas system onboard, and the vessel was not gas free, which contributed to the giant explosion upon impact.



TEXACO CARIBBEAN

Captain Franco Giurini and seven Italian officers and crew went down with the midship section. Those in the stern section survived. Almost immediately after the collision, the stern section was standing at a 45° angle. Consequently, it was necessary for those left onboard to lower the lifeboats into the water unmanned, then jump into the 35° water to board. Within an hour, they were picked up by a Norwegian vessel. They were then transferred to an English Coast Guard boat that landed them safely in Dover, England. On the following morning, a smaller German vessel, BRANDENBURG, tried to skirt the wreckage but was brought up short and her bottom ripped open from end to end by the sunken bow section of the CARIBBEAN, sinking so fast that 21 people died, including four wives. There were eleven survivors. Forty days later an even smaller vessel, the Greek NIKI, completely ignored the cordon of green flashing wreck buoys and steamed full speed across the sunken wrecks and ripped herself open. She went to the bottom in minutes also, taking with her all 22 of her crew.



OKLAHOMA in ballast passing the loaded COLORADO

At 0300 two months later on March 27, 1971, the U. S. flag vessel, TEXACO OKLAHOMA, broke up and sank about 150 miles NE of Cape Hatteras in heavy seas. No one really knows why, although some theories attribute it to the bow and stern being caught between the crests of two giant waves with the midship section left in mid air, causing her to break in half.

Out of the 45 crew members onboard, there were approximately 34 left in the stern section. When the ship broke in half, the bow section came back around and hit the starboard side of the stern destroying the lifeboat. During the night the

storm carried away the other lifeboat on the stern section. Those remaining in the stern, saw the bow section drift over the horizon around 1100 that morning. Captain Richard Hopkins and about 10 others went down with the bow. Those remaining on the stern section stayed with the ship for a total of 25 hours. At this point it was around 0530 the next day and the stern section was essentially perpendicular. The crew then decided to go into the water. The stern sank almost immediately after they abandoned ship.

Texaco CONNECTICUT, 20,000 dwt, before being jumboized.

After being in the water around 12 hours a Liberian flag vessel, SASSTOWN, picked up 13 survivors. and took them to New York Harbor where our Tug SKY CHIEF recovered them and landed them safely ashore.

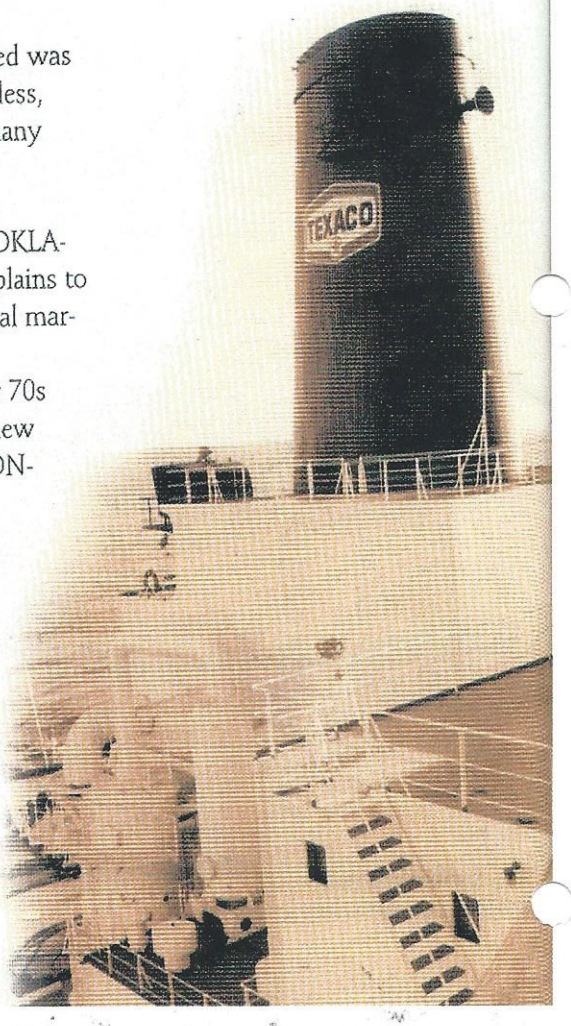
Texaco CONNECTICUT at 42,000 dwt, after jumboization.

The First and Third Assistant Engineers, Eddie Bell and Mike Bandy were the only Officers to survive. The other survivors were all National Maritime Union crew members. Among those who perished was the Radio Officer, Al Merrikin, the well-known artist who provided the timeless, entertaining and candid cartoons of shipboard life for The Range Light for many years. Elsewhere in this issue is an article about Mr. Merrikin and his work.

As most of the crew members were from the Gulf Coast area, there is a Memorial Sundial located in Port Arthur, Texas, dedicated to the TEXACO OKLAHOMA and her crew. An annual service is conducted by the area Port Chaplains to remember all men and women who have made a contribution to our national maritime efforts.

To increase the capacity of its U.S. flag fleet, it was decided in the early 70s to begin jumboizing the 20,000 dwt New York Class ships. By inserting a new mid section, the TEXACOs NEW YORK, CALIFORNIA, FLORIDA and CONNECTICUT gained 158 feet and 22,000 dwt in carrying capacity.

In early 1971, Texaco joined with other oil companies in establishing a voluntary fund which supplemented the liability of tanker owners and provided up to $30 million per incident to compensate claimants for oil pollution damage and cleanup costs.



Down through the 70s, the Company implemented its own comprehensive programs of shipboard advisory, training, inspection and regulatory procedures, and traveling shipboard instructors to maintain the highest standards of pollution prevention and safety measures. Shoreside seminars and training facilities for officers were also introduced to strengthen shipboard skills and knowledge. In 1973, the Company put into effect a response plan for dealing promptly with environmental incidents involving Texaco tankers anywhere in the world.

In the spring of 1972, a Marine outport office in Convent, Louisiana was established. It was located on the Mississippi River about 189 miles from the Gulf of Mexico. This office was headed up by Kenneth T. Lawrence until its closure in 1985.

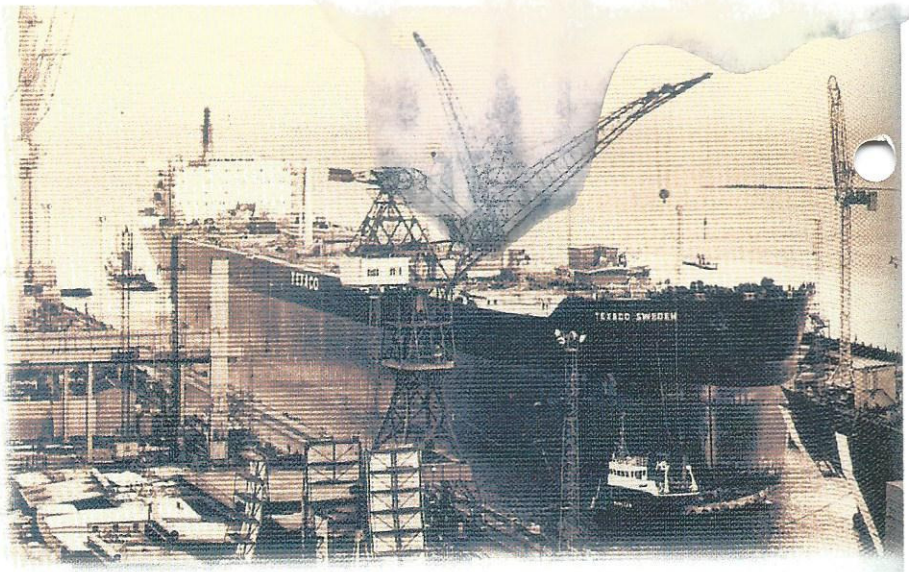
In 1972-73 there was a world demand for oil that seemed to be insatiable. A tremendous worldwide building program was launched, which included the construction of over 40 huge tankers registering over 200,000 dwt each.

In 1972, three 226,000 dwt vessels were delivered: TEXACO SWEDEN, to Texaco Overseas Tankship; TEXACO AMSTERDAM, to Texaco Norway; TEXACO PANAMA to Texaco Panama.

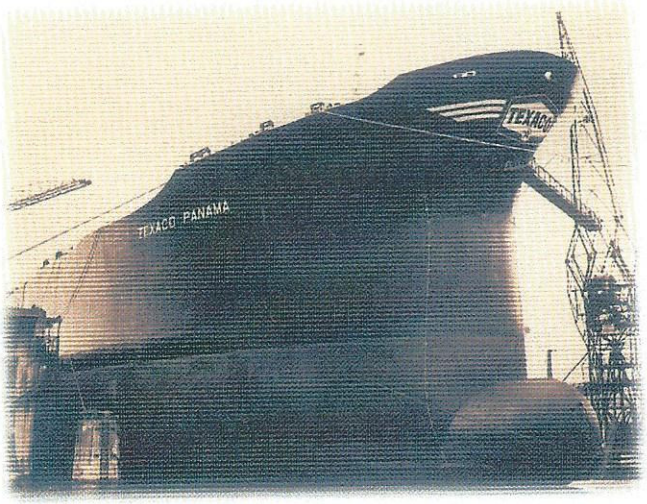
In 1973, the tug TEXACO DIESEL CHIEF was launched and in 1974 three more VLCCs were delivered: TEXACOs SPAIN, AFRICA and ITALIA.

In order to realize the economies of scale inherent in the operations of mammoth tankers, adequate terminal, tankage and pipeline facilities had to be available. Therefore, to accommodate its VLCCs, in late 1973, Texaco completed a new terminal in Trinidad that employed an offshore single-buoy mooring to receive crude oil cargoes for processing at the Point-a-Pierre refinery, and for transshipment in smaller tankers to refineries on the Gulf and East Coast of the United States. At that time there were no ports in the United States that could handle our VLCCs, so the Company began planning deepwater terminals with pipeline connections off the coasts of Texas and Louisiana.

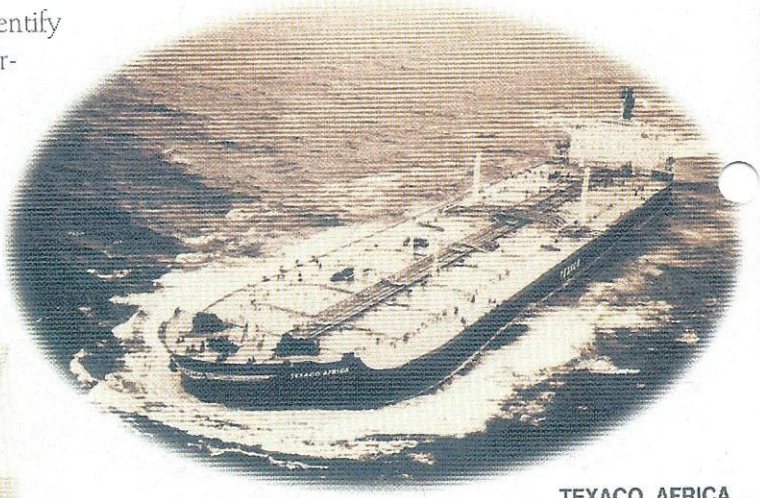
In addition, in 1973 Texaco initiated a program for fitting its vessels with electronic collision avoidance systems which identify potential collision situations through tracked radar targets. Further safety and environmental measures included the installation of cargo tank inert gas systems (IGS) and fixed tank cleaning installations which developed into the crude oil washing (COW) procedures widely used today.



TEXACO SWEDEN



TEXACO PANAMA



TEXACO AFRICA

Collision Avoidance equipment onboard
TEXACO WESTMINSTER

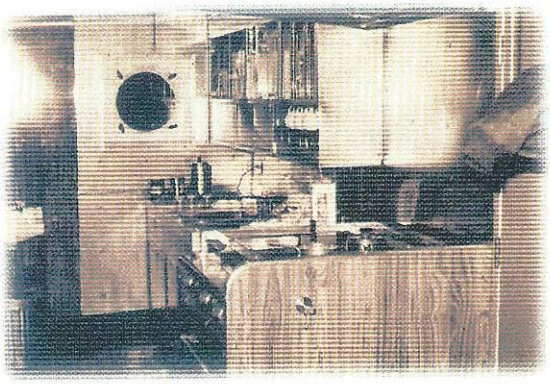
W.C. Small presenting the U.S. Government's Gallant Ship Award to the Tug TEXACO FIRE CHIEF crew. Left to right, N. Davidson, Ed Hutchinson, W.C. Small, Captain F. Gallagher, Al Knudsen, G.V. Terrell and M. Gilmette.

The Gallant Ship designation is the U. S. Government's highest commendation for a merchant vessel. The tug TEXACO FIRE CHIEF was one of four vessels cited for the courage, seamanship and teamwork of their crews during firefighting and rescue operations following the collison of the containership SEA WITCH and the tanker ESSO BRUSSELS in New York on June 2, 1973. Captain Francis A. Gallagher received the Merchant Marine Meritorious Service Medal.

By the end of 1974, Texaco's worldwide marine fleets included 205 oceangoing tankers owned or operated under term charter, totaling 19,516,552 dwt. Unfortunately, this size of fleet was short lived; the energy crises of 1973 and the development of oil fields in Alaska, North Sea and Mexico changed the trading pattern of oil tankers from long-haul Persian Gulf oil to shorter routes. This, coupled with the over building of new ships, meant that tanker freight rates collapsed and the tanker industry sunk into a recession, which persists to this day.

TAMPA with Barge 809

The largest tankers in the world in 1974 were the Ultra Large Crude Carriers (ULCC) 476,000 dwt GLOBTIK TOKYO and GLOBTIK LONDON and NISSEI MARU, built in Japan and under term charter to Tokyo Tanker Company Ltd., a Caltex affiliate in which Texaco had a 24% equity. These vessels had an upper deck roughly the size of nine tennis courts.



TAMPA Galley

And, so it was that 1974 was the pinnacle of the Texaco tanker fleet, after which, vessel orders dropped off and many older ships were sold out of the fleet.

TAMPA Mess Hall

The Tug MARRERO was launched in 1975 for operation on the inland waterways between Port Arthur and Louisiana. The TEXACO HOUMA II was transferred to the Bayonne Small Fleet, and the tugs TEXACOs MARRERO, FIRE CHIEF and TAMPA with Barge 809 were launched. The Suez Canal reopened in mid-1975. And, by utilizing this important waterway whenever possible, an average of 12 days in ship time each way was saved, compared with the route around the Cape of Good Hope.

On October 6, 1975, U. S. Fleet headquarters, started ship-to-ship transfer operations, (transshipment operations), in the Gulf of Mexico 70 miles south of Sabine Pass. Texaco named the location SOUTH SABINE POINT (SSP). This service was set up to reduce the transit time and expedite delivery of crude into the refineries. With four 10x20 Yokohama fenders, two sets of 10" Dunlop hoses, one workboat (ENDEAVOR) and our first Mooring Master, Captain J. D. Welch, the operation began with the arrival of the 206,000 dwt TEXACO FRANKFURT (Mother Ship) commanded by Captain Jack Metcalfe and the 49,000 dwt TEXACO BRIGHTON (Offloader) commanded by Captain Tino Marchini.

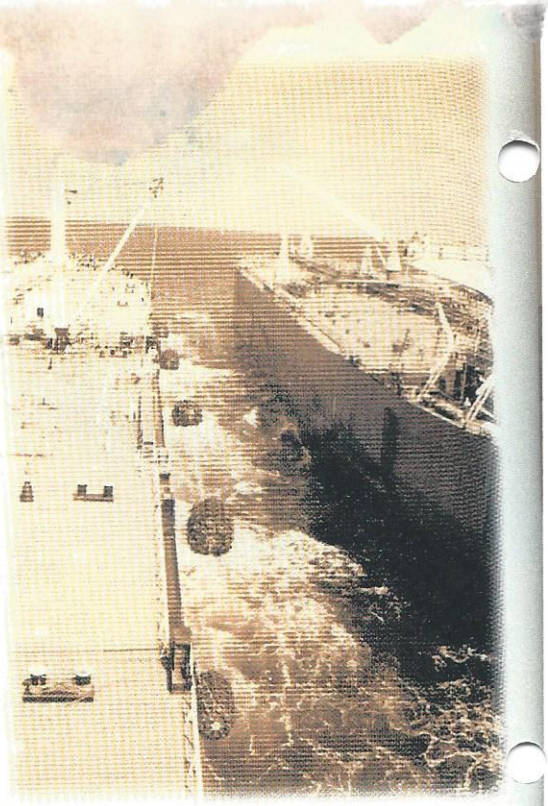
At one time during the period from 1977 to 1981, the SSP operations expanded to 7 Mooring Masters, 2 Coordinators, a supply boat (TEXAS STAR), a helicopter, 4 sets of fenders and 4 strings of hoses. The best month ever recorded was June 1980 with an average of 441,000 bbls moved every day.

In 1975 the TEXACO BRASIL and TEXACO NEDERLAND, were acquired by Texaco Panama Inc., and in 1976 the TEXACO LONDON was delivered to Texaco Overseas Tankship Ltd. The TEXACO KENTUCKY and TEXACO TEXAS were reconstructed and redelivered by the end of the year.

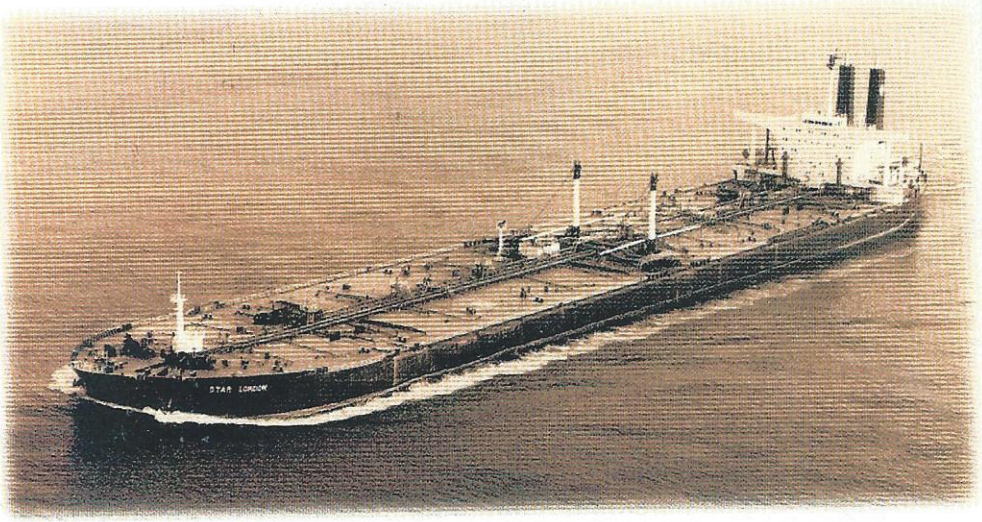
In 1976 - 77, Texaco Panama acquired three VLCCs, TEXACOs IRELAND, VERAGUAS, and SOUTH AMERICA; and, three 32,000 dwt clean product tankers, TEXACOs BALTIC, BERGEN and STOCKHOLM, were built for Texaco Norway A/S.

Early in 1977 the Company began using a new shiphandling simulator course which was able to create analogous environmental and operational sea conditions one might be confronted with under conditions of estuary and harbor traffic. Initially it was to be used to train Texaco personnel in maneuvering VLCCs. In later years, all Masters were afforded the opportunity to undergo this training.

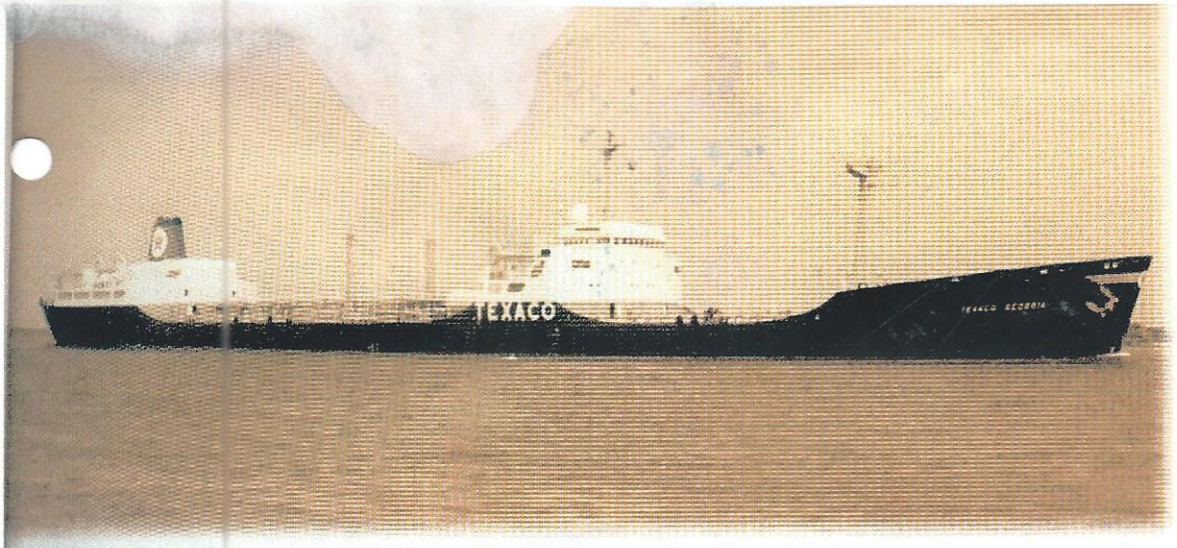
In 1977, Texaco placed its 80,000+ dwt vessels on a planned slowdown program. This program was designed to reduce the amount of fuel oil consumed, not only as a conservation measure, but to reduce cost while we assessed our tonnage requirements.



TEXACO SOUTH AMERICA at SSP with offloader vessel coming along side. Yokohama fenders are placed between vessels to avoid them crashing into one another while lightering operations are underway.



TEXACO LONDON after her name was changed to STAR LONDON.



TEXACO GEORGIA

During this same time, three new computer generated programs were implemented. The Ship Information System containing files of technical and descriptive data about each owned and chartered vessel accessible from Port Arthur, Harrison and London. The Port Information Systems containing detailed data on all ports and terminals visited by Texaco vessels. And, the Marine International Data Assessment System (MIDAS) which replaced the Vessel Utilization Reporting System, designed to compile a complete history of each ship's activities.

Also in 1977, in cooperation with the U. S. Maritime Administration, Texaco conducted ship performance experiments utilizing the Marisat Communications Satellite. A shipboard terminal was installed aboard the TEXACO GEORGIA to provide almost instantaneous telex and voice communications between ship and shore.

1977 saw the first female officer to serve as third mate aboard a U. S. Fleet vessel, which created quite a stir to a previously all-male profession. But since those days, there have been several women to serve onboard Texaco vessels in the deck as well as the engine departments, with two deck officers attaining their Master's license.

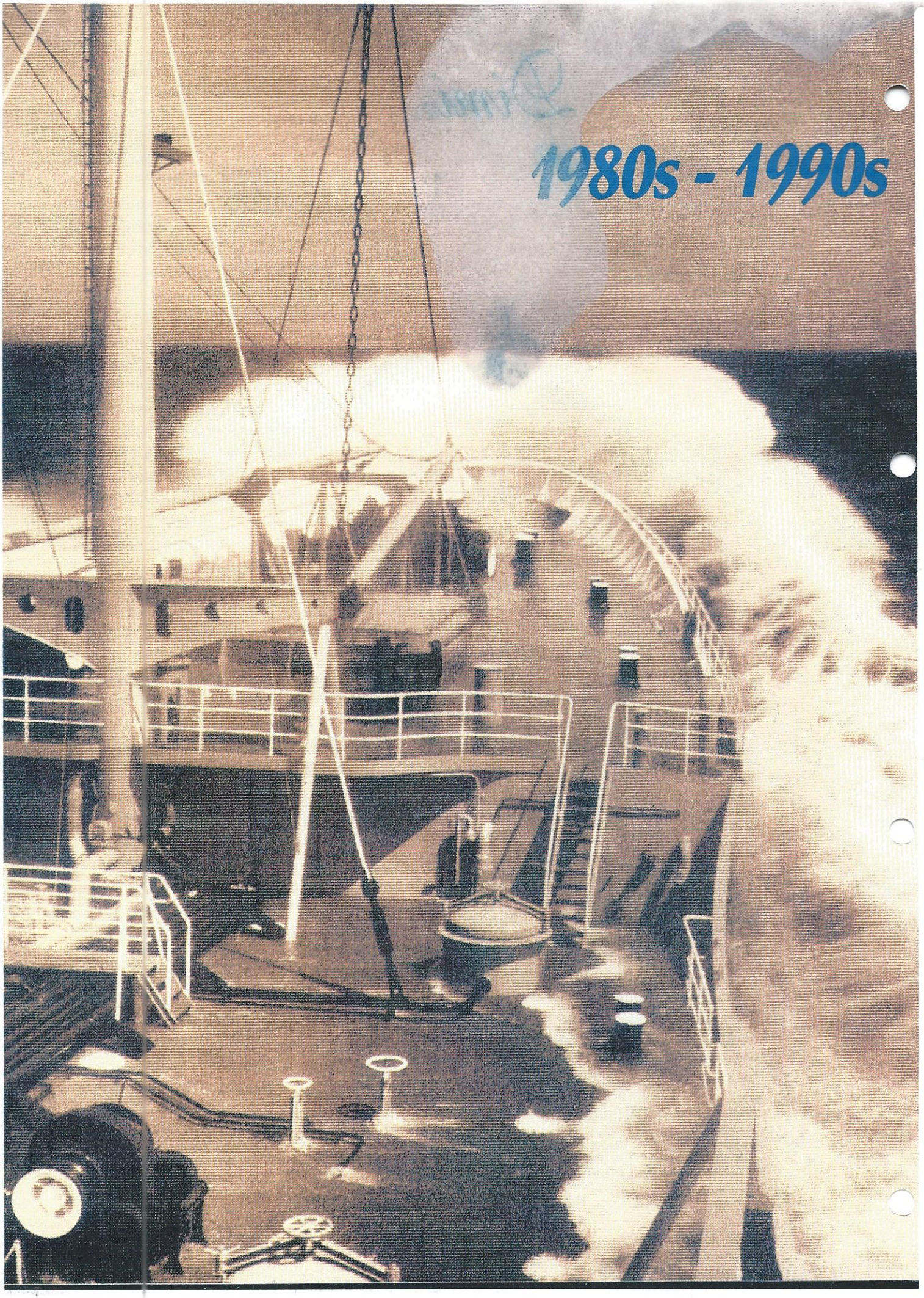
Texaco Panama continued to upgrade its fleet with the reconstruction of the TEXACO OHIO and three more of the same class were rebuilt.

In 1978 Texaco supplied 13% of the worldwide marine demand for bunker fuels, distillate fuels and lubricating oils and greases through nearly 400 ports around the world. However, during the late 70s the tanker industry was well into the worst slump in its history with retarded growth in world economy, surplus tonnage, and no prospects of early improvements in the extremely low freight rates and/or, a return to profitability in the foreseeable future.

No company owning tankers could continue to absorb the crippling financial losses indefinitely. With spot rates hardly covering voyage expenses and running costs, fleet managers had to accurately assess the operational performance of each ship and retain in service only those likely to contribute to fleet profitability or, at least not incur a substantial loss. To adjust our fleet strength to the reduced transportation requirements, and to minimize operational expenses, some ships had to be disposed of either by scrapping or lay-up. Concurrently, ships on time-charter were not replaced when the charter expired. Additionally, slow steaming continued to be the order of the day.

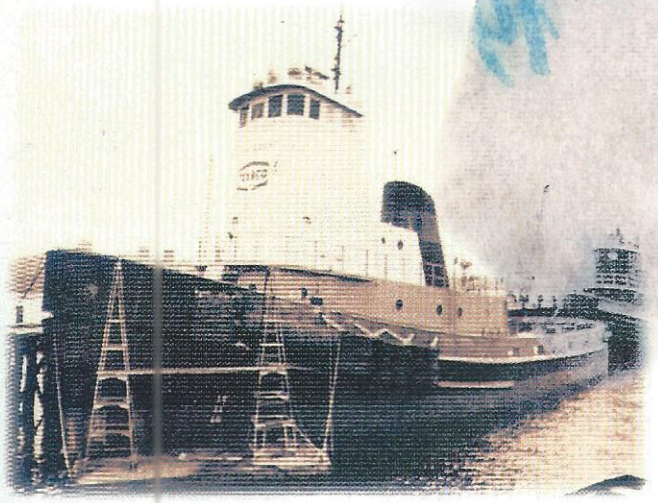
By the end of the 70s, the daily average of crude and refined products transported reflected a general decrease in demand from major markets. The Company's worldwide marine fleets had decreased to about 130 oceangoing tankers owned or operated under term charter, totaling around 15 million dwt. This included 43 VLCCs which represented some 75% of the total tonnage.

Thus, as the 70s entertained the pinnacle of our times, it also became a witness to the beginning of a decline in our industry that would never recover to those glorious boom days of 1972-73.


1980s - 1990s

Diminishing Years

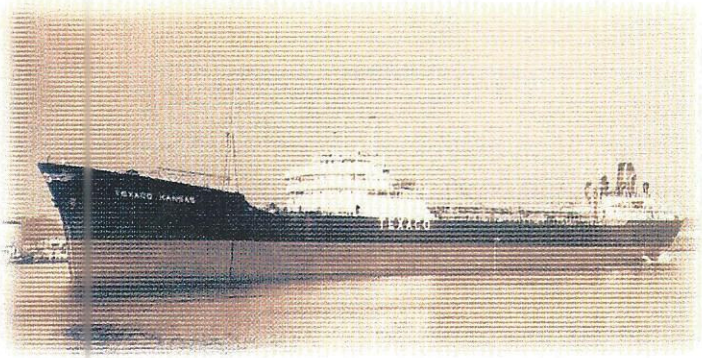
1980s - 1990s



Tug TEXACO AUJET

During the early 1980s, there was a general decrease in demand from major markets and a worldwide recession. By this time John K. McKinley had replaced Mr. Granville as Chairman of the Board and Chief Operating Officer, and Harry N. Pappas was Manager of the U. S. Fleet.

Throughout the early 80s, Texaco achieved greater efficiencies in the transportation and distribution of both crude oil and refined products through the reduction of high-cost, time chartered vessels in its worldwide fleets; the sale of older, unprofitable vessels; and the acquisition of newer, fuel-efficient vessels. As a result, Texaco was able to take advantage of the low spot market rates on VLCCs. The Company also maintained its planned program of fuel conservation for selected vessels of 80,000 dwt or more.

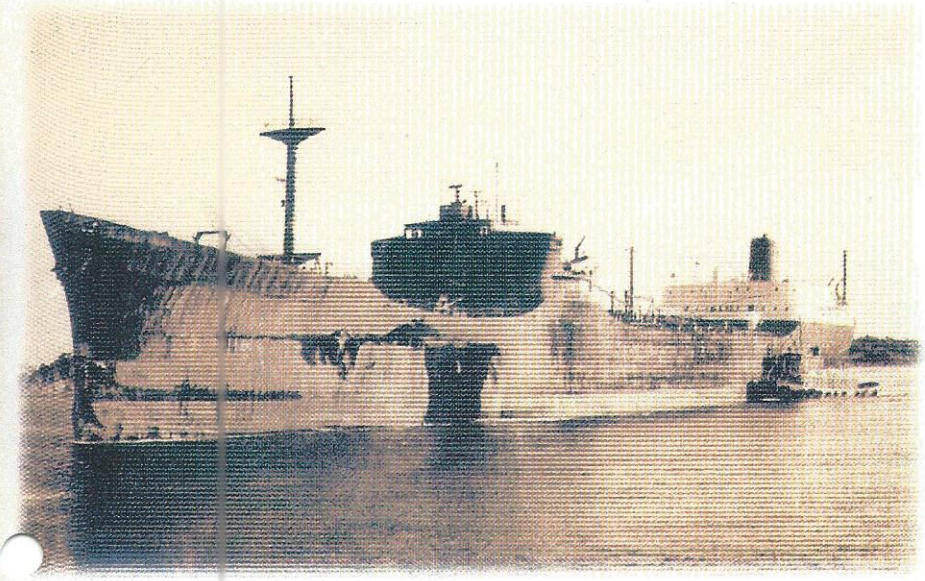


TEXACO KANSAS

In an effort to find ways to control the impact of the world energy crisis, Marine implemented International Marine Energy Conservation (ENCON) conferences with participants from all four fleets and Corporate Headquarters.

The Tug TEXACO AVJET was launched in 1980, and the Tug TEXACO FIRE CHIEF lived up to its name during a spectacular blaze in the Hudson River north of New York City. The FIRE CHIEF responded to a call for assistance and held seven loaded gravel barges midstream while the Coast Guard and municipal fire departments extinguished a fire on the boat that had been towing the string of barges.

TEXACO NORTH DAKOTA



The TEXACO KANSAS, her Officers and Crew, were awarded a Citation of Merit by the American Institute of Merchant Shipping in 1980 based on the rescue of a downed U. S. Coast Guard helicopter crew after dark, in high seas, which prevented loss of life or injury to the airmen. This rescue operation was in accordance with the finest traditions of the sea.

Also in 1980, shortly before dawn, the TEXACO NORTH DAKOTA struck an unlit rig in the Gulf, becoming a total constructive loss. There were no casualties or serious injuries to the Officers and Crew onboard.

It was during this period of economic instability in the oil market when cost cutting became mandatory, that Texaco began experimenting with Shipboard Management. Each vessel became an individual business unit with considerable delegated authority. This concept was first introduced in the Norwegian Fleet. Later it was extended to the British and Panamanian fleets. Then with the consolidation of all the fleets in 1984, Shipboard Management was refined into the present process.

Shipboard Management Workshop attendees, Sorrento, Italy May 9-13, 1988.

The Shipboard Management seminars started in early 1982 and ended in late 1988. The objectives of this program were to reduce the operating costs of our managed ships by developing sea staff management skills, improving maintenance standards and safety, and promoting job satisfaction and quality of life onboard.

To support the Shipboard Management concept, extensive management training classes, including teamwork and problem solving, were given to senior and junior officers. This concept became the cornerstone of Marine's operation and proved to be a great success, evidenced by improved safety statistics, improved operating efficiencies and revenue generation, reduced shoreside overhead, and increased customer satisfaction.

The Company also implemented other programs to boost its fleets' efficiency, including mini drydockings, integrated computer programs for management purposes and more efficient transshipment activities.

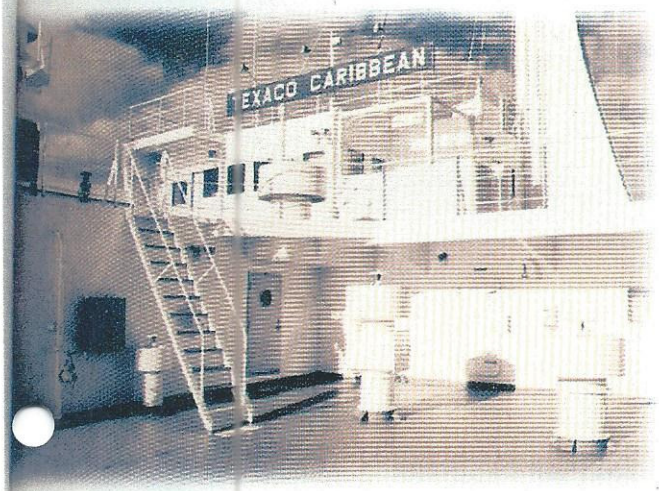
During these days there were other teams assembled too. For example, there was the Texaco Safety Advisory Team (TSAT), the Texaco Travelling Repair Inspectors (TTRI), and, of course, the Texaco Travelling Repair Crew (TTRC) - which consisted of a supplementary labor resource pool of various skills who were employed to assist vessels in completing cost-effective voyage repairs and thus reducing shipyard time. In addition, Marine had a Corrosion Control Team to monitor and control the vessels' total steel work and auxiliary material systems.

In 1981, Texaco continued to be a major supplier of bunker fuels, distillate fuels, and lubricating oils to customers in 75 countries and nearly 350 international ports. These deliveries enabled the Company to supply about 13% of the worldwide demand for these products.

By this time the fleet had been reduced by some 27 vessels, representing over 2 million dwt being either retired or placed in long term layup.

In November of 1981, the Spouse Aboard Program was implemented onboard the U. S. Fleet vessels. Approval was given for an Officer to be accompanied by his spouse at sea once per year for a period of approximately thirty days.

Computerization was a major step forward for the industry in facilitating controls on inventories and preventative maintenance. In 1981, Texaco Overseas Tankship (TOT) London developed an onboard computerized program called, Texaco Inventory and Planned Preventative Maintenance System (TIPPMS). Records were retained onboard in computer data bases while copies of the data were sent ashore via a computer disc.

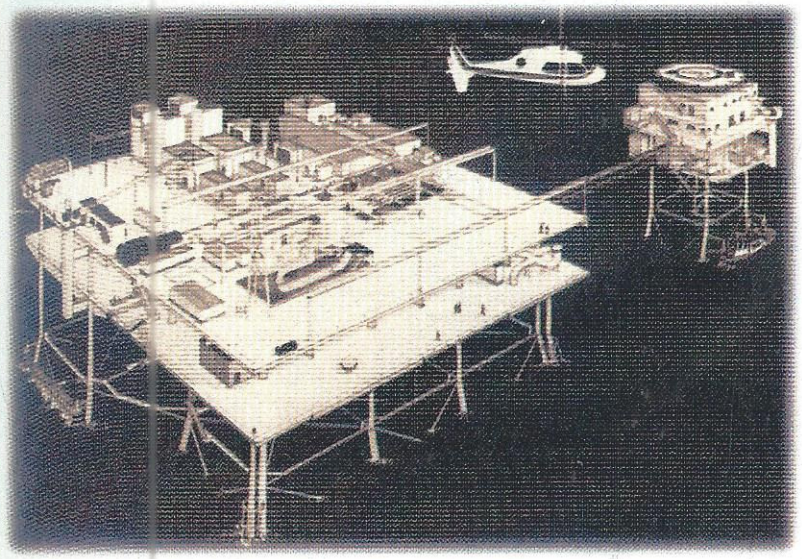


TEXACO CARIBBEAN

In May 1981, the Louisiana Offshore Oil Port - operated by LOOP, Inc. in which Texaco had a 26.6% interest - became operational. This facility was the first U. S. deepwater port that permitted the direct discharge of crude oil from VLCCs for storage onshore in underground salt domes and eventual transport by pipeline to refineries. The TEXACO CARIBBEAN was the first vessel to discharge at the LOOP facility, ushering in a dramatic improvement over lightering and transshipment.

With the startup of LOOP, transshipment operations gradually diminished to a low in 1985. However, with the new capabilities of doing transshipments for third parties and the increased delivery of Minas Crude, (a product not handled at LOOP), operations were rejuvenated in 1986.

Four VLCCs were put into deep layup status in 1982 on the Johore River in Malaysia. The vessels, TEXACOs NEDERLAND, IRELAND, BRASIL and SOUTH AMERICA were laid side by side alternately bow to stern, securely moored together and anchored to form a very large raft. The TEXACO NEDERLAND performed the mothership functions by providing all the operations, accommodations and power for the other three. The vessels were completely dead and power for hotel accommodations were furnished by portable power units located on the poop deck of the NEDERLAND. There were four Italian Officers and eight Filipino Crew onboard the Johore Raft to attend to matters of safety, security, and required layup maintenance.



Louisisan Offshore Oil Port (LOOP)

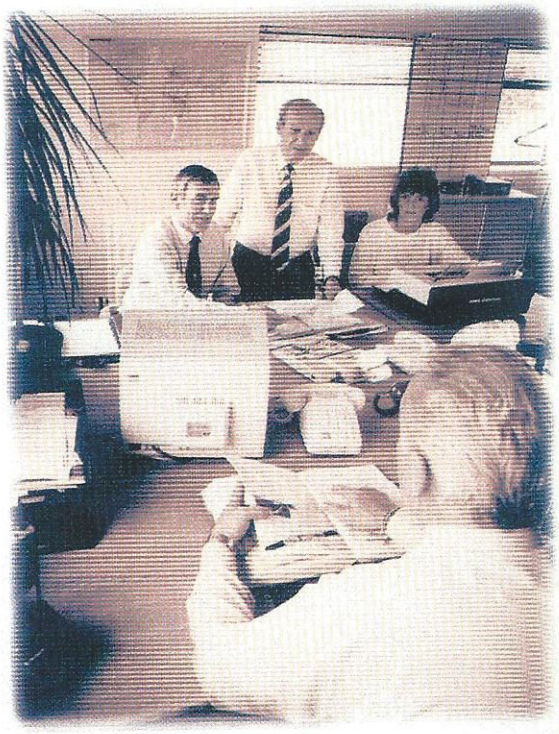
Ship Manifolds

In late 1982, the Tug TEXACO HAVOLINE ended her 36 years of service at Texaco Island where she worked as well as entertained visiting dignitaries from time to time. The tug was a victim of the times, unable to compete with modern 3,000 hp twin-screw tugs. This, coupled with the downturn of ship traffic at Port Arthur, made her an economic liability. Captain O. J. Hebert was the Master for 33 years of the tug's tenure at Texaco Island.

Tug HAVOLINE

In 1982, the Pembroke office, identified as TOTL Marine Agency Office, became a fully commercial ship's agency. Its prime location overlooked the Pembroke Refinery's two jetties and seven berths, enabling its staff to gain quick access to any designated vessel. Marine Superintendent, Terry P. B. Wellard, administered the office until its closure in late 1992.

In 1984, the Marine Department decided to, once again, standardize their onboard maintenance and inventory computer programs, to be in line with the Shipboard Management concepts. Thus, the Texaco Inventory and Maintenance System (TIMMS) came into being. During the next ten years, TIMMS was subsequently installed onboard all large and small fleet vessels.



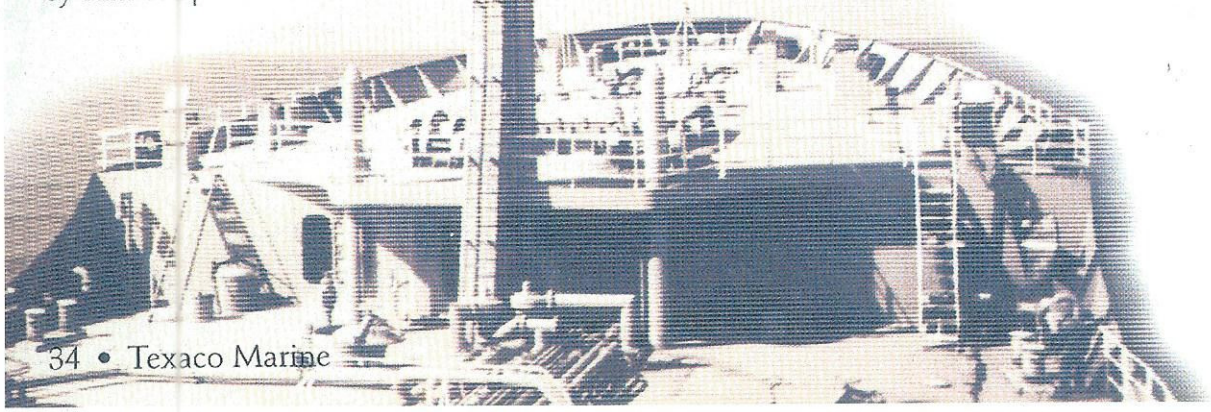
Pembroke Office

CHARTING A NEW COURSE.....

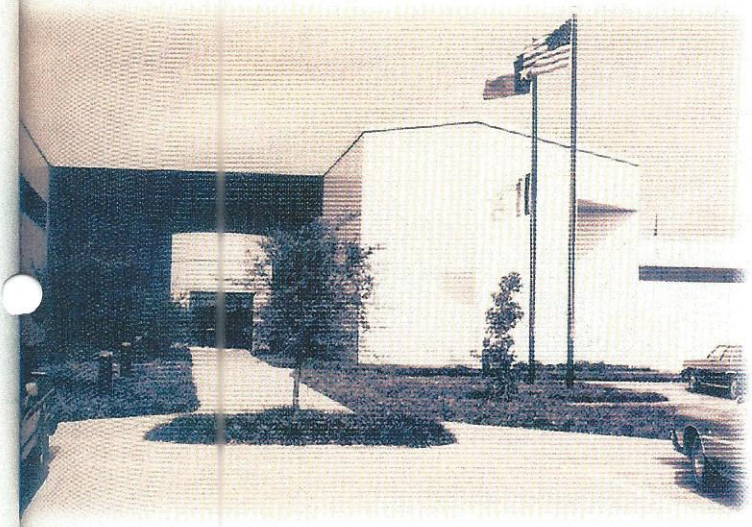
With the rapid decrease in oil prices in the early 80's and severe market disruptions, the tanker industry virtually collapsed. There were mounting losses from marine operations. And with the decline of the international fleet, Texaco could no longer support the overhead of its marine European offices in London, England, Oslo, Norway and Monte Carlo, Monaco. It soon became obvious that a bold new course was imperative for the survival of Texaco's Marine operations.

In 1984, Texaco formed a new enterprise called Texaco Marine Services Inc (TMSI) to consolidate and centralize its worldwide marine fleet operations.

In an unprecedented move, the new company was also given the authority to use its management and operation infrastructure to manage and staff vessels owned by other companies.



Standing, left to right, Vice Presidents Peter Howells and Harry N. Pappas. Seated is William R. Cumming, President.



The Texaco Chemical Building, Port Arthur, Texas

Effective April 1, 1985 TMSI officially commenced operations with William R. Cumming as President, and Harry N. Pappas and Peter Howells as Vice Presidents. At the same time, Richard J. Quegan was appointed General Manager, Marine Department and William S. Barrack was Senior Vice President in charge of Marine. Before taking over TMSI, Mr. Cumming had been the General Manager of the Texaco Panamanian Fleet.

William S. Barrack

As a ship management company, TMSI's objective was to manage and staff Texaco's domestic and international fleets to effect safe and environmentally sound transportation of crude and refined products, with on time loading/ discharging, no contamination of cargoes, with courteous and efficient handling of charters, voyage orders, invoicing and claims.

Up until then, the U. S. Flag headquarters had been located on Texaco Island in Port Arthur. When the decision was made to combine the operations, it was necessary to choose a location large enough to facilitate the consolidated staff. The location chosen was Texaco's Chemical Building, affectionately called "The White House," on Savannah Avenue in Port Arthur.

In a very short time, TMSI won contracts to manage vessels for Saudi International Petroleum Carriers Ltd., Nigerian National Petroleum Corp., American Petrofina Inc., and Globtik Tankers London, Ltd. And, by the end of 1985, Texaco was operating 62 oceangoing tankers, owned or under term charter, totaling about 6.5 million dwt.

The fleet headquarters was operationally structured into four individual Group Administration Teams (GATEs) - MIKE GATE, GOLF GATE, LIMA GATE and ECHO GATE - named after international signal flags. Each GATE managed a certain group of vessels independently but in unison with each other. Later in 1987, LIMA GATE became inactive. The vessels it had managed were reassigned to ECHO and GOLF Gates.

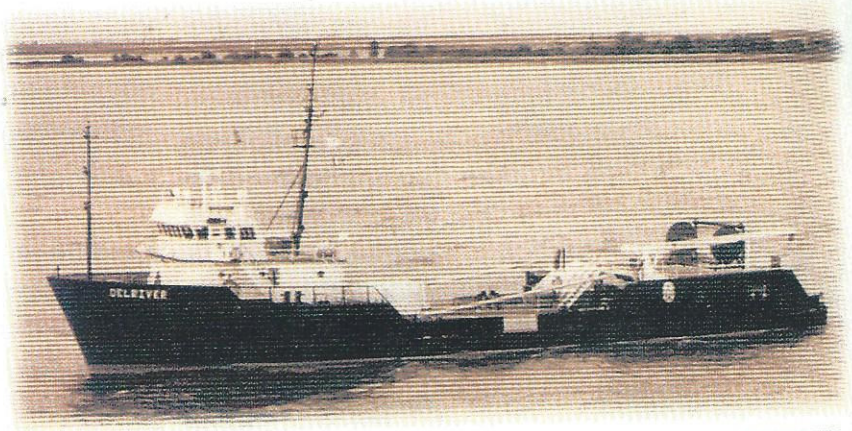
The demand for large tankers remained depressed due primarily to lower demand for long-haul crudes. Therefore, shortly after the startup of TMSI, operational economies were undertaken throughout the fleet. These measures included the layup and/or disposal of unneeded vessels, and redelivery of chartered vessels.

As a result of a lawsuit filed by Pennzoil concerning the Getty acquisition, the Texas Supreme Court affirmed a $10.3 billion judgement against Texaco Inc. Consequently, on April 12, 1987, Texaco Inc. and two of its finance subsidiaries, Texaco Capital N.V. and Texaco Capital Inc., each filed a petition for reorganization under Chapter XI of the U. S. Bankruptcy Code. TMSI was not involved nor affected by the Chapter XI filing.

In April 1987, the Getty Marine Corporation ceased to exist after its merger into Texaco Panama Inc. The names of the Getty vessels were changed to reflect the name TEXACO. It was also necessary to change several of the existing names of the Getty vessels to avoid duplication of names already in use within Texaco's fleet.

The Getty acquisition had many far-reaching effects on our Company to say the least. One of them was the relocation of the TMSI Northeast Region Small Fleet (NERF) headquarters in Bayonne, New Jersey to Delaware City, Delaware in 1987. The Delaware City office was staffed by twelve employees. Their job was to manage a fleet of seven tugs and seven barges. They also acted as agents for TMSI-controlled vessels visiting the East Coast between Norfolk and Portland.

In the early 70s the Bayonne Outport office was headed up by Marine Superintendent Richard L. Mikolon. Following him, Thomas A. Sommers took over in the 80s. After Mr. Sommers retired, Marine named its first female Manager, Patricia E. Deer, who held that position until the Northeast Region Small Fleet was sold and the Delaware Office closed in 1993.



DELRIVER

In 1991, Texaco Marine Services' Northeast Region Fleet began managing the DELRIVER, an oil spill recovery vessel. It was also during this time that NERF began equipping its tank barges with vapor collection systems.

Marine's West Coast Outport history and activities are related in a separate article immediately following this one.

Early in 1987, two-man Audit Teams were established to review and critique ship/shore operations, communications and interface. Consisting of senior officers of mixed nationalities and granted considerable autonomy, the Audit Teams performed stringent reviews of all aspects of the performance of individual vessels and their support groups in TMSI. At the end of 1987, a group of senior officers went through extensive training to form Fleet International Training Teams (FITT). These teams introduced a broad range of specific training onboard vessels at sea for both officers and ratings. This format was very popular with seastaff since it permitted small class sizes and, even individual, training opportunities. It was also very cost effective in terms of accomplishing non-mandatory training without recourse to shore based training establishments. Augusto Meriggioli, the initial Coordination Officer for the FITT activities, was responsible for the introductory training phase which effected the remarkable success of the FITT teams.

In 1987 TMSI launched a more aggressive marketing program with a display booth at the International Maritime Exposition in New York, highlighting Shipboard Management and South Sabine Point Transshipment services, as well as the TIMMS computer program.

Simon C. Bommeljé

Texaco's fleet activities in the Northwest European ports were handled from Rotterdam by Area Manager Simon C. Bommelje'. The Northwest European area included the West German ports Kiel, Hamburg, Burnsbuttel and Weserports. Going south there were the Dutch ports of Amsterdam, Rotterdam, Europoort and Flushing; also, the Belgium ports Antwerp and Ghent plus the French ports from Dunkirk to Bordeaux.

In those days, in general, 30 - 40% of ocean oil traffic was destined for Western Europe, the U. S. was second, and Japan third. These three industrial centers together formed the final destination for almost three quarters of oil shipments.

Also in the late 80s Pietro Giannattasio was designated to work as TMSI's Marine Representative in Manila. His assignment was to promote a harmonious relationship between the Officers and Filipino ratings onboard Texaco's vessels. Until his retirement in 1994, Pietro was very successful in this role by facilitating Quality classes for the Filipino seamen and as an onsite Texaco Representative to train and support the crewing services for Texaco with the Filipino manning agency, C.F. Sharpe & Co. Inc.

Pietro Giannattasio

James F. Gaffney

James W. Kinnear

In 1988 Mr. Cumming retired and was succeeded by James F. Gaffney as President of TMSI. James W. Kinnear was Chairman of the Board.

The Marine Department recorded a net operating earnings of some $21 million - its best performance in several years, which was a direct result, not only of improved worldwide demand for long-haul tanker capacity, but also of efforts to streamline its fleet and its operations.

Also in 1988, TMSI bareboat chartered the two ITB units, VALIANT/PENNSYLVANIA and VICTORY/TEXAS to be used primarily in the cross Gulf trade.

In 1989 satellite data transmission was implemented onboard U. S. Fleet vessels, allowing information to move between the ship and the office with ease and accuracy. Within the next few years, satellite equipment was installed onboard all Texaco vessels.

Tug VICTORY and Barge TEXAS

THE BEGINNING OF THE END.....

In 1990, Marine consolidated its commercial, accounting, and fleet management operations in the Port Arthur office. At that time there were approximately 156 shoreside and around 1444 seagoing employees. The marine industry remained in turmoil, particularly in the United States. Battered by legislation, enacted or proposed, and with States competing with each other to introduce pollution liability laws, established shipping companies began departing the scene or drastically limiting their operations.

This growing threat of unlimited liability began to impact upon our ability to trade our U. S. vessels, tugs and barges for third-party customers, especially when it involved the carriage of black oil products. And as a result, Marine became surplus in tonnage with vessels idle and in light layup. At this point, it became necessary to begin scrapping or selling many of our older or surplus vessels on a grand scale.

The Texaco tanker fleet was becoming a much leaner unit than the 19 million dwt armada of the 70s.

The Quality Management Team, left to right, front row; Bob Sanders, Dick Quegan, Jim Gaffney. Back row, Gordon Pentecost, Peter Howells, Pete Hames, Alan Burleson (ODI), John Rogers.

Policies against illicit drug use and alcohol abuse had long been in existence in accordance with Company Policy and Safe Operating Practices when the emphasis on vessel operators to institute substance abuse procedures was largely prompted on an international scale by the EXXON VALDEZ oil spill in 1989. In late 1989, the Department of Transportation - U. S. Coast Guard established mandatory random drug testing of personnel assigned to "Safety Sensitive" positions. In January 1990, the Oil Companies International Marine Forum (OCIMF) published a standard entitled "Control of Drugs and Alcohol Aboard Ship."

Consequently, in early 1990, Texaco began random/unannounced drug testing onboard their domestic and international vessels. Governmental and Flagstate amendments for alcohol and drug testing continue today.

The introduction of the Oil Pollution Act 1990 (OPA90), which was hastily implemented legislation in response to the EXXON VALDEZ incident, created, perhaps, the biggest impact in the history of the marine tanker industry. Widespread in its affect on all aspects of ship operations, it also contained three major provisions concerned with financial responsibility, double hulls and oil pollution response plans and procedures, all economically crippling for an already beleaguered industry.

In 1990, Marine formed its own Vessel Inspections Service (VIS) to ensure that all marine craft entering into Texaco service are thoroughly reviewed and inspected in terms of environmental, safety and operating procedures. Generally called "Vetting," VIS screens all voyage and time-chartered vessels which may be required to transport Texaco crude or products.

In line with Texaco's Corporate Quality Initiative, the implementation of Marine Quality was directed by Peter H. Hames and began in March of 1990. The Quality process was a natural extension of the Shipboard Management process. Its objective was to help Marine remain competitive in a highly competitive industry. The Quality Management Team, composed of senior management, oversaw the process, while the Quality Advisory Council represented all levels and functions. Both shoreside and sea staff attended many Quality courses learning new methodologies to enhance their work ethics and customers' satisfaction. Quality Action Teams and Focus Teams were employed widely onshore and onboard, and in line with the Quality process, an Employee Suggestion Program was established.

Also in 1990, the names of Texaco's equity fleet vessels were changed In the spirit of the New Texaco, the prefix "TEXACO" was replaced with "STAR," to identify more closely with the Quality Star. At the time of the name change, stack insignias were also upgraded to the new "STAR" logo.

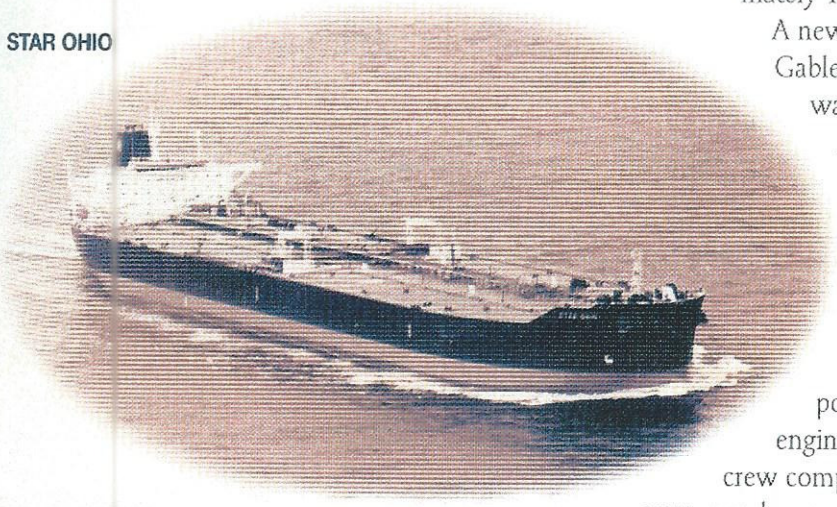
Bank One Building

STAR OREGON

In the fall of 1990, due to space limitations, TMSI moved again. This time the offices were relocated off Company property to Bank One Building in Port Arthur.

In January of 1991, during the Gulf War and Desert Storm Operation the STAR OREGON played a key role by working for the U. S. Navy transporting fuel to the action area off Mina Jebel Ali, in the United Arab Emirates. The STAR OREGON, would discharge her cargo into a naval vessel while both ships were underway at approximately 12 knots.

STAR OHIO



A new outport office was established in Coral Gables, Florida in February of 1991. The office was located with Texaco Latin America/West Africa (LAWA) Operations and was staffed by Area Manager Fritz A. Weber The main objective of this office was to enable Texaco Marine to fulfill their goal of quality and commitment to better serve their customers in the LAWA area.

Due to short voyages and frequent port calls, in 1991 an additional deck and engine officer were added to the U. S. Fleet crew complement to limit the number of hours a crew member was on duty. Texaco prohibits all crew members from working more than 15 hours in any 24 hour period except in emergencies in order to eliminate the fatigue factor. Also in 1991, Texaco adopted a Smoke-Free Program prohibiting smoking in all Company owned or leased facilities in the United States. However, Texaco's fleet vessels remained exempt from this program.

Alfred C. DeCrane

In October of 1992, Texaco Panama Inc. took delivery of the 133,498 dwt double hull STAR OHIO. The vessel was named in honor of the original OHIO which took part in an Allied operation to supply the island of Malta with food and fuel in 1942.

In April 1993, Alfred C. DeCrane, Jr. was named Chairman of the Board.

In mid May of 1993, Texaco launched two double hull barges, STARs 2000 and 2001 at Nashville Bridge Company in Nashville, Tennessee. The barges joined the tug STAR MARRERO for trading in the intracoastal waters of the Gulf of Mexico. This was a happy occasion which permitted a number of Port Arthur staff, who normally did not have the opportunity to travel, to witness two spectacular side launchings.

During the late 80s and early 90s significant reductions were experienced in the transportation of equity crude and products. The Star Enterprise joint venture all but eradicated Marine's long-haul crude requirements resulting in surplus VLCCs. Simultaneously, product vessels became surplus through diminished demand and volume exchanges which reduced transportation needs. Faced with this scenario, the Marine Department initiated discussions with a number of oil companies to research the possibility of merging cargo movements and vessels in some form of pooling arrangement.

When these discussions proved unfruitful, negotiations were opened with a number of reputable independent shipowners to determine whether an alliance could be formed to operate Texaco's international controlled fleet under ship management and commercial agreements. A tentative agreement was reached with Stena Bulk of Gottenburg, Sweden in late 1994 and formally contracted on April 20, 1995.

Barge STAR 2001, side launching into Cumberland River

After attending the christening of Barges 2000-2001, the Port Arthur staff were invited onboard the STAR MARRERO for a river cruise.

The agreement encompasses Stena's direct subsidiary Northern Marine Management of Glasgow, Scotland, as ship manager/operator of the International Fleet and a newly formed joint venture company, StenTex, based in Harrison, London and Coral Gables as the commercial managers, handling the market and chartering functions.

In a similar fashion, negotiations were conducted with reputable U. S. fleet operators to establish a strategic alliance partner to handle Texaco's U. S. Fleet requirements. Keystone Shipping Company, based in Pennsylvania was selected on the basis of their proven, long established safety and operating records and an agreement was entered into at the end of June 1995.

Texaco's Marine Department will continue in a much reduced capacity. In Harrison, a small group will exercise supervision of contracts with the two alliance partners, while in Port Arthur the Vessel Inspection Service will continue to serve the vetting needs of the Corporation.

However, for all intents and purposes, the patrician Texaco Marine Department, as we have known it for the past 93 years, will cease to be upon finalization of these last two events.

History of Texaco Marine's West Coast Operations

MARY ELLEN ONEIL

AUSTRALIA

Texaco Marine secured a permanent presence on the West Coast with the purchase of California Petroleum around 1928. With that purchase, Texaco acquired tugs and barges for use in the Los Angeles inner harbor to bunker vessels. There were also two ships that were purchased separately from Galena Petroleum. They were the Galena MARY ELLEN O'NEIL which became the AUSTRALIA and another vessel, Galena ARIZONA, which became the ARIZONA. The AUSTRALIA was 11,268 dwt, and was the biggest twin screw diesel tanker of her time. She ended her career sunk off Cape Hatteras during World War II.

Jim Murphy sailed on the AUSTRALIA and remembers first calling at the Texaco dock in 1932. Captain McCulley remembers his first trip in 1935. Marine

Berth 172 in Los Angeloes harbor

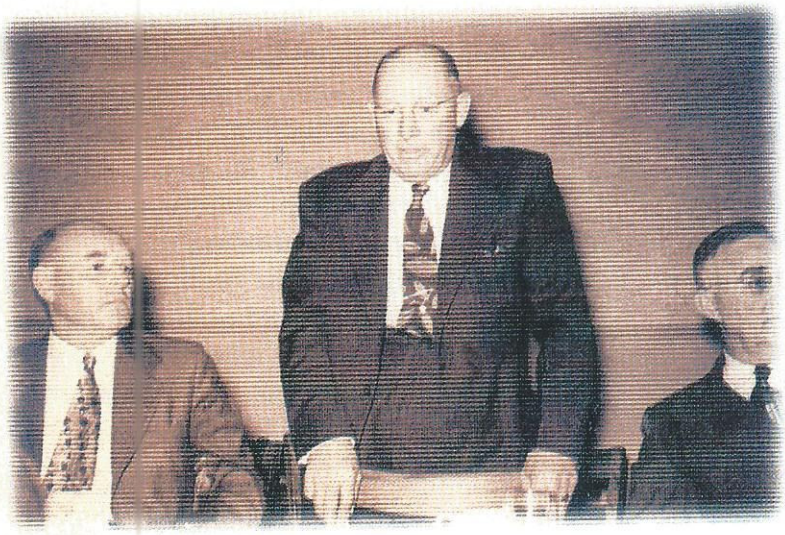
Berths 84 to 86 in Long Beach

conducted its business from Berth 172 in Los Angeles Harbor, in the town of Wilmington. The office remained there until 1968 when it moved to the current Texaco terminal at Berths 84 to 86 in Long Beach. Then in 1991, the office was moved to downtown Long Beach, located at Catalina Landing on the mouth of the Los Angeles River just across from the QUEEN MARY.

The first office Port Captain was Dan Doubler from 1928 until approximately 1952 when he was relieved by Jim Murphy until 1975 when he retired. They were the two men who defined the job and set the groundwork for those that followed. (Jim Murphy, supplied the photographs and much of the background for this article.)

These men were followed by a frequent procession of Marine Superintendents and Managers over the succeeding twenty years. They include Edward S. Davis, Thomas A. Dorsky, Gordan Van Hook, Kenneth T. Lawrence, Douglas P. McCormick, and John M. Nevin. Many Marine people "cut their teeth" working in this office!

Catalina Landing



Dan Doubler

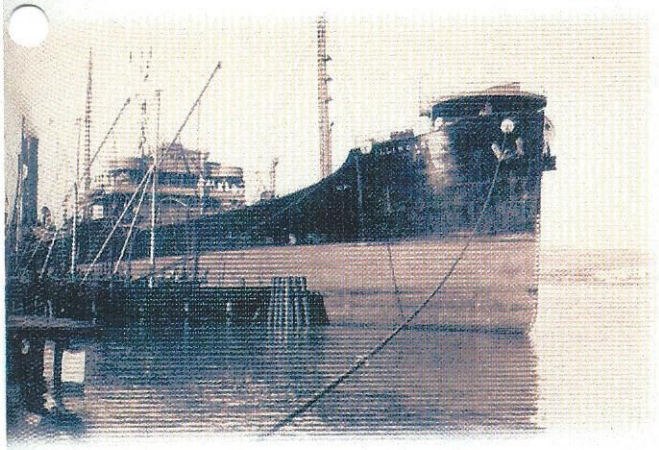
TEXACO MINNESOTA

During the last sixty-seven years, there has always been at least two equity United States flag vessels permanently employed on the West Coast One typically ran crude oil, often from the Estero Bay mooring to the Los Angeles Refinery; the other shuttled clean products up and down the West Coast. These vessels were replaced down through the years by the DELAWARE (one of eight of her class), the TEXACOs NEW JERSEY and MINNESOTA, the managed vessel, BROOKLYN, TEXACOs OREGON and FLORIDA, and lastly the TEXACOs RHODE ISLAND and MASSACHUSETTS.

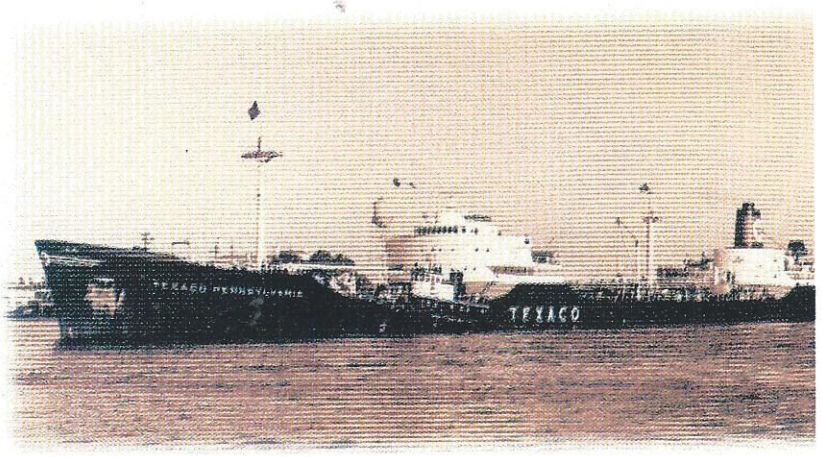
Once a month to every six weeks, a vessel such as the TEXACO GEORGIA or the TEXACO MISSISSIPPI would arrive from Port Arthur, full of lube oils to be distributed to Texaco terminals up and down the entire West Coast. In times of refinery strikes, U.S. flag vessels from the Gulf and East Coast trades (where the bulk of the Texaco U.S. fleet operated) would come out to supply the West Coast requirements – vessels such as the, ILLINOIS (Old and New), and the TEXACO PENNSYLVANIA. Also in times of pilot strikes, the Texaco's Port Captain would pilot vessels into the Long Beach and Anacortes refineries to keep them in operation. And, foreign flag Texaco vessels often called on West Coast ports when the economics were favorable, particularly in the early days. Then there were also the time chartered vessels that brought Far East equity crude into the Anacortes Refinery before the discovery of Prudhoe Bay in Alaska.

The office staff varied between minimum of three to a maximum of eight. At the peak, eight vessels were controlled from this office. For a period, there was also a two person office in Anacortes. The principals serving in Anacortes were Jim Pierson, Ken Larwence, Forest Miller and Mike Georgiandis.

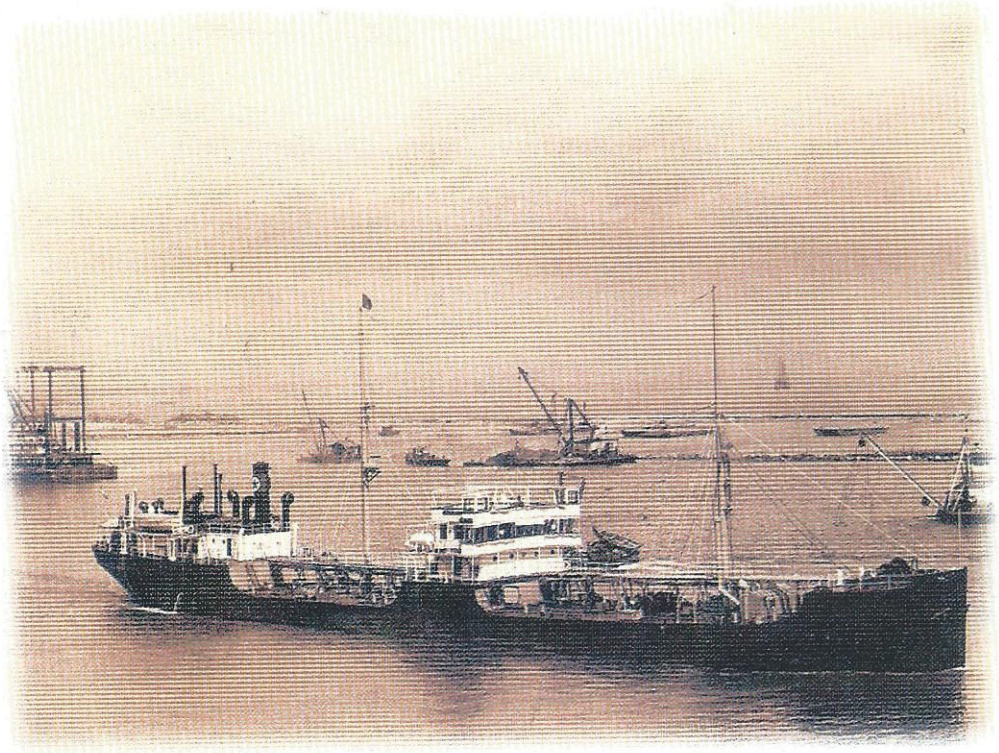
TEXACO MISSISSIPPI



ILLINOIS



TEXACO PENNSYLVANIA



SOLITAIRE

Pictured here is the SOLITAIRE in 1928, as she is sailing out of San Pedro channel with the bluffs of Long Beach in the distance. In this photograph, the Master is standing on the flying bridge in his dress whites and high pressure hat. Also note the many dredges at work, dredging the ship channel and building up what today is Terminal Island. Once on a voyage between Los Angeles and Port Arthur, the Chief Engineer onboard the SOLITAIRE was struck with appendicitis. The Captain contacted the Public Health Service through the Radio Operator and Morse Code, and by dots and dashes, performed the operation! By the time the vessel reached Port Arthur, the Chief Engineer was up and about. The vessel was later transferred to the Norwegian flag in the Texaco fleet.

There are so many untold stories like this that deserve to be documented. Stories of the heroes as well as the less heroic who once frequented this coast in the employ of Texaco. Captains who would dock and undock without the assist of tugs, to save Texaco money, and who would sunbathe on the ship sans whatever. The stories untold could fill volumes!

I hope in closing that I have served my kindred souls by providing a thumbnail sketch of Texaco Marine operations of the West Coast of North America. I'll let the photographs do the rest of the talking.

J. M. Nevin
Manager - West Coast

STAR MASSACHUSETTS
at GATX Los Angeles
Berth 118

TEXACO OVERSEAS TANKSHIP, LTD.

Texaco Overseas Tankship Ltd.

(Based on draft prepared by retired Captain J.L. Elliot)

In 1928 Texaco acquired the California Petroleum Corporation and set up a new company under the trade name of Caltex. The Plan was to market east of Suez with products from the Middle East oil fields. Soon the Company's activities expanded to take in Europe and all of the Eastern Hemisphere.

In 1947, the United Kingdom based company, Trinidad Leaseholds Limited, and Texaco agreed to jointly market all their products in the UK under the name of "Regent." In the same year, Caltex bought the British interests of the Texas Oil Company so that Regent was equally owned by Caltex and Trinidad Leaseholds.

After the Second World War, the sterling area was under very strict financial control. In order to meet these controls, Overseas Tankship (UK) Limited was incorporated in London on April 2, 1950.

In 1956, Parliamentary approval was required and given for Texaco to purchase 75% of Regent. Nine years later in 1965, Caltex was split up in Europe with Texaco taking over full ownership of Regent with the Regent brand name being changed to Texaco.

This, then, is a brief background to the involvement of Texaco with Caltex and Regent.

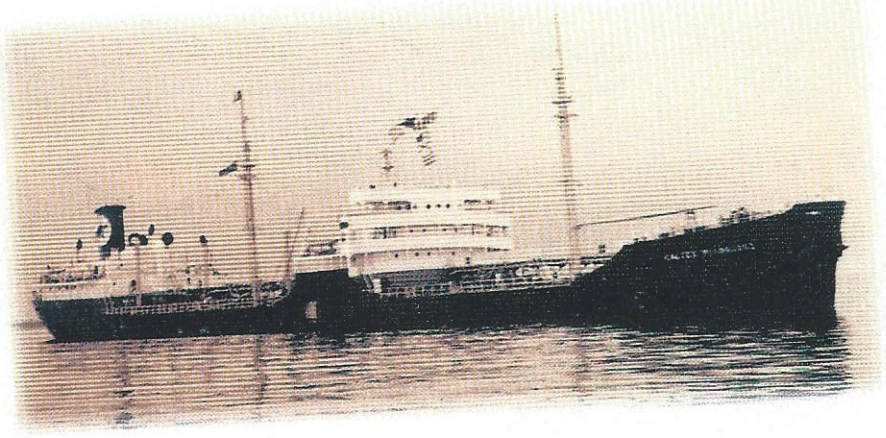
Back in 1950 when Overseas Tankship Ltd. was formed, the fleet commenced with the charter of twelve T2s and the purchase of three by the end of the year. Within three weeks of the formation of the Company, the QUAKER HILL, renamed CALTEX KARACHI, was on the books with another eleven on bareboat charter before the end of the year. The VICTORY LOAN, SENECA CASTLE and FORT CHRISTINA were purchased.

By 1952, eleven of the twelve bareboat chartered ships had been purchased. The first of these was AMIENS which was renamed CALTEX LONDON. The number of ships on bareboat charter or owned continued to increase.

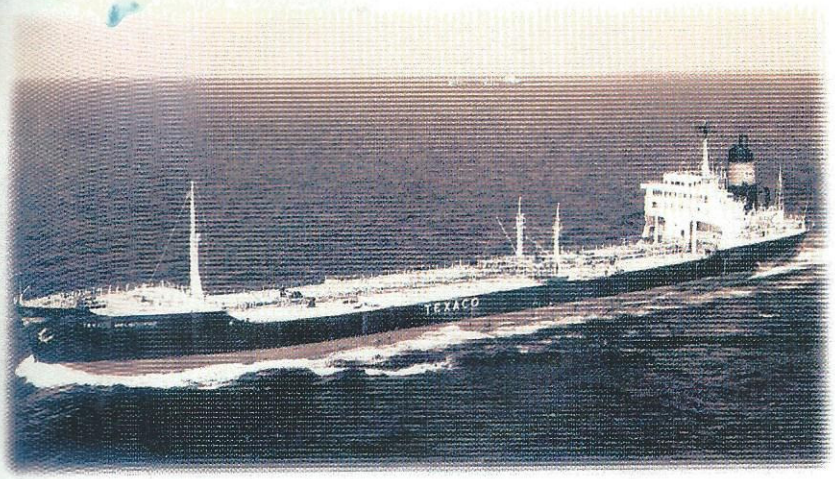
At first all the ships were manned by British Officers and Crews. On January 26, 1951, the recruitment of crews from India to serve on certain ships commenced. This was followed in February 1952 with a Cadet Training Scheme for the training of future British officers.

Several of the T2s served the Company for many years. During the mid 60s those still in service were jumboized from around 16,800 to 23,300 dwt. This was achieved by renewing the ship forward of the pumproom with the bridge superstructure being moved from midships to aft. The original turbo electric engines of around 6,600 shaft horsepower were retained.

This happened to VICTORY LOAN, the first ship bought by the new Company. She was renamed CALTEX MELBOURNE



CALTEX MELBOURNE before being jumboized and renamed TEXACO MELBOURNE



TEXACO MELBOURNE
after being jumboized

and subsequently TEXACO MELBOURNE, staying with the Company until being sold for scrap in 1985.

The first ships to be built for the Company started to be launched and delivered in 1952. These were CALTEX KENYA, followed by CALTEXs TANGANYIKA, DELHI, and CALCUTTA. These were motor ships of around 12,000 dwt. Along with these ships came another five new 17,000 dwt vessels - the first was CALTEX LIVERPOOL followed in 1953 by CALTEXs BAHRAIN, MANCHESTER, CANBERRA and PERTH. These were followed in 1956/7 by CALTEXs EDINBURGH and NEWCASTLE - which were slightly larger at 18,000 dwt.

CALTEX BAHRAIN, under the command of Captain Basil Wheeler, was selected as a representative of the Merchant Service at the Queen's Coronation Review of naval and merchant ships at Spithead in June 1953.

The size of the fleet, both in numbers and tonnage, continued to grow. By 1955, it had grown to 31 vessels, either owned or on bareboat charter. In 1960, this had increased to 33 vessels with a further 30 on time charter.

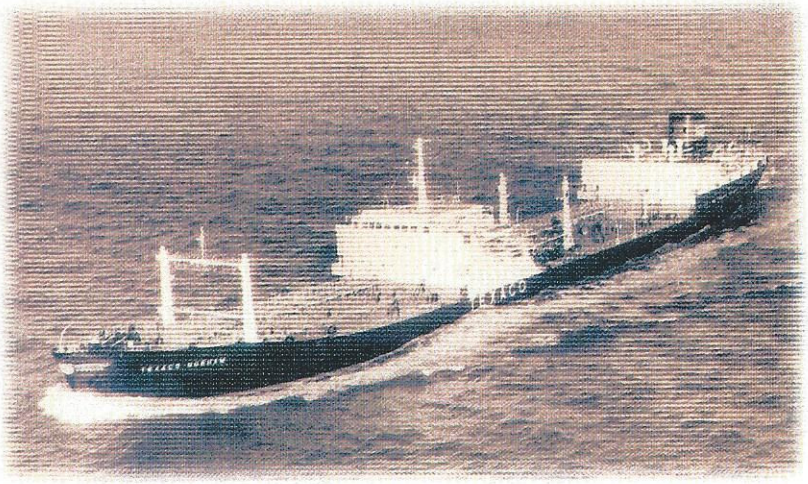
TEXACO GLOUCESTER

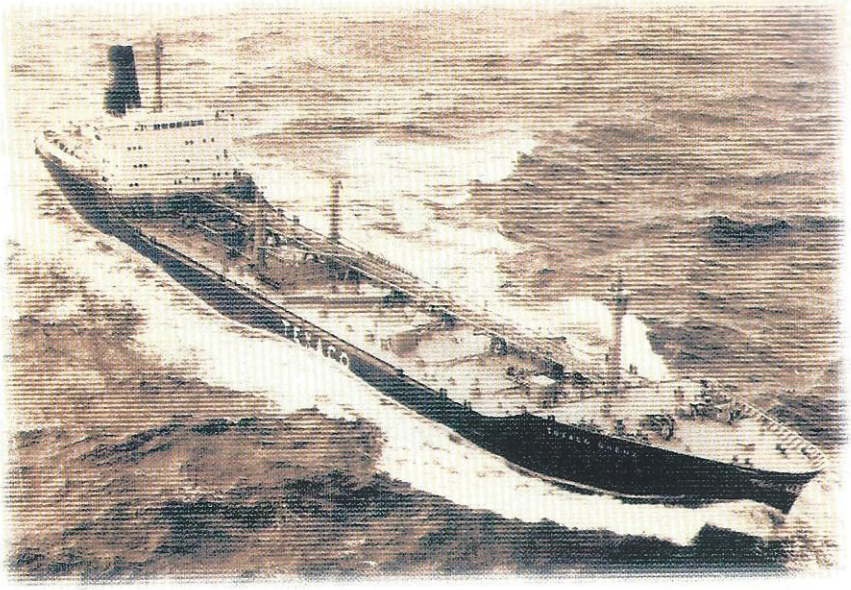
During the next seven years, other vessels were introduced into the Company while others came to the end of their economic life.

On May 1, 1967, ownership of Overseas Tankship (UK) Ltd. was transferred to Texaco Inc. Later that year on November 20, the Company's name was changed to Texaco Overseas Tankship Limited. At this time, all the vessels had their names changed by dropping the prefix "CALTEX" and substituting "TEXACO."

We must return briefly to Trinidad Leaseholds who formed Regent Petroleum Tankship Company Limited in 1948. This fleet started with REGENT HAWK, followed by REGENTs EAGLE and FALCON. The Regent fleet was always small in number, but the size of vessel continued to increase. This included REGENT LIVERPOOL, and later, REGENT PEMBROKE. By then the Regent "bird" names had been superseded by the "place" names that prevailed in Texaco. When Texaco finally took over Regent, as with Caltex, the "REGENT" prefix was dropped and substituted by "TEXACO." To follow the practice of place names, REGENT EAGLE became TEXACO GLOUCESTER,and REGENT FALCON, became TEXACO DURHAM, although this change did not take place immediately.

TEXACO DURHAM





TEXACO Ghent

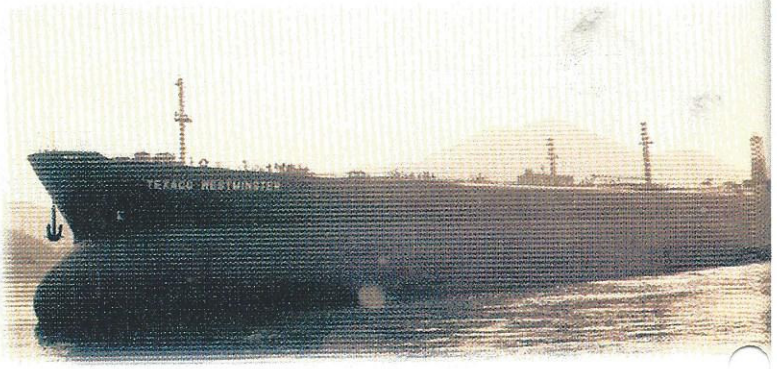
In 1968, three "Ghent" Class vessels of 24,700 dwt joined the fleet. These very specialized vessels were originally intended for the Texpan fleet, but a decision was made to place them under the British flag with TOT.

Meanwhile, plans were being made for ten VLCCs to enter service between 1969 and 1974. Two of these TOT VLCCs were the TEXACO SWEDEN and TEXACO GREAT BRITAIN.

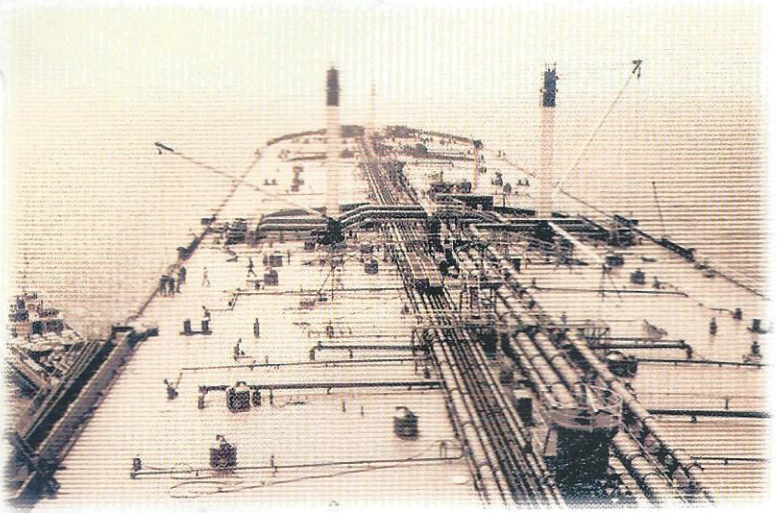
TEXACO GREAT BRITAIN

TEXACO SWEDEN

TEXACO WESTMINSTER



The first TOT vessel to top the 100,000 dwt mark was the TEXACO WESTMINSTER in 1968. Then along came the VLCCs of which the first was the TEXACO HAMBURG in 1969. There were four vessels of this class of 205,320 dwt. By 1970, this had increased yet again with the 255,000 dwt TEXACO DENMARK, which had several sister vessels and others of similar size.



TEXACO LONDON, renamed BISHAH then later resumed the name TEXACO LONDON

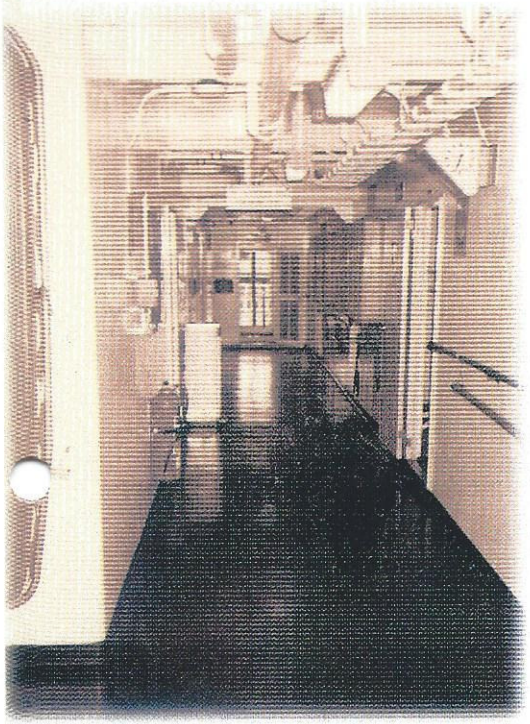
In 1973, TOT took delivery of TEXACO SPAIN and in 1976 TEXACO LONDON which at 272,000 dwt were the largest vessels ever in the TOT fleet. At the end of 1975, the TOT fleet numbered 29 vessels.

The TEXACO WESTMINSTER was sold in 1978, but the name subsequently lived on. In 1980, TOT bought the GLOBTIK WINDSOR when the vessel was about a year old. She was renamed TEXACO WINDSOR and was followed in 1981 by TEXACO WESTMINSTER. These vessels were 79,997 dwt.

When Texaco decided to enter into a joint venture with Saudi International Petroleum, a new tanker company, Saudi International Petroleum Carriers - SIPCA - was formed. The vessels placed into this fleet were the majority of TOT's (and TEXPAN) VLCCs. The vessels were managed by Texaco with the officers and crew remaining employees of TOT and TEXPAN. The TEXACO LONDON was one such vessel, which in SIPCA became BISHAH. She was subsequently transferred back to Texaco, but this time to TEXPAN and resumed her original name, but the British TOT officers stayed with her.

There then came years of rapid decline in the number of vessels and by 1985, there were only three vessels owned by TOT - the TEXACOs WINDSOR, WESTMINSTER and MELBOURNE.

At this time, Texaco's Norwegian owned and registered fleet was being wound down by transferring their older vessels into the TEXPAN fleet. Two of these were manned for TEXPAN by TOT Officers. These vessels were later sold and the remaining but newer Norwegian vessels were transferred to TEXPAN with two of them being manned by Bristish officers and one of these two by British crew.



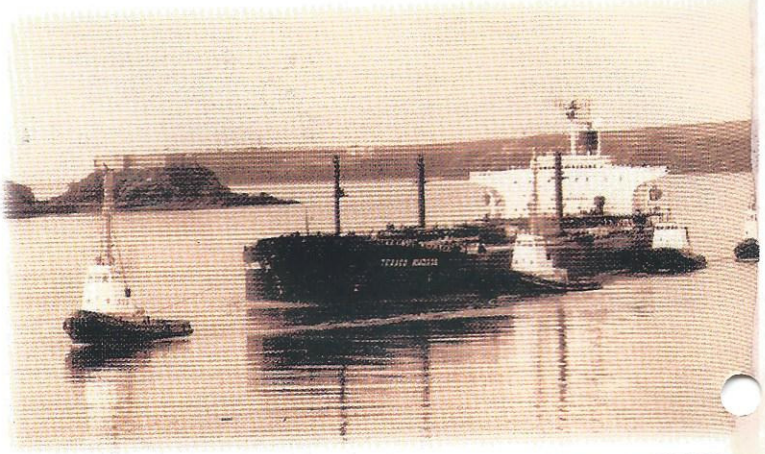
TEXACO WINDSOR

In 1991, a decision was made by Texaco Inc. to drop the "TEXACO" prefix and substitute with "STAR" for the remaining vessels.

So, by 1995, TOT owned the STAR WINDSOR and STAR WESTMINSTER, and for TEXPAN supplied seagoing personnel for the STARs BERGEN, WESTCHESTER and PEMBROKE.

STAR PEMBROKE

Texaco Overseas Tankship Limited Shoreside Review



TEXACO WINDSOR

Overseas Tankship (UK) Limited started in 1950 and was based in the Caltex offices at 30 Old Burlington Street, which is off Regent Street in the West End area of London. The first General Manager/Managing Director was Leyland W. Smith, who had been posted to the United Kingdom from the United States by Caltex to set up the Company.

Within a few years, Overseas Tankship and Caltex began to grow and it was necessary for them to find a larger facility. Therefore, a new office was established at Thames House South, Millbank which overlooked the River Thames. A further move took place in about 1957 to 1 Knightsbridge Green which was adjacent to Harrods and Hyde Park. The Company remained in the Knightsbridge area following the amalgamation with Texaco, although there were various moves in and around the area. The Company remained there until 1993 when the Texaco organization in the UK relocated to 1 West Ferry Circus, Canary Wharf in the redeveloped area on London's Docklands.

Leyland Smith was followed as Managing Director, James A. Cole, Jr. The first British Managing Director was Eric F. Pointon who joined Caltex in 1950, from which time he had progressed through various Operations positions. Mr. Pointon recalls soon after joining the Company, that because of his experience with the pumping onboard T2s, he was requested to travel around the fleet giving guidance and teaching procedures to those who were less familiar with the vessels.

Upon retirement, Mr. Pointon was superseded by Peter Howells in 1979, who had been at sea with the fleet prior to coming ashore into Operations. Mr. Howells went on to become the first Vice President, Operations in Texaco Marine Services Inc, when that company was started in Port Arthur in 1985.

On the departure of Mr. Howells to TMSI, Mr. B.S. Goodland took over until his transfer to Texaco Ltd. when W.A.S. Walker was appointed General Manager of TOT until he retired in 1987. At that time, J.F. Gaffney assumed the position of General Manager until his transfer to Port Arthur in 1989 to replace W.R. Cumming. Thereafter, G.R. Pentecost handled the day to day responsibilities of TOT as Director and Manager until 1995, except for an interim of two years when M.G. Brown acted as Manager and Director from 1991 until 1993.

Terry W. Nunn
Manager - Fleet Personnel TOT

Texaco Panama Inc.

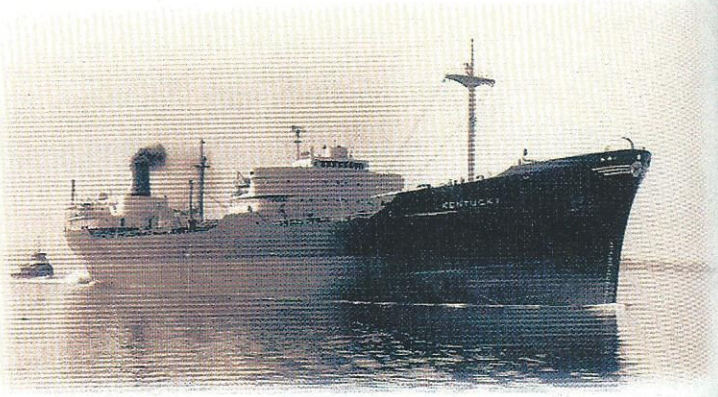
Texaco Panama's history began in 1951 with four vessels, TEXAS, PENNSYLVANIA, KENTUCKY, and OHIO. These vessels were managed directly from Texaco's headquarters in New York. The vessels were manned with Italian Officers and Crew by the first manning agency, Cosulich.

Three more vessels, VERMONT, ARIZONA, and ARKANSAS, were added to the TEXPAN fleet in 1956. And, during the period 1958 - 1959, the Trinidad Class vessels, TRINIDAD, MAINE, and BRIGHTON, were added. These vessels were built at Bethlehem Sparrows Point, Maryland.

TEXAS

In 1961 a new TEXPAN Fleet office was opened in Palermo with a personnel office in Genoa. The Palermo office was headed up by W. C. Small and E. A. Harisch who attended to the operational and engineering aspects. In the late 60s, R. J. Quegan was assigned as Assistant General Manager and subsequently became General Manager in the early 70s.

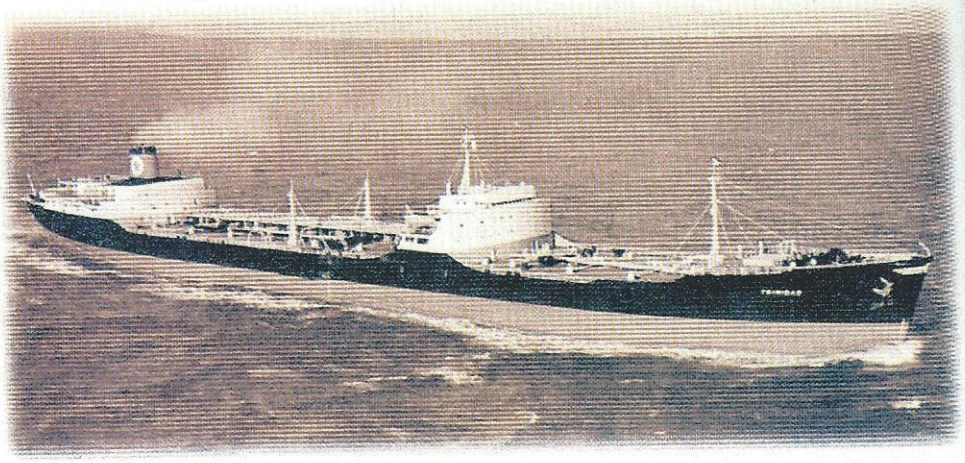
In the 60s, the average tanker size increased dramatically. The TEXPAN vessel, TEXACO MARACAIBO, at 91,000 dwt was one of the largest tankers owned by the Company at that time.



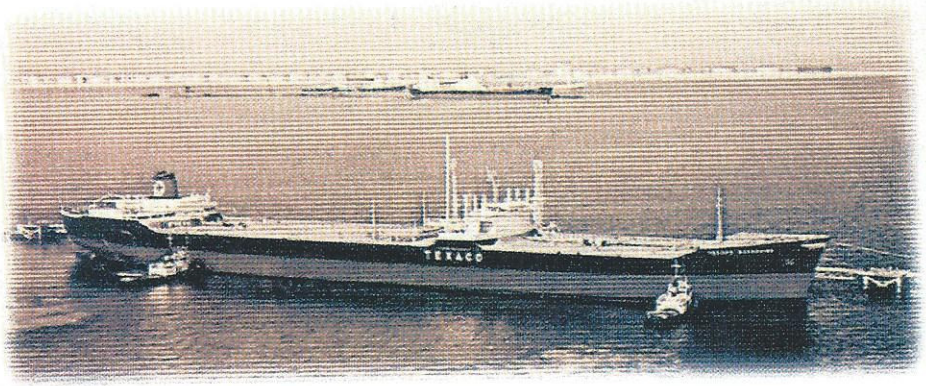
KENTUCKY

Texaco Panama Inc. relocated to Monaco, Monte Carlo in 1970 commencing its headquarters under the name of Texaco Overseas Tankship - Monaco. However, the personnel office remained in Genoa. Monaco is located on the French Riviera and is one of the tiniest countries in the world, with approximately 2.5 square miles of total area.

There were 23 pioneers who came from the Orange Garden Town of Palermo to the new promised land to begin this new office. The small group encountered many problems from the very beginning because the fleet was, in the meantime, growing in numbers and tonnage at an unexpected rate.

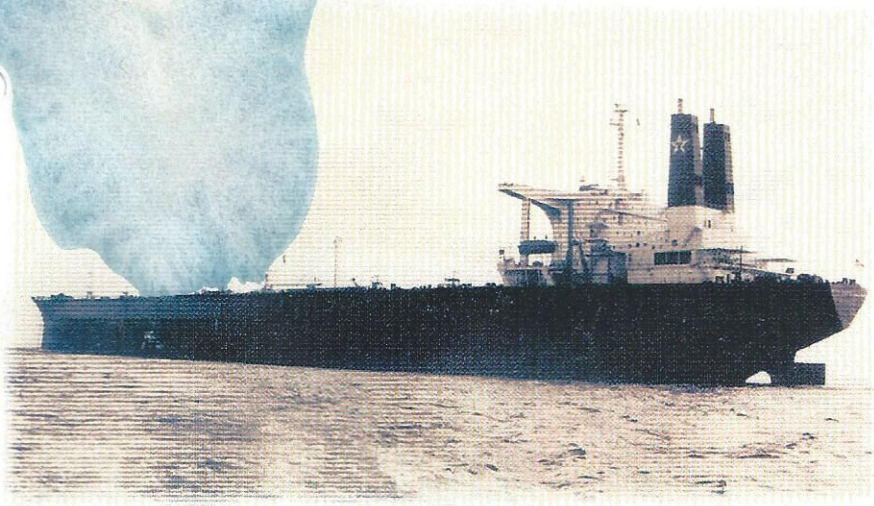


TRINIDAD



TEXACO MARACAIBO

TEXACO PANAMA INC.



STAR SOUTH AMERICA

Many will remember the transshipment operations at South Sabine Point in the Gulf of Mexico at a time when ship surplus status was not yet conceived in the voyage ledger. On any given day as many as 12 TEXPAN vessels were involved in transshipments achieving excellent performance during this very busy period.

The STAR SOUTH AMERICA is shown here at South Sabine Point. This vessel was equipped with twin smoke stacks.

At the peak point, the Monaco Office had 56 employees while the vessels were 33 in number and over 3 million dwt.

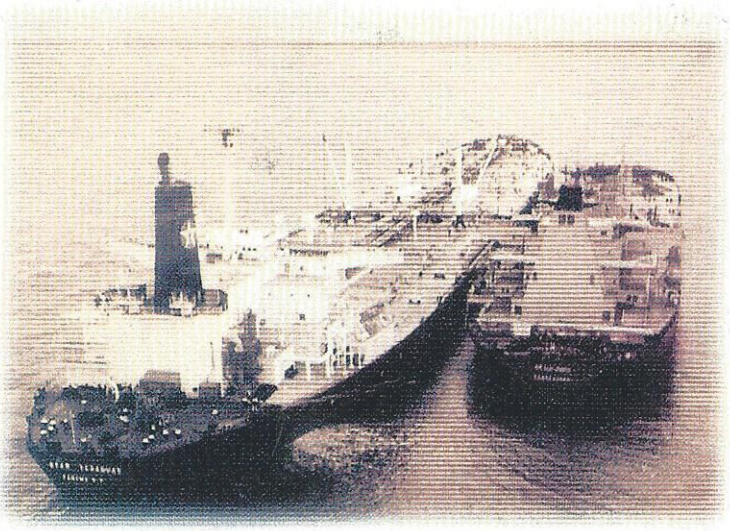
1984 Shipboard Conference in Bordighera, Italy

W. R. Cumming was the General Manager of the Texaco Panamanian Fleet from 1973 until its closure in 1985 when TEXPAN was consolidated into Texaco Marine Services Inc.

In the 80s Gastaldi & Co. in Genoa was the manning agency for Texpan Officers and Crew.

During a conference held at the Grand Hotel in Bordighera in 1984 the TEXACO VERAGUAS was named the Best Shipboard Management ship.

At the time of its closing on April 30, 1985, the Monaco Office was staffed by 35 employees, four of whom accepted an assignment to the newly formed Texaco Marine Services Inc. These employees brought with them, their knowledge and experience, and added a bit of flavor, from the French and Italian Rivieras, to the International caldron of American and British management that had been created by the implementation of Texaco Marine Services Inc.



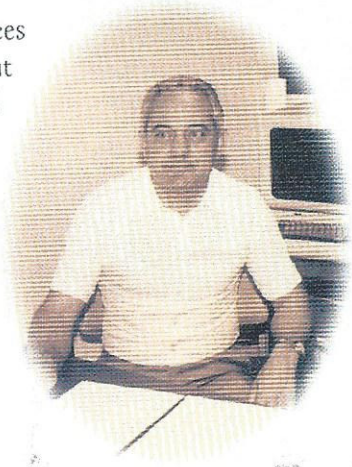
TEXACO VERAGUAS

On October 10, 1992, Texaco Panama took delivery of its last vessel, the 151,955 dwt double hull STAR OHIO, built at Samsung Heavy Industries Co., Ltd., in Koje, South Korea. The vessel was named after the Company's historic World War II tanker OHIO, and was built to strict American Bureau of Shipping standards, including ice-strengthening.

STAR OHIO

In August 1993, it was deemed necessary to reopen a Texaco Panama Inc. office in Monte Carlo, Monaco. The main objectives were to maintain contact with TEXPAN manning agents; supervise the ship management agreement between TMSI and Texaco Panama Inc.; coordinate vessel inspection services and port activities in the Mediterranean area; and to have legal representation for Texaco Panama Inc. Giorgio Capellano was the Area Manager in charge of this two person office until its closure in 1995.

To an era such as the TEXPAN ships and employees enjoyed for 44 years, one must not ever say Adieu, but Au Revoir. The contributions and memories garnered by the Texpan family will forever be remembered and appreciated by all.



Giorgio Capellano

MONTE CARLO