CASE RED



THE COLLAPSE OF FRANCE

ROBERT FORCZYK

Case Red

Osprey
Publishing

Dedication

To Sous lieutenant Martial Rousseau,
the first French tanker to die in the Second World War; Lieutenant Paul Barbaste, killed in action at Monthermé; Lieutenant Maurice Bourguignon, killed in action at Fort La Ferté and Sous lieutenant Réne Pomier Layrargues, who shot down the Luftwaffe's top fighter pilot.
Democracies are built upon the sacrifices of such men.

CASE RED

The Collapse of France, 1940



Robert Forczyk

Osprey Publishing
c/o Bloomsbury Publishing Plc
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1385 Broadway, 5th Floor, New York, NY 10018, USA
E-mail: info@ospreypublishing.com
www.ospreypublishing.com

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This electronic edition published in 2017 by Bloomsbury Publishing Plc

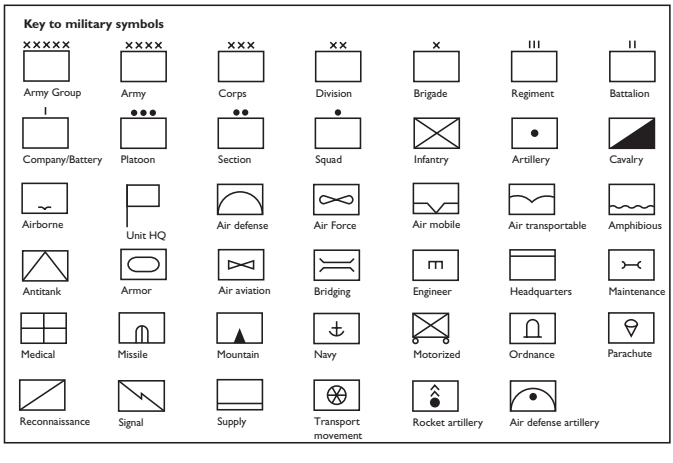
First published in Great Britain in 2017

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ISBN: HB: 9781472824424
ePub: 9781472824431
ePDF: 9781472824448
XML: 9781472824455

Index by Sandra Shotter
Typeset in Adobe Garamond
Originated by PDQ Digital Media Solutions, Bungay, UK

Front cover: Stuka bombarding, June 1940. (Roger-Viollet/Topfoto)

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Introduction

'We shall go on from catastrophe to catastrophe towards final victory.'[1]

Georges Mandel, French minister for the colonies, 1939

When I was a military cadet, four decades ago, one of the first things that I was taught was that the purpose of an army in a democracy was to deter war and if deterrence failed, to win. In 1939–40, the army of France's Third Republic – widely believed to be one of the strongest and best-equipped armed forces in the world – famously failed at both tasks and the result was one of the most ignominious catastrophes in military history. Due to the sudden collapse of France and the eviction of British military forces from the European continent, it appeared for a time as though the Second World War was virtually over before it had even begun in earnest.

The historiography of the Second World War has not been kind to France. The sudden military collapse of the French Third Republic in June 1940 has left indelible images of evacuations, mass surrenders and a triumphant Hitler strutting in front of the Eiffel Tower in Paris. French defeat has often been regarded as the result of incompetent military leadership and battlefield cowardice by unmotivated troops, engendered by moral decay. After that humiliation, Charles de Gaulle's

attempt to rally a Free French Army is regarded as a merely a footnote to history until American bayonets returned him to Paris in 1944. Seven decades later, the French contribution to the Allied war effort in the Second World War is still regarded as almost negligible.

Many post-mortems have judged the French defeat to be virtually inevitable by focusing on internal political divisions within the Third Republic and the allegedly faulty state of military plans and preparations, although this was hardly apparent to contemporary senior leadership. Prior to its defeat in June 1940, the French Army enjoyed a strong international reputation. When Adolph Hitler ascended to power in Germany in 1933 and began to threaten the peace of Europe, it was Winston Churchill who famously said before the House of Commons, 'Thank God for the French Army', implying that it was a solid bulwark against aggression.[2] Churchill's admiration was based on the French Army's demonstrated tenacity in the First World War. In September 1914, Général Ferdinand Foch had responded to the German push toward Paris with the quip, 'My centre is giving way, my right is retreating, situation excellent – I am attacking' and then launched a successful counter-offensive on the Marne. In 1916, when faced with a major German offensive at Verdun, Général Philippe Pétain had displayed the same kind of *sang-froid*, confidently stating *'On les aura!'* ('We shall have them') and his deputy Général Robert Nivelle proclaimed *'Ils ne passeront pas!'* (They shall not pass!). French rhetoric was matched by French bravery, demonstrated by Major Sylvain Raynal's epic week-long defence of Fort Vaux. Individual positions were lost, but the French Army held and later retook all the lost ground in counter-attacks.

Aside from Churchill, there were plenty of foreign observers who were impressed by the French Army's resiliency in the First World War and this faith carried over into the post-war period. Although Britain's strategy during the inter-war period was to avoid continental alliances and to focus instead on defence of its extended colonial empire, the leadership in London believed that French military power would continue to counter-balance any effort by Germany to alter the status

quo by force. As long as the French Army was strong and could prevent Germany from gaining control over the Channel ports, Britain did not need to maintain a strong army of its own for European contingencies. In April 1938, Churchill still confidently referred to the French Army as 'the most perfectly trained and faithful mobile force in Europe'.[3] When Hitler refused to be deterred from committing aggression against Poland, Neville Chamberlain's government felt confident enough in France's ability to anchor the defence of western Europe that it was willing to call Hitler's bluff. Yet Chamberlain failed to appreciate that the French military had significant deficiencies and was unprepared to fight without significant help from Great Britain. If Chamberlain had better understood the amount of military assistance France would require just to survive an armed confrontation with the Third Reich, he would probably have hesitated to declare war upon Germany.

After the Anglo-French declaration of war upon Germany, military professionals in both Paris and London noted some serious deficiencies in the French military, particularly the army's heavy dependence upon poorly trained reservists and a lacklustre air force, but believed that these deficiencies would be ironed out soon after mobilization. When Paul Reynaud, France's finance minister, proclaimed '*Nous vaincrons parce que nous sommes les plus forts*' (We shall win because we are the strongest) in September 1939, he was believed in both Paris and London because, on paper, Anglo-French military and industrial resources did seem far superior to what Hitler's Third Reich could muster. Yet during the winter of 1939/40, doubts began to appear in England, particularly with Churchill, that French military power had deteriorated.[4] Lieutenant-General Alan Brooke, commander of II Corps of the British Expeditionary Force (BEF) in France, commented in his diary in November 1939, 'I could not help wondering whether the French are still a firm enough nation to again take their part in seeing this war through.'[5]

Across the Rhine, Hitler regarded France as Germany's mortal enemy and prepared for a new conflict almost from the start. Yet Hitler also respected the French Army – which he had fought against

in the First World War – and expected a tough fight, though one which would be decided by superior German training and morale. In Moscow, Stalin also expected the French Army to make a decent showing on the defence. He looked upon the imminent campaign in the west as a windfall that would keep Hitler occupied for at least a year, leaving him free to commit his own local aggressions in Eastern Europe. When France fell in just six weeks, a stunned Stalin exclaimed, 'Couldn't they put up any resistance at all?' Aside from Hitler's prescient optimism, most contemporary opinions about the military balance in Europe were wrong. Despite the 'inevitability' that is so apparent to some post-war historians, the actual French defeat came as a surprise to nearly everyone.

In the immediate aftermath of the fall of Paris, there was a sudden international *volte-face* in opinion about France and its military. Just two weeks after the armistice, *Life* magazine claimed that 'the French defeated themselves' and cited 'internal decay' as the cause. The French Army's supposed strength was now derided as 'a pathetic illusion' and French officers were accused of having 'the hearts of rabbits'. *Life* magazine concluded that France was defeated because it suffered from internal divisions and its people had tolerated 'stupid, bureaucratic, corrupt, slothful, hopelessly ineffective leadership'.[6] This type of snide journalistic interpretation was copied by others and soon settled in as collective wisdom to explain the defeat.

In the seven decades since the war, the six-week campaign that resulted in the defeat of France in 1940 has been intensively studied and analysed. The first official effort began in February 1942 when the Vichy government put on a show trial at Riom, indicting the major military and political figures of the Third Republic and placing blame for the defeat on their shoulders.[7] The Riom trial proved very little, but began the process of publicly airing the French Army's internal deficiencies. This trend gathered popular impetus when Marc Bloch, a Jewish historian who was mobilized as a reserve captain and served in the 1940 campaign, wrote his own conclusions about the campaign, posthumously published in 1946 as *Strange Defeat*. Bloch wrote this

memoir without access to any reference material and while in an occupied country, which severely limited his perspectives. Furthermore, he served as a minor logistics staff offer in the French 1e Armée in Flanders and admitted that he 'had no first-hand experience of fighting' and his 'contacts with the front-line troops were few and far between'. Yet Bloch blamed the defeat entirely on 'the utter incompetence of the High Command' – whom he never met – and said that French military leaders were unable to understand modern methods of fighting.[8] He admitted that his conclusions were based on second-hand information. Despite his very limited perspective, Bloch's memoirs were considered highly credible and established a pattern that has been followed by many subsequent historians.

Serious works of literature on the French defeat in 1940 began to appear in the 1950s and some of the major works in English on the campaign include: Alistair Horne's *To Lose a Battle* (1969), Guy Chapman's *Why France Fell* (1969), William L. Shirer's *The Collapse of the Third Republic* (1969), Jeffery A. Gunsburg's *Divided and Conquered* (1979), Robert Doughty's *The Seeds of Disaster* (1985) and *The Breaking Point: Sedan and the Fall of France, 1940* (1990), Ernest R. May's *Strange Victory: Hitler's Conquest of France* (2000), Julian Jackson's *The Fall of France* (2003) and Karl-Heinz Frieser's *The Blitzkrieg Legend: The 1940 Campaign in the West* (2005). These books examine a wide variety of social, political, economic and military factors that the authors assert contributed to the rapid French military defeat, with Bloch's 'utter incompetence' theme being woven into several of them. Gunsburg's book is almost alone in claiming that the French Army was not technically deficient or commanded by incompetents in 1940.

With this mass of existing literature, readers might wonder what justification there is for another book on this subject. The simple answer is that the existing literature focuses almost exclusively on Case Yellow (*Fall Gelb*) – the initial period of the German offensive in the West – and either dismisses the final phase of the German offensive – known as Case Red (*Fall Rot*) – or treats it merely as a brief epilogue. Many books simply end their narrative after the evacuation of the

British Expeditionary Force (BEF) from Dunkirk on 3 June 1940 and act as though that was the end of the campaign, which ignores the fact that there was a second BEF sent to France after Dunkirk and another evacuation. Frieser's book, which is regarded as one of the best available from the German point of view, stops at Dunkirk and spends only two and a half pages skimming over Case Red. Horne spends just 24 pages on Case Red out of 666 in his book; he mostly focuses on political details and devotes only one sentence to the second BEF. Doughty's book stops at 16 May 1940 and May's book completely ignores Case Red. Consequently, Case Red and the second half of the Battle of France have been largely missing from existing historiography.

Indeed, the only major books that discuss Case Red at any length are Lionel Ellis' official history *The War in France and Flanders* (2004 – 36 pages of 353), Shirer (100 pages of 948), Chapman's *Why France Fell* (70 pages of 354) and the second volume of Sir Edward Spears' *Assignment to Catastrophe* (1954). Chapman's dated account of *Fall Rot* is probably the best along with Spears' day-by-day diary, but otherwise the French attempt to make a stand on the Somme River usually gets no more than a paragraph or two. Operations *Ariel* and *Cycle*, the evacuation of the Second BEF, are virtually unknown in Second World War historiography. Important events that occurred in June 1940, such as the sinking of the liner *Lancastria* by the Luftwaffe off St Nazaire, which resulted in the death of at least 3,000 British service members, are rarely mentioned in any of the standard accounts. Furthermore, not only is the existing literature on the Battle of France focused primarily on events in May 1940, but it is also ground-centric with only passing regard for air and naval operations (aside from the Dunkirk evacuation). While there are specialized studies available on air operations in the 1940 campaign – heavily tilted toward the Royal Air Force (RAF) contribution – these efforts are not integrated into the standard histories. The French Navy was also quite active in June 1940, providing naval gunfire support along the coast, conducting raids against the Italians, evacuating key vessels to North Africa and staging the first Allied air raid of the war on Berlin, but this service has

been ignored in virtually all accounts of the 1940 campaign. Nor is there much discussion in standard histories about German war crimes committed against French soldiers during the 1940 campaign. While the massacres of BEF prisoners at Le Paradis and Wormhoudt by SS troops on 27–28 May 1940 are well known, the murder of French POWs by regular troops of the German Heer (Army) has been studiously avoided.

Existing accounts also largely ignore the role of Polish ground and air units during the French campaign, since none of these units were involved in the fighting in May 1940. However, in the desperate days of June 1940, over 50,000 Polish soldiers and airmen were added onto the Allied scales and they made a notable contribution before the French armistice. Over 20,000 of the Poles escaped to England to continue the fight. Czech pilots also made a very important contribution to the French military in 1940.

Consequently, the focus of this book rests on *Fall Rot* (Case Red) and air–land–sea military operations in June 1940, which will be the first English-language attempt to cover the final three weeks of the French campaign in this kind of detail. Although I must discuss the development of pre-war military modernization efforts by all the involved parties as well as outlining the course of *Fall Gelb* in order to set the stage for *Fall Rot*, I will not devote excessive space to this; readers interested in the preliminaries have plenty of available literature to consult for further details on that period.

However, fleshing out the last half of the 1940 French campaign is not my only purpose in writing this book. I have also found existing attempts to explain French military defeat to be far too generalized in causality to fit actual battlefield circumstances. Usually, French defeat is ascribed to either military incompetence or moral decay, with six specific factors usually cited as proximate causes of the catastrophe:

1. Deficiencies in morale, caused by widespread pacifism and defeatism.
2. Faulty French military doctrine, particularly in regard to

manoeuvre warfare and the use of tanks.
3. Inadequate training of reserves in peacetime, which made the army ill-equipped to fight a modern war.
4. The detrimental effects of the Maginot Line, which is alleged to have corrupted the fighting spirit of the French Army and diverted resources that would have been better spent on developing armoured divisions.
5. Lacklustre senior military leadership, who made multiple mistakes before the campaign and also proved unable to react accordingly on a modern dynamic battlefield.
6. Irreconcilable political divisions and/or corruption within France's Third Republic, which is alleged to have undermined the nation's ability to unite in the face of invasion.

All these traditional explanations for the military defeat of the Third Republic have merit, but they also fail to explain a number of things. For example, while pacifist and defeatist attitudes certainly undermined the morale of some French reserve troops – particularly during the Battle of Sedan – these attitudes were not evident in most of the regular or colonial troops, which formed 40 per cent of the field army. Capitaine Daniel Barlone, a reserve officer in the 2e Division d'Infanterie Nord-Africaine (DINA), criticized some of the staff officers in his division, but wrote in his diary at the time that morale among the troops was good.[9] Another regular officer, the 34-year-old Capitaine François Huet, demonstrated that the French Army could still produce keen soldiers with fire in the belly. Huet was an ardent Catholic and the son of a cavalry general, a star pupil at Saint-Cyr, then a distinguished cavalryman who served seven years in Morocco. During the 1940 campaign, Huet would distinguish himself several times as commander of a cavalry squadron and then play a major part in the resistance. Major Robert Neuchèze, another second-generation cavalryman and colonial veteran, provided further evidence that the mid-level ranks of the French regular army had their share of real warriors.

The French Army of 1940 was composed of divisions of different levels of quality (Active, Reserve A, Reserve B) just as the German Heer was (active, reserve and Landwehr). Over 40,000 African troops would fight in the 1940 campaign. German accounts from 1940 admit to the ferocity of the Senegalese *tirailleurs* and other colonial troops. Although category B reserve divisions like the 55e Division d'Infanterie (55e DI) and 71e Division d'Infanterie (71e DI) fell apart rapidly at Sedan, active divisions like Général de brigade Jean de Lattre de Tassigny's 14e DI put in a superb effort in the defence of the Rethel bridgehead, which has been ignored in many narratives of the campaign, including Horne's. Glossing over occasions when the French Army fought well, Horne based much of his assessment on the notion that the French Army crumbled from within and this kind of narrative has generated the popular perception of French cowardice, incompetence and unwillingness to fight in 1940. While French historian Dominique Lormier has been arguing against exactly this kind of broad-brush interpretation for a number of years in his French-language histories, his efforts have unfortunately not gained much traction. Indeed, it is clearly ridiculous to try to lump every unit in a 2.3 million-man field army into the same basket as two third-rate divisions at Sedan. Likewise, available evidence indicates that morale in the French Navy and among French fighter pilots was quite good in 1940, which means the pacifist/defeatist theory cannot speak for the entire French military effort.[10] Furthermore, the suggestion of excessive French pacifism completely ignores the brutality demonstrated by France during its counter-insurgency campaigns in Morocco and Syria during 1925–33. Maréchal Pétain deployed over 100,000 troops – including units from metropolitan France – to crush Abd-el-Krim's rebellion in the Rif. In just six months, Pétain's forces suffered over 11,000 casualties, including 3,700 dead or missing, demonstrating a willingness to suffer losses in return for military success.[11] Certainly neither Abd-el-Krim nor Syrian rebels would have agreed that French war-making was debilitated by pacifism.

An objective way to gauge morale and discipline in an army is to examine statistics related to desertion, suicides and court-martials, yet accounts that stress morale as the key factor in 1940 tend to rely upon anecdotal observations, not statistical evidence. During the Phony War, the French military suffered 12,623 deaths from all causes, including illness and accidents, but the number of suicides and executions is unknown. On the other hand, specific figures are available for the German Heer during the Phony War, which suffered just under 10,000 non-battle deaths in this period. Between September 1939 and April 1940, 777 soldiers in the Heer committed suicide, over 600 deserted and military courts martial handed out over 300 death sentences.[12] It is unclear if the French desertion rates were higher, but it is clear that the Wehrmacht had its share of malcontents as well.

The whole French-morale-was-bad rationale also conveniently ignores a hidden truth about the other side's morale – namely, that senior members of the Wehrmacht were covertly plotting against Hitler and actively opposed to *Fall Gelb* because they did not believe it could succeed. Within the Heer, a covert resistance against Hitler had been developing since the Blomberg–Fritsch affair of early 1938. According to Karl-Heinz Frieser, most of the senior German officers were appalled when Hitler announced his intent to attack France in 1939 and actively tried to undermine this effort.[13] The highest levels of the Heer, including Generaloberst Walther von Brauchitsch, commander-in-chief, his chief of staff General der Artillerie Franz Halder and his deputy General der Infanterie Carl-Heinrich von Stülpnagel, were aware of the anti-regime conspiracy, but did not divulge this to Hitler. During the Phony War period, both General Wilhelm Ritter von Leeb, commander of Heeresgruppe C (Army Group C), and Generaloberst Erwin von Witzleben, commander of 1. Armee (1st Army), were made aware of the anti-Hitler conspiracy. These officers not only opposed *Fall Gelb*, but some of them like Stülpnagel were actively discussing a military coup to remove Hitler from power. Oberst Hans Oster, one of the leading anti-Hitler conspirators in the Wehrmacht, even provided the Dutch military

attaché in Berlin with operational details about *Fall Gelb* during the winter of 1939/40. While morale was certainly a problem within parts of the French Army in 1940, German morale was far from pristine. For all its deficiencies, at least nobody in the French Army was plotting to overthrow Reynaud or assassinate Général Gamelin or was providing secret planning documents to the enemy. Thus, morale was an issue on both sides in 1940, not just among the French.

The doctrinal argument is principally made by Robert Doughty, an expert on the French Army, who used *The Seeds of Disaster* (1985) to explain how the French Army's Methodical Battle (*bataille conduit*) doctrine was a refinement of the best tactical methods learned from the Battle of Amiens in August 1918 and simply modified during the inter-war period to incorporate better tanks and aircraft.[14] Doughty asserts that Methodical Battle emphasized firepower, rather than manoeuvre and sought to fight a tightly controlled battle, with key assets like artillery micro-managed by the High Command. He also states that French doctrine was tailored to avoid the kind of meeting engagements which had proved so costly to the French Army in August 1914. Sluggish and top-heavy, Doughty asserts that the French doctrine was not sufficiently adapted to the tempo of warfare in 1940 and consequently proved unable to stop the German *Bewegungskrieg* (manoeuvre warfare) methods. In one scathing assessment, Doughty concluded that 'swift German columns cut the clumsy French units to pieces'.[15]

Yet straight off, the flawed doctrine interpretation runs into trouble on several levels. First, Methodical Battle was modelled on successful offensive methods from 1918, but the French in 1940 had adopted a defensive strategy. At no point in 1940 did the French Army mount more than local counter-attacks involving a couple of divisions, so it is fair to say that Methodical Battle doctrine was not really employed in this campaign. Secondly, if the French Army intended to fight a tightly centralized battle, it stands to reason that it should have invested heavily in modern communications equipment during the 1930s, but it did not. As Doughty himself pointed out, the French Army spent

only 0.15 per cent of its budget on purchasing communications equipment during the period 1923–39.[16] The headquarters of Général Maurice Gamelin, French supreme commander, at Vincennes had no radios or teletypes and relied upon motorcycle couriers to send dispatches, which precluded tight control over operations.[17] While other French commanders, such as Général Alphonse Georges, did have radios and teletypes, the methods of command and control (C^2) in place in 1940 were not adequate to fight a centralized battle. Thirdly, the doctrinal argument tends to focus on how French divisions were unable to cope with rapidly moving German *Panzer-Divisionen* (tank divisions), but ignores the fact that 90 per cent of the German divisions involved in *Fall Gelb* had no more mobility than the opposing French divisions. Like the French Army, the bulk of the Wehrmacht's ground combat power still consisted of infantry marching on foot and horse-drawn artillery. Horne recognized this and stated that, 'on almost every occasion when Allied troops in 1940 came up against the ordinary infantry divisions which comprised the great mass of the Wehrmacht, they held their own'.[18]

Nor does the flawed doctrine argument explain how the French Army could build and test suitable anti-tank guns and anti-tank mines, recognize their defensive value in pre-war exercises and then somehow fail to deploy them in adequate numbers with front-line combat units. As Doughty notes in an article written in 1976, French officers understood from pre-war exercises that anti-tank guns and mines could halt armoured attacks with a defence-in-depth, but oddly put little urgency in actually fielding these weapons in significant numbers.[19] Indeed, the French Army fully understood the concept of creating successive lines of anti-tank barrages, buttressed by natural obstacles, to channelize, delay and eventually stop armour. Furthermore, despite Doughty's insistence that the French emphasized firepower, French infantry units had significantly less firepower than German infantry units. For example, a French infantry division had only 60 artillery pieces against 72 in a German infantry division and most of the French guns were only 75mm whereas the German guns

were mostly 10.5cm. Consequently, French divisional artillery only had 63 per cent of the firepower throw-weight of their opponents. French fire support was even more outmatched at the regimental level, where French infantry regiments only had 15 mortars whereas a German regiment had 45. Nor did French infantry regiments have infantry guns for close-range fire support, as German regiments did. Equally odd, given Doughty's insistence on the defensive orientation of French doctrine, is the French Army's failure to develop and deploy adequate anti-aircraft weaponry. Gamelin and others repeatedly noted the importance of anti-aircraft defences and training, then failed to follow through. Nor does criticism of the Methodical Battle doctrine do anything to explain why the Armée de l'air (AdA) failed to provide adequate air cover for the army, which enabled the Germans to employ their ground–air tactics to maximum advantage. Consequently, it seems evident that the faulty doctrine argument falls well short of explaining why the French military was defeated so quickly in 1940.

Doughty and Eugenia C. Kiesling's *Arming Against Hitler* (1996) are on firmer ground when they criticize the French decision to reduce conscription to just 12 months in 1928 and the refusal to devote time and resources to training the reserves during most of the 1930s. Kiesling mentions that no reserve training was conducted in the period 1919–33 and that when it resumed in 1934, exercises revealed that reserve units were less than satisfactory.[20] Buried within Kiesling's discussions of training inadequacies is a major point, that the French Army dropped the ball on training its non-commissioned officers and reserve junior officers. Having poorly trained privates is one thing, but having poorly trained NCOs and platoon leaders deprives an army of its backbone. Yet it is unclear how much deficiencies in reserve training affected the outcome in 1940. Clearly, it mattered with the category B reserve divisions at Sedan, but it is not evident that it was a significant detriment in other units, which had larger numbers of professional soldiers. Both Doughty and Kiesling skim over the fact that the French Army had more than adequate time – eight months between mobilization in September 1939 and the German offensive in May

1940 – to redress its training deficiencies, but it did not. This failure to make good use of this interlude transfers at least some of the blame for inadequate reserve training from pre-war politicians to front-line military supervisors, particularly at the division level and below. Essentially, arguments about reserve training deficiencies in the mid-1930s really can't establish a clear link to multiple performance failures in 1940.

Over the decades, considerable opprobrium has been heaped on the much-maligned Maginot Line for costing too much and 'infecting' the French Army with an overly passive mentality. Alistair Horne claimed that the French Army atrophied because of the Maginot Line.[21] Yet the Maginot Line fitted well into France's overall defensive strategy because its presence did deter the Germans from attacking directly into Alsace-Lorraine, which is what it was intended to accomplish. Indeed, the existence of the Maginot Line probably bolstered French morale; Capitaine Daniel Barlone wrote in his diary during the Phony War that, 'we know that our land is safe from invasion, thanks to the Maginot Line…'[22]

As to cost, the Maginot Line was built between 1928 and 1936 for about ₣5 billion (about $195 million), equivalent to 7.5 per cent of the French Army budget in this period.[23] Few historians mention that the Germans invested nearly RM 1 billion ($400 million) in the West Wall fortifications during 1934–39, plus twice as much concrete and four times as much steel as the French put into the Maginot Line project – yet that effort is not described as wasteful or impairing the Wehrmacht's offensive spirit.[24] How can one side's fortification programme be harmful to morale, but not the other side's similar programme? Furthermore, the Maginot Line not only inflicted significant casualties upon the Germans, but managed to resist longer than the mobile parts of the French Army. It is true that during the period that the Maginot Line was being built, the French Army spent less than ₣100 million ($3.9 million) on tank programmes, or just 2 per cent of what it was putting into fortifications.[25] However, this imbalance reversed in 1934 when France began a major programme to

expand its armoured forces while only minor work on fortifications continued after 1936.

In contrast to all the criticism directed against the waste of the Maginot Line, scarcely a word has been said against the French Navy's expensive investment in battleships, aircraft carriers, super-destroyers and overseas bases, which contributed virtually nothing to deterring Hitler or even Mussolini. Instead, the French Navy was allowed to pursue its own private agenda, totally disjointed from the strategic objective of protecting the French homeland against German aggression. Ostensibly, the primary purpose of the French Navy was to protect the sea lanes to France's colonial empire, but even this mission was given only lip service by a navy leadership that seemed obsessed with acquiring white elephants. For example, the large submarine *Surcouf* was designed to act as 'an underwater cruiser' against enemy commerce, even though that had nothing to do with the trade defence mission. The *Surcouf* was armed with two 8in guns – larger than any gun installed in the Maginot Line – and was completed in 1929 at a cost of ₣200 million. Soon after completing the *Surcouf*, the navy ordered six Le Fantasque-class super-destroyers, capable of 40-knot speeds, but these six ships cost a total of over ₣430 million to build. In 1932, the navy ordered two Dunkerque-class battlecruisers (total ₣1.4 billion for two), followed by orders for two Richelieu-class battleships (total ₣2.6 billion for two) and a Joffre-class aircraft carrier (about ₣500 million). These were all prestige projects and French admirals were quick to brag about having the most modern capital ships, the fastest destroyers and the largest submarine in the world. By 1939, France had the fourth-largest navy in the world measured by tonnage and over 100,000 personnel, but it had not invested in the kind of technologies that would enable it to fulfil its mission of trade protection. At the start of the war, the Force de Raid (Raiding Force) was an impressive and modern naval squadron but it was also completely irrelevant against Germany. Since the French Navy – unlike the British Royal Navy – had virtually ignored anti-submarine warfare in the inter-war period and had not developed an underwater

detection system like the British Asdic, it could not be used against U-Boats either. The sheer waste of key resources – steel, armament and trained personnel – on French naval building programmes in the 1930s was far more detrimental to France's war-making capability in 1940 than the Maginot Line. Unlike the French Army and the Armée de l'air, the French Navy did not even draw blood in 1939–40; its only accomplishment was the interception of a handful of unarmed German merchant ships.

As for arguments against the French senior military leadership, Général Maurice Gamelin, French supreme commander, has long been a lightning rod for attracting criticism of the poor performance of the French Army in May 1940. Indeed, Gamelin has often been depicted not only as the epitome of military incompetence but as the apex of a dysfunctional French military machine. There is no doubt that Gamelin's adoption of the Dyle–Breda Plan in March 1940 exposed his forces to serious operational risk, but it was based upon the best available intelligence. It is also important to remember that Germany achieved operational surprise against every one of its victims in 1939–41, often by employing unexpected high-risk tactics. Unlike other commanders held responsible for serious defeats – like Lieutenant-General Walter Short and Admiral Husband E. Kimmel at Pearl Harbor – Gamelin's mistakes were not based upon failure to take necessary measures to protect his command. In contrast, Gamelin's decade-long effort to prepare the French Army for war with Germany marks him as an exceptional planner with good insight into enemy capabilities and intentions. Based upon recommendations from Gamelin and other top French generals, French industry developed some of the best weapons available in 1940, such as the Somua S35 medium tank and the Hotchkiss 47mm anti-tank gun. Gamelin knew what the French Army needed and was clear-eyed enough to embrace new technology. Suggestions that Gamelin and other senior French leaders could not fight a modern war and were fixated on the methods of 1918 are grossly unfair. He recognized that the Maginot Line was insufficient and since 1935 he had pushed to form the first French

armoured divisions.[26] Without Gamelin and Général Maxime Weygand, the French Army would have had significantly fewer tanks and no armoured divisions at all. Gamelin also followed military developments carefully and had a good understanding of German capabilities and tactics.

Beginning with the Riom show trial, Gamelin's reputation was stained not just by the defeat of 1940, but by his personal style, which marked him as a professional military bureaucrat who swam in the treacherous political currents of the Third Republic. Gamelin had strong detractors within both the French military and the political elites – who worked to affix blame upon him rather than themselves – although the Germans had a surprisingly high opinion of his abilities as a military manager. Nor did Gamelin possess any great gifts for battlefield command and he preferred to delegate operational responsibilities to his subordinates, which led to accusations of weak and feckless behaviour by post-war historians such as A. J. P. Taylor. Yet it was extremely uncommon during the Second World War for a supreme commander to take direct command of operations – the Soviet Union's Marshal Georgy Zhukov was the exception – so Gamelin's delegation of battlefield command to others was well within accepted norms for senior military leaders. Gamelin's performance in 1940 was far better than Britain's senior army leader, General Edmund Ironside, who proved unable to co-operate with allies and unable to understand his opponents. Yet British contributions to the Allied disaster of May 1940 have slid out of sight, leaving Gamelin and the French High Command holding the bag. Like the Union General George B. McClellan in the American Civil War, Gamelin was fairly effective at building up and organizing an army, but ineffective at leading it in a successful campaign.

There is no doubt that Gamelin's adoption of the Dyle–Breda contingency plan in March 1940, which committed 30 Allied divisions to move forward into Belgium, unwittingly played straight into the enemy's hands, since it greatly reduced the reserves available to counter any surprise by the enemy. Gamelin was not overly concerned about

his centre, expecting any German move through the Ardennes to be slow enough to provide him ample time to respond – but this was also a serious mistake. Yet Gamelin's operational mistakes were based upon faulty judgments made by Maréchal Philippe Pétain, who as defence minister in 1934 had insisted upon an advance into Belgium in the event of war and who minimized the threat in the Ardennes sector.[27] The Belgians also played a critical role in undermining Gamelin's operational plans by adopting a self-destructive course of neutral non-co-operation until the moment of invasion.

At the army, corps and division level, French leadership varied from effective officers like De Gaulle, De Lattre de Tassigny, Touchon and Delestraint to mediocre or poor leaders like Grandsard, Corap and Réquin. Like any other military organization transitioning from peace into war, the French military contained officers who excelled at paperwork or other duties, but not at battlefield leadership. The US, British and Soviet armies also had their share of senior paper-pushers who could not adapt to the modern battlefield and were outmanoeuvred by the Wehrmacht in 1941–43; the difference was that the French in 1940 were afforded very little time to learn from their mistakes or remove the dead wood. The Germans too, had their share of incompetent officers, like Generalmajor Friedrich Paulus, who was an obscure staff officer in 1940 but two years later would lead the 6. Armee to disaster at Stalingrad in 1942/43. SS-Obergruppenführer Josef 'Sepp' Dietrich, commander of the regimental-size SS-Leibstandarte SS Adolf Hitler (LSSAH) in May 1940, was later described by Generalfeldmarschall Gerd von Rundstedt as 'decent but stupid' and did not know how to read a military map.[28] Four years later, Dietrich would lead the 6. Panzer-Armee to defeat in the Ardennes Forest. The French Army had no monopoly on military incompetence.

Finally, the inter-related themes of internal political division and moral decadence have been stoked by a number of individuals to create the idea that the French Army was defeated from within. Maréchal Pétain was the first to level this accusation, stating on

17 May 1940 that, 'My country has been beaten and they are calling me back to make peace and sign an armistice ... this is the work of 30 years of Marxism'.[29] Pétain, a grating reactionary, blamed French radical socialists and communists for undermining morale during the inter-war period, particularly the Popular Front in 1936–38. Certainly, left-wing trade union leaders like Jean Mathe incited strikes that disrupted armaments production in the 1930s and created near-anarchy in some factories, while Maurice Thorez, leader of the French communist party, urged his followers to oppose the French war effort.[30] While the divisions within the French body politic were significant and affected pre-war policies in regard to conscription and budgets, they had little or no effect on how the army was deployed or used in 1940, which was almost entirely up to the military leadership, who were all conservative in outlook. Certainly political rancour may have affected the morale of some troops during the Phony War, but once the campaign started on 10 May 1940 there was no time for such abstractions among troops faced with death or capture. It is also true that labour issues affected military production in France in 1938–40, but not to the extent of compromising France's ability to defend itself. Of all the arguments made about the defeat of France, the impact of political divisiveness has the least salience to what occurred on the battlefield.

Likewise, the theme of French 'moral decadence' was popular – particularly in Britain and Germany – but again these are broad-brush generalizations without linkage to actual battlefield effects. In Britain, France's lack of 'moral fibre' was used as an example to urge on greater sacrifice in order to keep the population in the war, while for the Nazi regime, the rapid victory was an affirmation of the moral superiority of the Third Reich. Both sides depicted French 'moral decadence' in order to assist their own war efforts.

After examining the standard causal factors used by historians to explain France's military collapse in 1940, I find that all share a common defect – such historians do not attempt to test their main thesis by asking if France would still have been defeated in six weeks if this factor

did not exist. For example, if the French Army had better senior leadership in 1940, generals who were better able to anticipate German actions and react to them accordingly, would this have substantially altered the outcome or merely pushed the date of the armistice back a few weeks? Or, if instead of investing ₣5 billion on the Maginot Line the French had spent the money on forming more armoured divisions, would it have fared better in 1940? My method is to propose a thesis and test it. In this context, the *sine qua non* is regarded as the factor or factors without which the event would not have happened. A proximate cause is generally regarded as one or more factors which set the train of events in motion to produce a given outcome. With these definitions in mind, my thesis proposes that:

1. The indispensable or *sine qua non* factors that led to French defeat in 1940 were (a) lack of effective air support to the army and (b) insufficient defensive firepower at the tactical level in the field army (e.g. anti-tank and anti-aircraft guns, mines, mortars).
2. One proximate cause of these material deficiencies was an excessive commitment by the French military and political leadership to the concept of coalition warfare, rather than the adoption of a plan to fight a major campaign solely with their own resources. Due to an excessive reliance on others to carry the burden in the early stages of any future conflict, modernization of the metropolitan army and the AdA was not prioritized until after the Munich Crisis in September 1938. The last-minute effort to rebuild the metropolitan army and the AdA failed because of the unpreparedness of French industry to mass-produce new weapons and the inability of the military leadership to train and equip their soldiers with new equipment in a timely manner.
3. Another proximate cause of defeat was a long-running obsession with maintaining France's image as a major power, with illusions substituting for reality. Thus, French leaders

took comfort from leading a coalition of minor allies (Belgium, Poland, Czechoslovakia), even though they had no coherent military plans to work with these allies to stop German aggression. Likewise, the investment of large sums in prestige projects like the Mers-el-Kébir naval base and rebuilding the battle fleet was used to highlight France's extensive overseas empire, while glossing over the fact that the empire did not enhance French security.

4. The final proximate cause of the Allied defeat was the British failure to fully support France on the ground or in the air. Britain committed a small and inadequately trained expeditionary force that added little to the ground battle, particularly the absence of an armoured division with gun-armed tanks. The refusal by RAF Fighter Command to commit Spitfire fighters to the Battle of France left the French fighter units hopelessly outnumbered and outclassed, which ensured that the enemy would gain air superiority over the battlefield.

Thus, rather unusually, I am stepping away from the doctrine–morale–leadership deficiency arguments that normally form the core of assessments about the French collapse to say that the military which espoused Pétain's mantra of 'firepower kills' in fact lost because it could not gain firepower superiority on or above the battlefield. Furthermore, the reason for France's shortfall in firepower was a result of conscious decisions by the military–political hierarchy to emphasize image over substance, rather than accept the notion that the onus of stopping Hitler fell on their shoulders and not to some nebulous coalition. The failure of Great Britain to prepare for continental commitments and its uninspired performance as an ally also contributed greatly to the Allied debacle in 1940.

Chapter 1

The Path to Disaster, 1918–39

'Very well, France will be the aggressor.'
3 September 1939, German foreign minister Joachim von Ribbentrop responding to the French ultimatum to withdraw from Poland or face war[1]

Strategic Context, June 1919

On 28 June 1919, the Treaty of Versailles was signed, officially bringing the First World War to a close. By this point, France was left with the largest field army in Europe – about 1.6 million troops in 100 divisions – and an air arm with over 3,000 aircraft. As Kiesling noted, 'few armies have emerged from a major war with greater confidence in the future than the French Army felt in 1918.'[2] André Beaufre, soon to enter the military academy at Saint-Cyr noted, 'victorious France enjoyed enormous prestige' at the end of the war.[3] In order to enforce German compliance, the Allies occupied the Rhineland and France deployed over 100,000 troops in the region and garrisoned bridgeheads across the Rhine River; this was the apex of France's military reputation

in the 20th century. As a result of the collapse of the Ottoman Empire, France also acquired control over Syria, giving it a foothold in the Middle East and additional prestige.

Yet beneath the glow of victory French political and military leaders recognized that France had been greatly weakened by the war. Over 4 per cent of the French population was dead, many key resource areas were damaged by the war and the economy was burdened with a debt of ₣34 billion (£1.3 billion), the largest among the war's participants. On top of a mass of existing debt, repairing the devastated border regions would eventually require an investment of ₣158 billion.[4] Just two weeks before the Armistice, retreating German troops dynamited and flooded the coal mines at Longwy and the Nord-Pas-de-Calais Mining Basin (near Mauberge), thereby depriving France of 47 per cent of its coal reserves.[5] It would take at least a generation or more to recover. Demographically, France was on a downward spiral of low birth rates that endangered its future ability to field large armies.

Germany's losses were also severe – about 3.5 per cent of the population dead and its economy on the verge of collapse – but its homeland had not been devastated by the war. In order to keep Germany weak, French diplomats ensured that the subsequent Treaty of Versailles saddled Germany with billions in financial reparations to the Allies and stripped it of territory in both the east and the west. In total, the Treaty of Versailles cost Germany 12 per cent of its population, 13 per cent of its 1914 territory and 48 per cent of its iron production.[6] Foremost, Germany's war-making capability was sharply curtailed by enforced disarmament. Germany's post-war army, the Reichswehr, was limited to only 100,000 troops in ten divisions. German operational capabilities were sharply reduced by eliminating the Großer Generalstab (General Staff) and forbidding the possession of tanks, heavy artillery or an air arm.[7,8] With the abdication of the Kaiser, Germany was convulsed with internal political chaos, revolution and social unrest, on top of a weakened economy. The newly created Weimar Republic was weak and ineffectual – just the way Premier Georges Clemenceau and Maréchal Ferdinand Foch wanted it.

With its primary enemy emasculated, France began its own demobilization and reduced its active army to 900,000 troops in 49 divisions, supported by large numbers of tanks, heavy artillery and aircraft. Despite the huge French military advantage, Clemenceau and Foch recognized that Germany was resourceful and would eventually regain its internal stability. At that time, German leaders would probably seek revenge for the harsh terms imposed by the Treaty of Versailles. Foch famously called the treaty an 'armistice for twenty years' and in an interview with a British newspaper in April 1919, he predicted that, 'Next time the Germans will make no mistake. They will break through into Northern France and will seize the Channel ports as a base of operations against England.'[9]

Across the English Channel, Great Britain's leadership was even quicker to demobilize, reducing the post-war British Army to 370,000 troops and the RAF to just 35,000 personnel. After suffering 744,000 dead and missing in the First World War and seeing its economy weakened by massive national debt of £7.4 billion, Britain's populace adopted an anti-military outlook. Consequently, British political leaders were averse to further military commitments or expenditures and decided to shift budget priorities towards social programmes. Instead of relying upon military muscle, Britain's leaders placed their faith in international diplomacy. Unlike France, Britain had no vengeful neighbours on its borders and British leaders could afford the luxury of believing that the new League of Nations rendered the possibility of another major war in Europe unlikely. Instead, Britain's residual post-war military was reoriented to deal with policing the widespread empire. Unrest in Ireland, Iraq, India, Palestine and Somaliland all required attention, so the British Army of the Rhine was reduced to a token force by 1920. Within just a few years, British military power on the European continent had essentially evaporated.

France's primary wartime partners – the British and the Americans – drifted away, choosing to focus on their own issues and reluctant to engage in new security commitments. Since it was widely believed that the pre-war alliances had contributed to the outbreak of war in

1914, the idea of formal alliances became anathema in London and Washington. The Entente Cordiale, the basis of the wartime Anglo-French alliance, was allowed to wither and die; Anglo-French military collaboration shrank to almost nil. Both the American and British political leadership regarded French efforts to financially punish a defeated Germany as unnecessarily harsh and this difference helped to drive a wedge between the former allies. Later, when France and Belgium decided on their own initiative to occupy the Ruhr industrial area in January 1923 in response to the failure of the Weimar Republic to deliver coal as part of war reparations, Paris was stunned by sharp Anglo-American criticism of their actions. After this, it was clear that the old wartime alliances were moribund.

Cordon Sanitaire, 1920–36

Maréchal Foch's attitude towards the threat of German revanchism set the tone for post-war French military thinking: buy time for France to recover and keep any future conflict off French soil for as long as possible. French military policy during the inter-war period was guided primarily by five senior officers – Maréchal Philippe Pétain, Général Marie Debeney, Général Maxime Weygand, Général Maurice Gamelin and Général Louis Maurin – along with several politicians, including Eduard Daladier (minister of defence, 1936–40), Georges Leygues (minister of the navy, 1925–30, 1932–33) and Pierre Cot (minister of aviation, 1933–34, 1936–38). Debeney was chief of staff of the army in 1923–30, followed by Weygand in 1930–31 and then Gamelin in 1931–40. Pétain served as inspector general of the army in 1922–31, then inspector of air defences in 1931–34, but throughout the inter-war period he played a prominent role. Maurin was inspector general of artillery from 1922–34, then minister of war in 1934–36. Policy was debated and formed within the Conseil Supérieur de la Guerre (CSG or Supreme War Council), which only nominally co-ordinated the services. France's military aviation (Aéronautique Militaire) remained under army control

until August 1933, when it became an independent service known as the Armée de l'air (AdA). In the 1920s, the French Army was indisputably the senior service, but this changed in the 1930s as both the air force and navy clamoured for resources.

In light of the shift in Anglo-American sympathy away from France, French diplomats sought new partners to help erect a Cordon Sanitaire around Germany in order to contain any future revanchist policies. While some Frenchmen hoped that the League of Nations might help to reduce the risk of another conflict, the French military wanted something more substantial and wasted no time in seeking new military partners. During 1917–18, France had trained and armed over 60,000 Polish expatriates who were formed into the Blue Army. After fighting on the Western Front, France helped to transfer this army across defeated Germany in 1919 and this force played a decisive role in the subsequent Russo-Polish War. A French military mission, which included Weygand, was also sent to Warsaw and during the course of the war France provided Poland with tanks, aircraft, artillery and ammunition when it was needed most. After Poland's victory, France signed a defensive military alliance with Poland in February 1921, which pledged mutual military collaboration in case of an attack by a third party. In addition. France provided Poland with a loan of ₣400 million for rearmament and in return, Poland promised to purchase all its arms from France.[10] From the outset, the CSG intended to build up the Polish Army in anticipation that an aggressive Germany would be confronted with a potential two-front war scenario. Poland had no other allies and shared a fear of German revanchism, so its leaders gladly accepted French military aid.

France also courted Belgium, which was still recovering from four years of German occupation. Despite fighting together with France in the First World War, the Belgians were not inclined to closer military or economic integration with France in the post-war world, but instead preferred to maintain an independent line. Even before the war ended, Belgium rejected a proposed customs union with France and often demonstrated a peevish attitude towards

military co-operation.[11] Nevertheless, the Belgians signed a military accord with France in September 1920, which was specifically geared towards participating in the Allied occupation of the Rhineland, to which Belgium contributed five divisions.[12] Optimistically, the French hoped they could build upon their co-operation on occupation duties in order to co-ordinate future defence plans with the Belgians, particularly the construction of border fortifications. Foch and Pétain recognized that Belgium would remain a likely avenue of approach for any future German aggression and sought to build up the Belgian military as a blocking force that would buy time for the French military to mobilize and deploy for action. In particular, France succeeded in getting the Belgians to agree to maintain forces to defend the approach routes through the Ardennes Forest.[13] Since Belgian industry had been devastated by the war, the French provided loans and licences to several of their start-up firms so they could manufacture French-designed aircraft and weapons. Yet for their part, the Belgians were ambivalent and looked upon the alliance with France as a short-term necessity.

France also managed to forge a military alliance with Czechoslovakia in January 1924, which included a pledge to defend its national integrity in the event of foreign aggression.[14] In the immediate aftermath of Czech independence, France supplied the Czechs with surplus FT-17 tanks and Spad fighters, as well as loans and technical expertise from the Schneider-Creusot armaments firm to help modernize the Skoda works; by the mid-1930s Skoda was cranking out artillery, anti-tank guns and light tanks for the Czech Army.[15]

Diplomats in London were not pleased with France's Cordon Sanitaire and fretted that it could set the stage for a future European war. Consequently, Britain ushered Weimar Germany into an international conference at Locarno, Switzerland in 1925 along with France, Italy and Belgium. At Locarno, the Weimar government pledged to respect the new borders in western Europe and never to declare war on any of the signatories, but the question of eastern borders was left unresolved. Neither Czechoslovakia nor Poland was

happy with the Locarno Treaty, fearing that France might not honour its commitments to them, so France renewed its military alliances with both nations. When the Polish economy was near collapse in 1927, French loans enabled the Poles to ward off the crisis. In 1931, France provided Poland with another ₣113 million worth of equipment, primarily artillery.[16]

French diplomats were also able to sign treaties with Romania in June 1926 and Yugoslavia in November 1927. While these treaties paved the way for French arms sales in the Balkans, they were not military alliances and only provided the illusion of expanding France's Cordon Sanitaire. The treaty with Romania, for example, provided for strategic consultation in event of a crisis, but not outright military co-operation.[17] When push came to shove, neither Romania nor Yugoslavia proved willing to side with France in a crisis. French military guarantees to Czechoslovakia and Poland also made it difficult to re-establish military collaboration with Britain during the 1930s, since British diplomats did not want to risk getting dragged into a war over some obscure issue in Eastern Europe.

On paper, the bi-lateral military alliances seemed impressive. Both the Czechs and Poles were earnest about investing in their military defences and by the early 1930s they could each mobilize a field army of over one million men in 25–30 divisions. By the time that Hitler reintroduced conscription in 1935, the Poles and Czechs had credible military forces equipped with French-made weapons. Yet while the French CSG had been working since the 1920s to develop contingency plans for deploying forces into Belgium in event of German aggression, it never bothered to develop a realistic plan to co-ordinate military operations with either Czechoslovakia or Poland.[18] Rather, the CSG simply assumed that the presence of French allies in Eastern Europe would force the Germans to deploy a substantial part of their military forces in that theatre, thereby ensuring that France had military superiority in the west. In other words, the French were satisfied if their eastern allies merely tied down German forces and had no intention of directly helping them with the defence of their own territory.

After Adolf Hitler came to power in 1933 and made it clear that he possessed a revanchist philosophy, France became willing to engage the Soviet Union in some kind of security arrangement, short of a *de facto* alliance. In May 1935, a Franco-Soviet treaty of mutual assistance was signed and then ratified in 1936, but again it really only provided for strategic consultation, not military co-operation. Nevertheless, French leaders hoped that a symbolic display of Franco-Soviet co-operation would deter Hitler from any adventures. It did not.

By 1936, through substantial diplomatic and financial effort, French leaders believed that they had Hitler check-mated, surrounded by allies or at least sympathetic powers which, all together, greatly outnumbered Germany's still limited military capabilities. Unfortunately, any system is only as strong as its weakest element and Belgium proved to be the weak link in France's web of alliances. In order to economize, the Belgians had reduced their active army to four divisions and cut service for conscripts to just ten months. Instead of modernizing the field army, Belgian defence minister Albert Devèze preferred to invest in border fortifications, particularly in modernization of the eight remaining Liège forts and the construction of four new forts east of Liège. The most important of these new forts was Eben-Emael, guarding several crossing sites over the Albert Canal, 5km south of the Dutch city of Maastricht. While the French supported the idea of Belgian fortifications, they regarded Devèze's preference for defending along the Albert Canal as foolhardy. The chief of the Belgian Staff, Lieutenant Général Emile Galet, argued for building fortifications on the line Antwerp–Namur, which the French and Belgians could jointly defend. However, Galet was ignored and Devèze began construction of Fort Eben-Emael in April 1932.[19] By 1933, the French General Staff noticed that Belgian defence plans were out of sync with French strategy and, in particular, the Belgians were neglecting the defence of the critical Ardennes Forest region, which increased the risk to France since it had no border fortifications in this sector. Shortly thereafter, Gamelin informed the Belgians that France was prepared to send a large motorized force into Belgium in the event of German

aggression; it was hoped that this kind of security guarantee would encourage the Belgians to meet their own obligations to secure the Ardennes.[20] King Albert agreed to triple the size of the forces defending the Ardennes, which were renamed the *chasseurs ardennais*, but this unit would not reach division size until 1937.

However, the state of Franco-Belgian military co-operation deteriorated further when King Leopold III came to the throne in Brussels in February 1934. Unlike the Poles or Czechs, Leopold III was uninterested in investing in modern weaponry like tanks or field artillery and instead simplistically believed that security was provided by eliminating armaments, not accumulating them. Leopold believed in neutrality, not alliances, and he preferred the construction of a 'national redoubt' to hide within if war occurred.[21] Two months after he came to the throne, the French offered a quid pro quo: if Belgium would agree to strengthen its defences in the Ardennes, the French Army would guarantee that a large force would be sent in to Belgium in event of German aggression. Leopold III was not interested in the Ardennes and he preferred a security guarantee from Britain, not France. In a further sign of disdain for the military alliance with France, the Belgian Air Force decided to drop its reliance on French aircraft designs and began buying aircraft from Great Britain and other countries. When the Belgians did respond to Gamelin, they stated that they wanted help defending their northern borders, in case the Germans tried to invade through neutral Holland. Gamelin offered two divisions to help secure Antwerp, but the Belgians pressed for more – this was the genesis of the disastrous 'Breda variant' of 1940. Under Leopold III, the Belgian Army was allowed to deteriorate but the Belgians smugly trusted that their new fortifications would protect them. In 1935, Fort Eben-Emael was declared operational and Devèze claimed it was the strongest fortress in Europe. The Belgians decided to put their faith in concrete, rather than the French Army.

By 1936, King Leopold III was simply looking for an excuse to abrogate the Franco-Belgian alliance and he used French inaction during

the Rhineland Crisis as his justification. On 14 October 1936, Leopold III stated that Belgium would adopt a policy of strict neutrality.[22] The loss of Belgium as an ally was a serious blow to French strategy but the French made no adjustment and Gamelin assumed that Belgium would come running back for military aid when Germany threatened. Belgium's feckless and suicidal behaviour not only began the unravelling of French security strategy but would continue to bedevil Allied decision-making right up to the Dunkirk evacuation.

As Germany began to openly rearm, France urged Czechoslovakia and Poland to fortify their borders and escalate their own defensive preparations. In 1934, Gamelin sent the engineer Général de division Charles Belhague – who had led the committee that designed the Maginot Line – to advise the Czechs on building their own fortified lines.[23] Beginning a crash building programme in 1935, the Czechs made amazing progress and by mid-1938 had partly completed a belt of fortifications that was stronger than the Maginot Line. On the other hand, the Polish military was not interested in building border fortifications and instead preferred to spend on improved artillery, tanks and aircraft rather than concrete. In September 1936, under the terms of the Rambouillet Accord, France granted Poland a loan of ₣2.6 billion over five years for arms purchases. The Polish military wisely invested these funds in purchasing licences from the Swedish Bofors firm to build modern 37mm anti-tank guns and 40mm anti-aircraft guns.[24] In addition, France agreed to provide the Poles with 100 MS.406 fighters and two battalions of R35 light tanks, but delivery was delayed until mid-1939.

Viewed from Gamelin's position, the strategy of strengthening France's allies was relatively inexpensive and gave France the appearance of having military coalition partners, as well as a market for arms sales. Even when Hitler began openly violating the Versailles Treaty by reintroducing conscription and forming the Luftwaffe, Gamelin believed that France's military and diplomatic strategies would contain any German attempts at revanchism. Yet during the inter-war period, France invested billions in its allies instead of using these funds to

modernize its own military. Furthermore, some of the technical assistance provided to its allies would be used against France in the future. When Czechoslovakia ceded the Sudetenland to Germany in 1938, the Germans were quick to inspect the border fortifications; this knowledge was used to develop improved artillery ammunition and hollow charge weapons, which would be used against the Belgian and French forts in 1940.

The Cost of Empire, 1920–36

It is often forgotten that during the inter-war period, both France and Great Britain were considerably distracted by costly colonial conflicts and a myriad of other situations requiring military forces or security guarantees. In 1919, Britain was faced with revolution and civil war in Ireland, which required the commitment of 50,000 troops for four years. Britain had strong commitments in the Mediterranean area as well, including an occupation zone in the Dardanelles. France was faced with perennial trouble in its North African colonies and the acquisition of Syria only added to its overseas operational burdens. In 1924, trouble escalated in Morocco into the Rif War, which cost nearly ₣1 billion in the first year alone and forced the French Army to commit two corps from metropolitan France.[25]

The Rif War was not an easy campaign and the French Army was up against a tough opponent. Lieutenant André Beaufre, assigned as a junior infantry officer in Morocco, noted that, 'we were up against trained fighters who manoeuvred skilfully'.[26] Eventually, the French committed over 200,000 troops under Pétain's guidance – almost half the available field army – and crushed the Riffians in a brutal campaign that used tanks and bombers. Mop-up operations continued in Morocco for nearly a decade; as late as 1934, France still had 35,000 troops and 100 aircraft committed to hunting various insurgent groups.

French rule in Syria had been troubled from the start and in July 1925 the situation erupted into open revolt. Général Maurice Gamelin

took charge of the French forces in Syria and he used artillery and bombers to reduce rebel-held areas in Damascus to rubble on 18–20 October 1925; up to 1,500 Syrians may have been killed.[27] This was not the indecisive Gamelin of May 1940, but the decisive Gamelin who swiftly and ruthlessly crushed a colonial revolt. Suppressing the Syrian revolt cost another ₣1 billion.[28] In addition to almost 15,000 military deaths, these two colonial wars in Morocco and Syria diverted billions that might have gone into modernizing the French military at home. Furthermore, even after major combat operations ended, the French military had to spend additional resources to continue pacification operations in both Morocco and Syria until 1934. In the case of Syria, this effort required an additional ₣4 billion – nearly as much as was spent on the Maginot Line.[29] Trouble with nationalist groups in Vietnam – which sparked the Yen Bai Mutiny of 1930 – required additional French military commitments in Indo-China as well.

There was an intellectual cost to these colonial conflicts, which caused much of the regular army to focus upon counter-insurgency operations, rather than preparing for another European war. The allegation is often made that France spent the inter-war period preparing to refight the First World War, but it would be more appropriate to say that the French Army in this period focused on preparing to suppress the next rebellion. It is also argued that the French military's obsession with linear battlefields made them psychologically unprepared to deal with high-speed manoeuvre warfare in 1940, yet the campaigns in both Morocco and Syria were distinctly non-linear. In the 1920s, the French active army reverted to the role of a colonial police force, which contributed to the neglect of the reserve forces at home.

The British were also faced with traditional low-intensity conflict in India and small brush-fire operations around the globe. Britain gained control over Iraq after the First World War and considerable effort was expended turning this country into a British client state in order to assure access to its oil resources. During the late 1920s, the RAF committed eight squadrons to the defence of Iraq and began

building bases in the region. Likewise, Britain continued to devote resources to strengthen its defences in Egypt and Palestine. In 1936, a major uprising in Palestine forced the British Army to commit 50,000 troops to pacify the area. Nevertheless, trouble continued to brew in Palestine even after the outbreak was suppressed. Another 40,000 British troops were in India and trouble along the North-west Frontier required active campaigning in 1936–39. Like the French Army, the British Army spent much of the inter-war period focused on low-intensity conflict rather than thinking about conventional warfare.

During the inter-war period, both British and French political leaders allowed colonial spheres of influence to colour their overall national strategies. Britain became increasingly worried about Japanese expansion in Asia and in 1926 the government decided to build a major naval base at Singapore to reassure Australia and New Zealand that it was doing something to deter Japan. Both of these Commonwealth partners were far more concerned about Japanese expansion than German revanchism, which served to divert British military resources away from Europe. Over the next decade, Britain invested £60 million in the Singapore base, which was declared operational in February 1938.[30] Substantial British garrisons were also placed in Hong Kong and in Shanghai to try to demonstrate resolve against Japanese expansion in China. Likewise, significant military resources were devoted to building up a small army in Egypt and Palestine to curb Italian ambitions in the Middle East. Consequently, British military budgets were being apportioned to deal with three different possible opponents – Germany, Italy and Japan – which reduced the amount available for military modernization programmes at home.

Likewise, French colonial interests in North Africa and the Far East caused an inordinate amount of resource to be siphoned off from homeland defence and instead redirected to deter Italy. The French Navy was almost entirely focused on matching the Italian Navy. In 1935, the French Army had 40 per cent of its 530,000 troops deployed overseas, including 29,000 troops in Indo-China, 26,000 in

sub-Saharan Africa and 6,000 in Madagascar.[31] This heavy overseas commitment occurred at a time when the metropolitan Army didn't have enough regular officers and NCOs to train new conscripts and reservists. In particular, French army and navy leaders became obsessed with the idea that Italy wanted to attack Tunisia. In a clear demonstration of this obsession with a backwater theatre, the French Navy began a major effort to fortify the port of Bizerte in 1933, including the construction of two very expensive 340mm turret batteries. Even worse, in 1935 the French Army decided to build a mini-Maginot line in the Tunisian desert to block an Italian invasion. At a time when the French Ministry of War was saying that it lacked the funds to extend the Maginot Line further along the border, the French Army was investing ₣20 million to build a 45km-long fortified line in the middle of nowhere.[32] Another ₣27 million was spent to fortify Corsica – just in case.

However, the real colonial sinkhole was the CSG's decision in 1934 to create a new naval base at Mers-el Kébir, near Oran in Morocco.[33] The navy argued that its primary base at Toulon was within range of Italian bombers and it needed a new base that was secure from air attack. This was an extremely specious argument, as Toulon could be made more secure by investing in air defence, rather than spending a decade in building a new base from scratch. The real reason was that the French Navy wanted a new base in North Africa that would give them a status symbol akin to Britain's nearby base in Gibraltar. The navy got its way and in 1936, over ₣2 billion was allocated to begin construction of the base. Construction was slow, resulting in large cost overruns. By 1939, the base was less than one-third completed and the French Navy asked for another ₣300 million just to finish ongoing construction. Historians for decades have bemoaned the money spent on the Maginot Line while ignoring the billions France wasted on prestige defence projects in North Africa.

Nor was there any real economic justification for France to invest substantial defence resources in its North African colonies. Unlike the British Empire, which provided the mother country with critical

imports such as oil, mineral ores and foodstuffs, the French Empire provided little economic benefit for France. North Africa provided lead and zinc while Indo-China provided tin, but colonial imports fell far short of meeting France's industrial requirements for rearmament, particularly in terms of iron ore. The only colony with important resources was distant New Caledonia, which had substantial deposits of chromite and nickel. Yet the bulk of France's critical imports – oil, copper and rubber – actually came from various corners of the British Empire.[34] Rather than raw materials, the main benefit for France of maintaining its empire was international prestige and the ability to recruit colonial infantry to serve in its army. By the mid-1930s, nearly one in five infantrymen in the French Army were from the colonies.[35] France wanted to be perceived as being on par with Great Britain and it could not do that without colonial spheres of influence. Yet for both Britain and France, their overseas empires served to distract them with secondary security concerns and caused them to divert military resources towards non-critical areas. Colonial campaigning hindered military modernization in both material and intellectual terms, keeping the British and French ground forces focused on small-scale tactics at the expense of honing their operational-level skills.

French Modernization Efforts, 1920–36

While working diligently to build up their allies, the French military leadership intended to invest in modernizing their own military forces as soon as finances permitted. At the start of the 1920s, the French Army was equipped with a 'state-of-the-art arsenal of artillery, tanks and airplanes' as Kiesling described, but in fact much of this equipment had been hastily produced and was already well-worn by use in battle.[36] French military leaders were eager to begin modernization and develop new weapons with lessons learned from the war. However, the French Army's annual budget fell from ₣6 billion in 1920 to ₣3.9 billion in 1925. Operational costs also remained high since there

were almost 200,000 troops still stationed on occupation duty in the Rhineland and the Ruhr, plus another 200,000 troops in the colonies, so very little money was left for procurement. The four main branches competing for funds for modernization were the infantry, artillery, cavalry and aviation (*Aéronautique Militaire*). The post-war tank force was absorbed by the infantry branch.

Général Debeney, as chief of staff, advocated motorization for the infantry and artillery as well as other weapons modernization efforts, but funds were so slim that only a few programmes could be funded at a time. One of the first projects identified was to replace the 37mm M1916 TRP with a modern, lightweight anti-tank gun; the army wanted a weapon that could penetrate 20mm of armour inclined at up to 60° at 600m. Unfortunately, funding was so minimal that even priority projects languished for years as research, rather than leading to production. Hotchkiss submitted a design for a new anti-tank gun in 1926, which then spent six years under review. Général de division Jean-Baptiste Estienne, in charge of the French tank force, also pushed for new tanks. The post-war French Army had 27 tank battalions equipped with about 3,500 Renault FT-17 light tanks, but all of the Saint-Chamond and Schneider CA1 tanks armed with 75mm cannon were soon scrapped. French industry was still working on the 70-tonne Char 2C breakthrough tanks – a leftover from the planned offensives for 1919 – but this was a prestige project, which would complete only ten examples by 1921. Instead, Estienne wanted a 15-tonne medium tank that had the firepower and mobility to punch through an enemy fortified line and would then be able to advance up to 80km in a day. Estienne's concepts were too grand for the financial constraints imposed by post-war budgets, so the infantry branch was unwilling to allocate more than ₣4.1 million for tank programmes in the 1920s, mostly minor upgrades on the FT-17.

Instead of tanks, the infantry branch decided to allocate most of its limited funds to modernize infantry equipment, beginning with a new light machine gun and mortars. By 1924, this policy resulted in the introduction of the 7.5mm FM 24 light machine gun, which greatly

augmented squad-level firepower. Two years later, the Brandt 81mm mortar was introduced to enhance battalion-level firepower. However, the common infantryman was still equipped with bolt-action rifles designed in the 1880s and did not get a new rifle, the MAS 36, for another decade. The French Army's principal automatic weapon, the 8mm Hotchkiss M1914 machine gun, was not replaced at all and by 1940 it was thoroughly outclassed by the German MG34 machine gun.

Despite Estienne's initial failure to secure greater funds for tank development, the infantry branch recognized that future tanks should be designed with a good balance of firepower, armour protection and mobility. Estienne was allowed to conduct trials with five prototypes offered by French industry in 1924. The results of these trials found none of the prototypes entirely satisfactory, so the Army asked for the best features of each to be blended into a new design. Development dragged on for several years, the design grew to a 20-tonne tank, and it was not until 1927 that funding was available to order three new prototypes; this programme would result in the Char B heavy tank. By the end of the 1920s, the only French tank in production was the 14-tonne Char D1, which had grown out of concurrent efforts to modernize the FT-17 design. After years of tinkering, a total of 110 Char D1 tanks were ordered from Renault and three battalions were equipped with them by the end of 1933. Unfortunately, the Char D1 proved to be a fragile, unreliable vehicle. Nevertheless, it was the only modern tank available for training in the French Army until 1936.[37]

In organizational terms, the weak French post-war economy necessitated that the army was reduced from 41 infantry divisions in 1920 to 20 by 1926 and the number of professional soldiers was cut to just 106,000. As defence budgets fell, the CSG made the decision to cancel all reserve training throughout the entire 1920s, even though French strategy relied heavily upon reserves.[38] Only the divisions in the Rhineland and near the German border were full-strength, while those in the rest of France were reduced to two-battalion regiments. In order to save money, the CSG placed greater reliance on reservists, but had little money to train or equip them. Constant reorganizations of

the army in response to budget cuts further complicated efforts to modernize equipment and tactics.

At the end of the First World War, France had a substantial lead in military aviation technology, but this was squandered during the 1920s. The Aéronautique Militaire remained part of the army and received only 2–7 per cent of the military budget. The French aviation industry also rapidly reconfigured itself for civilian manufacture, while some firms simply went out of business. Available funds were allocated for procurement in order to keep a few firms going with small orders, but research and development on new aero-engines virtually ceased. Nevertheless, the Aéronautique Militaire managed to introduce several new aircraft types, including the Breguet XIX light bomber and the Potez 25 fighter-bomber – both of which proved well-suited for a variety of missions and were built in quantity. While under army control, the Aéronautique Militaire focused on aircraft that suited army mission requirements. In order to share their technological advances with their allies, the French provided licences to build these aircraft to the Belgian SABCA firm and the Polish PWS firm.

In mid-1926, the outlook for the French military improved a bit because the economy was recovering more swiftly than expected and the colonial wars in Morocco and Syria were winding down. Consequently, the defence budget in 1927 was increased by nearly 50 per cent.[39] For a short time, France was actually running a budget surplus and the CSG had to consider how best to invest this windfall. The issue of available personnel weighed heavily on the choices since it was clear that with declining birth rates France would have difficulty mobilizing a large army by the mid-1930s. Consequently, the CSG recognized that spending on weapons alone might not help the French Army's ability to deter or defeat another German invasion. There was already widespread consensus within the CSG that France needed improved border fortifications in order to protect its natural and industrial resources in the border areas, which were critical for armaments production in a long war. Fortifications offered the potential for the French Army to employ an economy-of-force strategy

in Alsace-Lorraine while concentrating the main field army to block an enemy invasion through Belgium. Without fortifications, the French Army would be stretched thin everywhere and thus vulnerable. The only real questions were where to build the fortifications and how much to invest in them. In October 1927, the CSG adopted recommendations heavily influenced by Pétain's concept of fortifications.[40] Some initial site work began in 1928, but it was not until 1929 that the main funding was approved for the project that would eventually become the Maginot Line.[41] This project was popular, since even socialists in the French parliament regarded it as providing thousands of construction jobs. While the money invested in the Maginot Line was not excessive, it did delay modernization programmes for the field army for several years.

Weygand took over as chief of staff in January 1930 and two key events occurred on his watch: the French Army finally evacuated its last troops from the Rhineland and it initiated a programme of partial motorization. The end of occupation duties in the Rhineland eased the operational burdens on the French Army, but the loss of bridgeheads over the Rhine also reduced the options for pre-emptive action in the event that Germany began to rearm.

The French defence budget in 1930 increased to ₣15.9 billion and the army received ₣10.1 billion, which meant there was money for procurement. In July 1930, only days after the evacuation of the Rhineland, the CSG decided to prioritize a motorization programme for five infantry divisions and one brigade in each of the five existing cavalry divisions. Weygand was a strong advocate of motorization, but the plan was expensive – over ₣1 billion just to motorize the cavalry units.[42] Furthermore, the slow pace of technological development and industrial production were serious obstacles to motorization of even part of the French Army. This first step would require the acquisition of about 10,000 motor vehicles and the development of new tracked support vehicles. Citroën had been working on half-tracks since 1922 and by 1928 it had a workable design, designated as the P17. Although French designers achieved success in perfecting the first military half-

tracks, industry was slow to organize production and it required two years before the French Army began receiving its initial order for 100 P16 half-tracks. Oddly, the French Army soon lost interest in half-tracks and decided to develop a family of fully tracked support vehicles instead. The leading candidate was the Renault UE Chenillette, which began to reach motorized infantry units in 1932.

Meanwhile, as part of the motorization programme the cavalry branch issued requirements in 1931–32 for three new types of light armoured vehicles known as *Automitrailleuse*: the AMD for long-range reconnaissance, the AMR for short-range reconnaissance and the AMC cavalry tank to engage enemy reconnaissance vehicles. Amazingly, in less than two years French industry was able to build prototypes in response to all three requirements. Panhard's 8-tonne armoured car was accepted in 1934 to fulfil the AMD role; the Panhard 178 (or AMD 35) was an effective mix of firepower, armoured protection and mobility that made it the best armoured car available in 1940. Renault won the competition for the AMR and the French Army placed orders for 120 AMR 33 light tanks in 1933 and a follow-on order for 200 improved AMR 35s in 1936. These AMR light tanks were intended for scouting and to protect motorized infantry units, but they were not suited for engagements with enemy armoured vehicles. The AMC cavalry tank proved a tougher requirement to meet, but Somua was able to build a 17-tonne prototype by 1935, which was approved for production in March 1936 as the S35. For political reasons, the cavalry branch was also forced to order 200 Hotchkiss H35 tanks as well.

The French concept of employing motorized infantry was influenced by the memory of how Général Joseph Gallieni had used 1,200 requisitioned taxis on the night of 7/8 September 1914 to move two infantry regiments from Paris to the front, in order to participate in the counter-attack on the Marne.[43] Weygand believed the primary purpose of motorization was to create a small number of rapid-reaction units which could quickly deploy into Belgium in order to block a German invasion. French motorized infantry divisions (*divisions*

d'infanterie motorisée, or DIM) were not designed or trained to fight as mobile units but rather, to be transported long distances and then fight on foot. Indeed, each DIM was only provided about 1,500 motor vehicles, which was insufficient to move all three of its infantry regiments at once. Instead, the DIM moved what it could in its own vehicles, but relied upon an army-level 'Groupement de Transport de Personnel' (GTP) unit to provide up to 200 additional trucks. The French DIM was essentially designed to 'leapfrog' forward in pieces, reassemble back into a division, and then fight as a traditional infantry division. In contrast, when the Germans began forming their own motorized infantry divisions in 1937, they were provided with over 3,000 vehicles, which was enough for the entire formation to move at once on its own resources. Weygand wanted the cavalry units to have enough of a motorized component that they could effectively screen the movement of motorized infantry units deploying to the front, but they were not intended for serious combat. Thus, by mid-1930 the French Army issued requirements for a wide variety of vehicles including armoured cars for reconnaissance, tracked vehicles and trucks to move infantry, heavy weapons and supplies across the battlefield and tanks to provide mobile fire support.

Gamelin took over as army chief of staff in 1931 and Weygand became inspector general of the army, but remained on the CSG. The French Army's motorization programme was driven by the operational requirement to have a force that could move rapidly into Belgium, in order to prevent a German invasion from reaching the industrial regions in northern France. However, by May 1932 the CSG began to have serious doubts about Belgium's commitment to the alliance and the wisdom of committing its best forces to help defend central Belgium. A crucial strategic debate occurred within the CSG, with Gamelin and Weygand advocating building fortifications along the border with Belgium. Gamelin also initiated a study on building a defensive line north of Paris to protect the capital. However, Pétain was opposed to investing in concrete and other members feared that a new round of fortification-building would delay the introduction of

new tanks and anti-tank guns, so the idea was dropped. As a result, the CSG affirmed the commitment to send motorized units into Belgium, if needed.[44]

After the Renault Char D1 tank proved disappointing, the infantry branch ordered an improved version known as the Char D2 in 1934, of which 50 were built in 1936–37. Meanwhile, the French Army spent five years testing the three Char B prototypes and kept deferring production orders. By the early 1930s, the Char B had evolved into a 27-tonne tank, armed with both a 47mm gun and a 75mm howitzer, which meant that it was able either to fight enemy tanks or to support infantry in breakthrough offensives. During this period, tank designers around the world faced the difficult decision of whether to place high-velocity or low-velocity weapons on their tanks; the French wanted to combine both weapons on the Char B. The French Army intended the Char B to be the perfect blend of firepower and protection, so it kept tweaking the design rather than initiating production.

Gamelin and Weygand claimed to recognize the need for a combined arms approach to modernization, but in fact they focused too heavily on tanks and neglected or deferred modernization for infantry weapons, field artillery, air defence and communications. The French artillery park in the 1930s consisted of 10,500 pieces, 53 per cent of which were 75mm Model 1897 guns and 24 per cent were Schneider 155mm Model 1917 howitzers.[45] Most of the French artillery had a maximum range of 12km or less, which was adequate for positional warfare but not mobile operations. Even in 1939, 80 per cent of French artillery regiments remained horse-drawn.[46] The French artillery's most effective weapon was the 155mm GPF field gun; this was a big, 14-tonne weapon, but it could fire a 43kg shell out to 18km. The US Army liked this French weapon and paid for licence to build their own copies. Gamelin recognized the need to modernize the artillery arm, with both longer-range and more mobile weapons, but decided to put it off because the Global Depression was beginning to impact the French economy and the brief splurge of 1930 evaporated. As tax revenues dropped, the French government was forced to scale

back military spending but also made the poor decision to defend the value of the franc at all costs, which resulted in prices doubling or tripling, including on weapons.[47]

The motorization programme was endangered both by budget cuts and by the inability of French industry to produce large numbers of tanks and support vehicles. During 1930–33, French industry built a total of just 40 tanks in four years.[48] In 1932–33, the French Army conducted several experiments with motorized units, including a battalion of the new D-1 tanks.[49] The results were mixed and it took another two years before the decision was made to convert one of the cavalry divisions into a light armoured division or 1ère Division Légère Mécanisée (DLM), which began forming in July 1935. When Général de division Jean Flavigny took over the 1ère DLM in February 1936, the division was still awaiting much of its equipment and the only armoured fighting vehicles available were a small number of AMR 33 light tanks. This development occurred just as Germany was forming three Panzer-Divisionen.

Only minimal funds were allocated for modernization of other branches such as the engineers and signal troops. In order to upgrade tactical communications, the ER17 radio was issued to infantry divisions in 1931 for use by regimental commanders and the division artillery net. The ER17 weighed over 45kg and could only communicate via Morse over distances of 15km or less, but it was soon followed by improved models. In 1934, the ER12 radio was introduced for infantry division command nets. A 20kg ER40 man pack radio was introduced at the infantry battalion level in 1935. In the light of the shift to a defensive strategy after 1930, development of anti-tank and anti-personnel mines for the engineers was begun in the mid-1930s, but was not given priority. Nevertheless, field exercises in 1932 demonstrated that it was feasible to construct a robust defence with anti-tank guns and anti-tank mines that rendered a tank attack 'doomed to failure', which instilled senior leaders like Gamelin with the notion that the threat of German tanks was manageable with the right technology.[50] Of course, the French exercises were correct in

assessing that a properly organized defence-in-depth could stop armoured attacks, as would later be proven by other armies at El Alamein in 1942 and Kursk in 1943. However, the French Army's leadership seemed satisfied with hypothetical results and made little effort to turn them into a practical reality. French engineers were tasked with destroying bridges if necessary, but, except for the motorized divisions, the engineers were provided few vehicles. Even in 1940, most French engineer units still moved their equipment with horses and wagons, which meant that they often arrived too late to destroy threatened bridges.

Virtually all French modernization efforts were geared towards improving existing weapons and the Ministry of War severely limited funding for scientific research and development programmes. Nevertheless, in 1934 the ministry did allocate funds for several tests at Le Bourget airport to conduct experiments in detecting aircraft with radio signals. The results were promising and French scientists began to develop several approaches to building a practical radar early warning system.[51]

Gamelin's modernization plans were complicated when the Aéronautique Militaire became an independent service in August 1933 and was renamed the Armée de l'air (AdA). An air ministry had already been created in 1928, which soon began demanding large budget increases for the AdA. Once independent, French aviators pushed for roles that unshackled them from the army co-operation mission, which meant pursuing the development of a strategic bombing capability. Air Minister Pierre Cot, a radical socialist, managed to sell an ambitious expansion programme for the air force to the French parliament, known as Plan I, which was approved in July 1934. Cot's Plan I called for the construction of 1,000 aircraft in two years.[52] It was soon followed by Plan II, which raised the number to 1,500 aircraft, of which 50 per cent were bombers, but only 29 per cent were fighters.[53] French aviation research and development had been in a slump for years, so the designs available were mediocre, but Cot's ministry wanted large orders to revitalize the French aircraft

industry and provide jobs for the unemployed. Furthermore, the Air Ministry pushed a new multi-role aircraft type known as the BCR (Bomber–Combat–Reconnaissance) in the hope of fielding airplanes that were suitability for a wide variety of missions, but the resulting aircraft proved unsatisfactory in all roles. The consequences of Cot's Plan I was billions sunk into producing mediocre aircraft like the Bloch MB.210 bomber and the Dewoitine D.500 fighter; these aircraft were better than the initial crop of Luftwaffe designs but obsolete within just a few years. By focusing on multi-role designs, the French aviation industry lagged behind on designing modern high-performance fighters. Even though the AdA was supposed to provide support to the army, Cot's Plan II avoided this requirement by simply including no provision to build close air support aircraft, which irked Gamelin.[54]

Yet the most profligate waste of defence funds was the vast sum expended upon modernizing the French Navy, which contributed little or nothing to deterring a German invasion. During the period 1925–35, the French Navy received 20–25 per cent of the overall French defence budget. The Naval Ministry, led primarily by Georges Leygues, was determined to build a modern French battle fleet and in this period completed two Dunkerque-class battlecruisers, 15 smaller cruisers, 39 destroyers and 73 submarines. The threat from the Italian Navy or the new German 'pocket battleships' was insufficient to justify such a massive naval modernization effort nor was a naval build-up on this scale consistent with France's overall defensive strategy. However, naval construction work meant a lot of jobs in the port cities, which was supported by politicians in Paris. Leygues also wrested control over the French naval air arm, the Aéronautique Navale (AéroNavale), from the Air Ministry in 1932 and in 1936 he convinced the CSG to fund the construction of two new aircraft carriers. Indeed, Leygues argued that the navy should receive priority for modernization funds over the army. Yet under Leygues' hegemonic leadership, the French Navy failed to invest in anti-submarine warfare technology like sonar or develop improved anti-aircraft weaponry, which made the fleet

almost irrelevant when war came in 1939. It is bizarre that the CSG would allow the French Navy to pursue its own private agenda like this without serious complaint, but the result was that billions were devoted to warships which added nothing to France's security. Far more than the Maginot Line, the French Navy of the inter-war period was a white elephant that drained France of capital, steel and personnel.

With billions wasted on obsolescent aircraft and unnecessary warships, the army's share of the overall budget was reduced, forcing Gamelin to scale back plans to modernize the army's field artillery. Modest development programmes yielded a small number of modern Schneider 105mm guns in 1935, but only enough for the new motorized divisions. Gamelin finally recognized the need to develop improved anti-tank and anti-aircraft weapons and tried to invigorate development programmes that had been languishing for years due to inadequate funding. Based upon the original 1920 requirement, Hotchkiss built a prototype in 1932 for an excellent 25mm anti-tank gun, whose tungsten-core APT rounds could penetrate 30mm of armour plate (with 30° slope) at 500m. This weapon could defeat all known tanks and was accepted into service in 1934 as the SA34. Hotchkiss was able to produce about 2,000 of these weapons in just two years. However, in field training the weapon proved heavier than expected and difficult to manoeuvre, so the army asked Hotchkiss to design a lighter version. Production declined until the improved model, the 25mm SA37 gun, was ready in 1938; this weapon was one-third lighter than the original model. On the other hand, Hotchkiss had much less success with its design for a new 25mm anti-aircraft gun, which was plagued with technical problems. Since there had been no real enemy air threat until the creation of the Luftwaffe in 1935, air defence remained a low priority.

Gamelin's main initiative was a plan he put before the CSG to replace the entire fleet of obsolete FT-17 tanks left over from the First World War with a new infantry tank. Unlike the expensive Char B1, he advocated an infantry tank that was inexpensive and easy to mass-produce. Under Gamelin's programme – which was approved – the

French Army would add 800 new tanks by 1938 and 2,500 by 1940, giving it a total of 46 tank battalions; this was an almost revolutionary step because it would mean that every French active division would get a tank battalion for support, thereby greatly increasing its organic firepower. After a lengthy competition, the Renault design for the new infantry tank was accepted in April 1935 and 300 were ordered. Although the Hotchkiss design was rejected, the Army had doubts about Renault's ability to produce so many tanks and seven months later decided to award an order for 200 H35 infantry tanks, as well.

While Gamelin and the French Army were moving forward slowly with mechanization efforts, in spring 1934 Major Charles de Gaulle published his third book, entitled *Vers l'armée de métier* (*Towards a Professional Army*). The book sold very poorly in France but it gained the author a certain notoriety. In it, De Gaulle argued that the best way to defend France was to create a mobile shock force of 100,000 regular troops in six mechanized divisions, since he believed that infantry divisions based upon conscripts and recalled reservists were unlikely to perform well in the early stages of an enemy invasion. A good portion of this idea was lifted from Estienne's ideas in the early 1920s about the future of the French tank force; De Gaulle knew Estienne, who had retired in 1933. Although De Gaulle clearly had some prescient thoughts on military modernization, the ideas he presented were not really original. Furthermore, De Gaulle's book contained a strong political content which created controversy and offended his superiors. Within the Third Republic, the idea of creating elite divisions consisting only of regular troops had the whiff of a Praetorian Guard, which was anathema. Thus, the immediate effect of *Vers l'armée de métier* upon modernization was nil.

Although the CSG could disregard De Gaulle, it quickly took notice of German rearmament. France's military intelligence arm, the Deuxième Bureau, achieved a major intelligence coup in November 1931, when it recruited Hans Thilo Schmidt, an official in the German Cipher Bureau. Schmidt not only provided French intelligence officers with the manual for the new Enigma code machine but information

about German rearmament plans gleaned from his older brother Rudolf, who was a rising star in the Reichswehr and would later command a Panzer-Division.[55] Armed with this accurate intelligence from the Deuxième Bureau, Weygand led the CSG in creating a formal memorandum for the Cabinet in May 1934, which noted the growth of German military power and the urgent need to invest in refurbishing French military forces. A year later, the French minister of war, Louis Maurin, stated that, 'Germany had hitherto been surrounded by a wall of paper; within that wall she had grown and she had provided herself with formidable military means.[56] Whatever other mistakes the French leadership made, they were not slow to realize the threat posed by Hitler's Third Reich.

Despite widespread recognition of the threat, France's economic situation continued to deteriorate and by 1935 the French government was nearly bankrupt. Gamelin's army budget was reduced to ₣6.6 billion and inflation further diminished the actual buying power of these funds.[57] In order to continue even modest modernization efforts, the French Army was forced to cut back further on training, maintenance and readiness, which made the active army even more toothless. Work on the Maginot Line was declared complete at this time, although originally there had been plans to increase the depth of the defences and possibly extend the line further along the border, but these follow-on plans were shelved. After ₣5 billion of investment in the Maginot Line, fiscal austerity left 'the shield of France' in a condition of limited readiness. While the Maginot forts were extremely well protected against artillery or air bombardment, the firepower of the forts was unimpressive. Those sections of the Maginot Line facing Germany mounted a total of only 39 135mm howitzers and 102 75mm guns, which meant that any particular segment lacked the firepower of even a standard infantry division.[58] The heaviest weaponry, the 135mm Mle 1932 lance-bombe, only had a range of 5,600m.[59] Meanwhile, the navy received heavier and longer-range weaponry to defend its naval bases. Lacking funds to make the Maginot Line stronger or longer, the French government

relied upon propaganda to exaggerate the effectiveness of these border fortifications.

Just as the French budget crisis was approaching its worst moments, Hitler decided to take advantage of the unpreparedness of the French military. Despite advance warning from the Deuxième Bureau's German spy, Hans Thilo Schmidt, Gamelin was stunned when the German Heer boldly conducted Operation *Winter Crossing* (*Unternehmen Winterübung*) on 7 March 1936, marching three infantry battalions into the Rhineland.[60,61] The German military reoccupation of the Rhineland was not only a flagrant violation of the Treaty of Versailles and the 1925 Locarno Treaty, but exposed the fact that Gamelin had no contingency plans for dealing with German 'micro-aggression'. Despite having a total of 350,000 active troops, the French Army had fewer than 200,000 trained troops in metropolitan France and no divisions were prepared to conduct any kind of rapid, offensive advance into the Rhineland.[62] Gamelin informed Prime Minister Albert-Pierre Sarraut's cabinet that a French military response would require a large-scale mobilization of reservists in order to bring the army up to strength and even then, no offensive action would be possible for at least a month. Gamelin also stipulated that French strategy required Czechoslovakia and Poland to mobilize, in order to put increased pressure on Germany. Nor was the AdA prepared to provide the army with air cover. Once Gamelin informed the Cabinet that mobilization could cost up to ₣1 billion a month, proposals for intervention quickly evaporated.[63] As soon as France turned to the League of Nations for support, Hitler knew that the French would not attempt unilateral military action.[64]

Georges Mandel, in charge of communications, was the only one of Sarraut's ministers to advocate a military response, but he was outvoted by the rest of the Cabinet.[65] Mandel was an Alsatian Jew and former journalist, who during the First World War became a close protégé of Georges Clemenceau. While others were willing to give Hitler a pass, Mandel was one of the few leaders in either Paris or London who early on realized that Hitler was not going to stop. When France decided to do nothing, Mandel warned that Hitler would be

emboldened and France should prepare for worse to come. With military action problematic, the French foreign minister, Pierre Flandin, pushed instead for tough economic sanctions against Germany. Given Germany's heavy dependence upon foreign raw materials, even a partial curtailment of imports would have seriously impacted the Wehrmacht's military modernization programmes. Yet when Flandin went to London to seek support for sanctions, Britain's leadership refused to co-operate with sanctions due to concerns that Hitler would react violently to coercive measures. Using the tone of appeasement, Prime Minister Stanley Baldwin informed the French that he would not pursue a policy if there was even a one per cent risk of war. Likewise, Flandin's efforts to recruit support for sanctions within the League of Nations failed. In fear of diplomatic isolation, France dropped the idea of sanctions.[66]

France's apparent military and diplomatic impotence in the face of German provocation in the Rhineland Crisis revealed how badly the French Army and AdA had degenerated into ineffectual tools of state policy. Indeed, Gamelin and his political masters suddenly realized that Hitler had a taste for revanchism and that the French Army needed to be modernized quickly if it was to be in a position to respond to the next crisis. It was also clear that the Cordon Sanitaire did nothing to deter German aggression and that Britain could not be counted upon. Indeed, it did not help the spirit of Anglo-French co-operation that in London, Ramsay MacDonald, Lord President of the Council, mocked the French weakness in cabinet and said that he hoped the French had been taught 'a severe lesson'.[67] In Paris, they recognized that these were not the kind of words spoken by friends.

After the Rhineland Crisis, the leftist Popular Front was elected and, unexpectedly, on 7 September 1936 it decided to authorize a ₣14 billion rearmament programme.[68] Édouard Daladier was made the minister of defence and empowered to rearm the French military against the obvious threat posed by Hitler's Wehrmacht. In order to match Germany's Panzer-Divisionen, it was decided to amend Gamelin's tank programme and build 3,200 new tanks.[69] Yet even

with this large infusion of funds, Daladier and Gamelin recognized that it would take several years before real progress could be achieved. In addition to authorizing rearmament, the Popular Front decided to selectively nationalize parts of the French armaments industry in October 1936. Somehow, the French Navy was able to dodge most of the nationalization effort, but many of the industries supporting the army and the AdA were affected. A number of industrialists, including Hotchkiss, Schneider and Brandt, viewed this policy as government confiscation and actively resisted it – which led to chaos and disruption in the French armaments industry.[70] Adding to the disruption, the Air Ministry pushed a number of aviation firms, such as Bloch, Breguet and Dewoitine, to relocate some of their industrial plants to Bordeaux, Bayonne and Toulouse. Dispersing aircraft factories to reduce the risk of enemy bombing in wartime made strategic sense but it also added another element of friction to aviation companies that were struggling to stay in business.

One of the main limiting factors for French airpower would prove to be the supply of supercharged piston engines. Hispano-Suiza had begun to develop a new V-12 piston engine in 1932, the 12Y, and by 1934 improved models were developing over 930 horsepower (hp); however, producing this engine in quantity proved problematic for a number of reasons. French aviation companies were also having difficulty adjusting to building metal-frame aircraft instead of wood-frame, which required far more tooling and more skilled labour. In order to avoid adding further disruption to the aviation industry, the Air Ministry decided to complete the production run of obsolescent types authorized by Cot's Plan II rather than switching to build newer types. The Air Ministry's continued focus on bombers for strategic deterrence purposes also delayed the development of advanced single-seat fighters. In the long run, nationalization enabled increased weapons production in 1939–40 but in the short term it disrupted research of new aircraft and essentially froze designs in place for several years.[71] By mid-1936, France had begun rearmament but time was running out.

The military modernization of every major power's military forces during the inter-war period was affected by the Global Depression and in terms of total budget outlays France had actually outspent everyone else. Prior to beginning rearmament in 1936, France was typically spending 4 per cent or more of its Gross National Product on defence. During the period 1919–35, the French Army was provided with a total of ₣113.8 billion in funding. Yet as John W. Hall noted, 'France …. maintained the highest level of defence spending throughout the inter-war period and yet had the least to show for it once the smoke cleared.'[72] A large part of this outcome was due to much of the funding going towards operations, pay and pensions, leaving less than one per cent per year for procuring new equipment. Even worse, as testing of new tanks and aircraft was dragged out for years, a good portion of the funds allocated for programmes was left unspent.

French military modernization efforts in the period 1920–35 were primarily focused on technology development of the best possible weapons, with series production often being limited or deferred due to financial considerations. Prior to 1936, time was not considered a critical factor, so programmes like the Char B heavy tank were allowed to languish for over a decade. Except for the aviation field, where the French had clearly fallen behind in the development of modern fighters and bombers, the French were actually able to develop several excellent weapons, including the Somua S35 medium tank and the 47mm anti-tank gun. However, French industry was poorly prepared to mass-produce these advanced weapons and even when the Popular Front provided the funds for rearmament, the machine tools, skilled labour and managerial talent were insufficient to outstrip German military production. Given time, France had the ability to re-equip its army with modern weapons but the question remained whether its troops would be able to effectively employ them on a modern battlefield.

British Modernization Efforts, 1920–36

In 1918, the British Army had deployed 62 divisions in France with over one million troops. Overall, at the time of the Armistice Britain had 3.8 million troops in the Army and over 300,000 in the RAF. The British Army had invested heavily in tanks and Colonel J. F. C. Fuller was the leading advocate of mechanized warfare. Indeed, Fuller's Plan 1919 envisioned a new type of mobile warfare that employed mechanized units and tactical aviation to achieve rapid breakthrough and dislocation of enemy defences. Yet after achieving victory, Britain was quick to divest itself of most of its military strength, partly for the sake of economy and partly from the belief that diplomacy was a better guarantee of security. Under the 'Ten Year Rule' adopted in 1919 at the urging of Minister of War Winston Churchill, the British government shaped its post-war budgets on the assumption that there would be no major war in the next decade. Consequently, British defence spending dropped off sharply after 1920, and by 1925 Britain was spending only 2.6 per cent of GDP on defence. Likewise, British spending on intelligence was sharply curtailed; by 1922 the budget of the Secret Intelligence Service (SIS) had been slashed to just £90,000.[73]

By 1925, Britain's army was reduced to 209,000 troops, of whom nearly one-third were in India. In Europe, the British Army had the equivalent of just two full-strength infantry divisions, plus bits and pieces of three more. The Territorial Army (TA) was also severely reduced, depriving the regular forces of any significant ready reserves. At the same time, the RAF was cut down to 39,000 personnel.[74] Britain was quick to reduce its occupation army in the Rhineland to just a token force and by the end of the 1920s it no longer had any significant ground or air forces organized, trained or prepared for a continental deployment. During most of the inter-war period, the British Army was last in terms of priority for modernization funding. Instead, the Royal Navy received priority and spent most of its budget on constructing cruisers and destroyers for trade defence. British

strategy was focused on imperial requirements, whereas any future continental deployments were considered unlikely.

The only bright spot for the British Army was its continued leadership in experimenting with mechanized units. Although the number of tank battalions was reduced from 26 to four after the war, the Royal Tank Corps was established as a permanent component of the British Army and Fuller pressed for greater emphasis upon mechanization. In 1924–25, the British Army sought to replace its First World War-vintage tanks with a family of new medium tanks built by Vickers. The 12-tonne Vickers Medium Mk II tank was an excellent vehicle for its day, armed with a 47mm gun and capable of moving 25km/h. A variant, known as the 'Birch Gun', was built which mounted an 18-pounder (83mm) gun; this was the first tracked self-propelled gun ever deployed. After assembling over 250 Vickers medium tanks and variants, the British Army made the momentous decision in 1926 to form a combined arms brigade known as the Experimental Mechanized Force. The EMF was a revolutionary development and included armoured cars, tanks, motorized infantry, engineers and field artillery. Amazingly, Fuller turned down command of the EMF and essentially recused himself. For two years, the British Army used the EMF as a test bed to experiment with mechanized warfare, then simply decided to disband the unit in 1929. A large part of the problem was that budgets were extremely tight and mechanized units were very expensive. Consequently, the British Army became enamoured of tankettes, since they were inexpensive enough to be purchased in quantity and were suitable for colonial duties in places like Egypt and India. During 1927–35, the British Army purchased over 300 Carden-Loyd tankettes, mostly for use as weapons carriers, as well as 150 Vickers light tanks (Mk I–IV).

In April 1934, the British Army formed a tank-pure armoured brigade with the remaining Vickers medium tanks and some of the new light tanks, but this was no longer a combined arms force. The tankettes evolved into the Universal Carrier, which began entering service in the same year. Some infantry, artillery and engineers were

motorized but rather than take the next logical step of forming an armoured division, the British Army dithered for five more years. Aside from mechanization, the British Army received very little other new equipment in the period 1925–35.

During the 1920s, the RAF had been cut by 90 per cent and its commander, Air Chief Marshal Sir Hugh Trenchard, had to fight many political battles to keep it an independent service. Trenchard had to convince Parliament that the RAF was worth funding and to achieve that, he had to show that it had a peacetime mission other than just training. Thus, Trenchard pushed to use the RAF in colonial conflicts in Somaliland and Iraq in order to show military relevance and cost-effectiveness.[75] In this, he succeeded and the RAF decided to develop a number of inexpensive, multi-purpose aircraft suited for colonial duties in places like Iraq. Trenchard was also enamoured of strategic bombing and determined that the RAF should develop a sizeable force of heavy bombers, to be used to deter attacks on London by being in a position to bomb enemy capitals. In a bold demonstration of absurdity, for a number of years the Air Ministry chose to design its bombers with France as the theoretical opponent, since France was the closest major power with its own bomber force.[76] In order to fulfil the strategic bombing role against Paris, the Air Ministry based its requirements for a force of twin-engine bombers with a radius of action of about 6,500km and a 1-tonne bomb-load. By 1924 the RAF had three squadrons of Vickers Virginia biplane heavy bombers, which began to be replaced by the Handley Page Heyford in 1933. Britain's political leadership placed their primary faith in collective security through the League of Nations, but regarded the RAF's heavy bombers as an insurance policy, in case any foreign leader was ever irrational enough to require deterring with the threat of force.

It is important to note that the British faith in the destructive power of heavy bombers – and their concomitant deterrent effect – was based on opinion, not established fact. At no point in the inter-war period did the RAF conduct realistic bombing tests in order to determine what their bombers could achieve. Nor was there any effort

to develop night navigation aids and night training was curtailed. Politicians simply assumed capability and RAF leaders exaggerated in order to secure more funding. During the 1930s, various estimates suggested that a few hundred tonnes of bombs could cripple a major city, which helped to promote the idea of an enemy launching a 'knock-out blow' against the capital at the start of the war.[77] In reality, the RAF greatly exaggerated the effectiveness of the 500lb General Purpose bomb and its bombers lacked the ability to strike point targets accurately at night.

Meanwhile, the RAF placed little emphasis upon fighters. In the 1920s, Trenchard did not believe that fighters (or anti-aircraft) could effectively protect London and considered that defences were really just for morale purposes. Indeed, the anti-aircraft mission was handed off to the Territorial Army, then under-resourced. Nor did the RAF have an offensive counter-air mission – since it did not expect to deploy outside Great Britain – so fighters were designed to be fast and manoeuvrable, but without much range. All of the RAF's fighters between 1924 and 1937 were biplanes, armed with just two machine guns and with a maximum speed in the range of 240–370km/h.[78] This design philosophy would carry over into the later Hurricane and Spitfire fighters, as well. Under the Home Defence Air Force (HDAF) plan developed in 1923, the RAF hoped to create a total of 52 squadrons, but this was continuously deferred and the active force was usually around 25 combat squadrons. Instead, the RAF focused on building cosy air bases in England, complete with concrete runways, barracks and maintenance facilities; by 1934 the RAF had 52 permanent bases in Great Britain.[79]

The RAF paid even less attention to its implied responsibility to provide air support to the army. Although a handful of squadrons were designated as Army Co-operation in the 1920s, they were equipped with aircraft like the Armstrong-Whitworth Atlas and Hawker Audax that were armed with only a single light machine gun and a 500lb bomb-load. Even when the Air Ministry issued requirement P27/32 in 1933 for a new army co-operation light

bomber, the result was the inadequate Fairey Battle, which entered service with the RAF in 1937 and was obsolete by 1940. The Fairey Battle could deliver four 250lb bombs but was still armed with only a single light machine gun for strafing. In 1934, the Air Ministry issued two requirements to meet the requirement to support the army. The first, Specification P4/34, specifically called for a dive-bomber, but the resulting Hawker Henley was never used in that role. The second, A39/34, resulted in the Westland Lysander, but this aircraft was designed primarily for artillery spotting, not close air support. Thus, the British Army could not count on much direct air support from the RAF.

In strategic terms, the British political leadership did not abandon the Ten Year Rule until March 1932, when Japanese aggression in China made it clear that the League of Nations was impotent and that Britain would need to make some gesture to increase its military forces in the Far East. When Hitler came to power in 1933, the Committee for Imperial Defence (CID) decided that Britain could not afford to increase defence spending to deter both Germany and Japan, so it chose to focus on Japan by completing the naval base at Singapore. In particular, Neville Chamberlain, as chancellor of the exchequer, opposed the expense of rebuilding the British Army in order to prepare for any continental contingencies and instead recommended more bomber squadrons for the RAF. Chamberlain was concerned that too large an army might encourage Britain to reconsider sending a force to the continent in a crisis. In November 1933, the CID established the Defence Requirements Sub-Committee (DRC) to report on deficiencies within the military.[80]

Ramsay MacDonald, prime minister from 1929 to 1935, did not see Hitler as a threat and regarded the French as apoplectic alarmists. Indeed, MacDonald went so far as to say in 1933 that he did not object if the German peacetime army was increased to 300,000 troops, which left the French CSG incredulous.[81] In looking at defence priorities in the early 1930s, the CID believed that defence of the Far East was the main priority, while home defence was dead last.

Yet in March 1934 the DRC identified Germany as the primary potential enemy and Chamberlain responded by allocating additional funds for the RAF, in order to form three more bomber squadrons.[82] Once Germany was identified as the potential threat, the Air Ministry realized that its biplane bomber squadrons were too short-ranged and obsolescent to threaten Berlin and were forced to upgrade their vision to encompass four-engine bombers with greater range and payload. Yet the design of four-engine bombers was still years off, so in July 1934, the Air Ministry issued Specification B3/34; this resulted in the twin-engine Whitley bomber, which could at least threaten targets in the Ruhr. The Whitley was intended to cover the gap in capability until better bombers were available. The RAF leadership was enamoured of the idea that their bombers could conduct a strategic air war on their own and this illusion was reinforced by the development of the powered gun turret in 1935. Once this device was installed on the next generation of bombers, it was believed that heavily armed bombers could defend themselves in daylight raids over enemy territory. After all, Stanley Baldwin had famously said that 'the bomber would always get through' and Bomber Command had begun to believe this glib statement as fact rather than conducting operational tests.

After the creation of the Luftwaffe, Chamberlain and Baldwin did become uneasy about the potential for enemy bomber raids on England and prodded the Air Ministry to bolster home defences. Consequently, the Air Ministry issued specifications for a new high-speed monoplane fighter armed with eight machine guns, which would eventually result in the Hurricane and the Spitfire, both of which were optimized for intercepting bombers – not enemy fighters. However, these fighters would take several years to develop and in the interim, the Ministry placed orders for the RAF's last biplane fighter – the Gloster Gladiator. The Ministry was also sufficiently impressed with research on radio direction finding (RDF) technology that in September 1935 it authorized £60,000 for the construction of five Chain Home radar sites.[83] The Ministry believed that the combination

of new fighters and RDF would enable a credible defence against enemy bombers. Like the Maginot Line, Chain Home and heavy bombers gave the British leadership the illusion that they could potentially conduct a war from a position of relative safety behind a linear shield.

Despite the emphasis upon deterrence provided by the RAF, in late 1934 the British Army was directed to develop contingency plans to enable it to deploy five divisions and the sole armoured brigade to the continent; these plans were to be realized within five years, but only modest additional funding was allocated to achieve this goal. Since the Territorial Army was hopelessly underfunded and untrained – even less so than French reservists – the British active army would have difficulty forming an expeditionary force of this size.

By the time of the Rhineland Crisis in March 1936, Britain had no appreciable military forces ready for commitment to the European Continent and its existing heavy bomber force lacked the range to seriously threaten critical German targets. Furthermore, Britain's SIS was so ineffectual in collecting information on German rearmament programmes that politicians in London simply relied upon the French to provide intelligence on German activities.[84] While the French military and political leadership made many mistakes in the inter-war period – and paid the price for these errors in 1940 – Britain's failure even to consider the possibility of another European war until 1934 was divorced from reality and made it easier for Hitler to achieve his early aggressive coups.

German Modernization Efforts, 1920–39

Unlike the Anglo-French, a defeated Germany was not distracted by colonial issues and could focus single-mindedly upon restoring its military power. Nor was the post-war Reichswehr burdened with large stocks of obsolescing weapons or a victor's confidence that no major adjustment to doctrine or tactics was required. The Germans knew

that they had been defeated on the battlefield and their deficiencies in tanks and tactical airpower had contributed to that defeat. As a result of the Treaty of Versailles, the post-war Reichswehr was limited to a 100,000-man establishment with a total force structure of just ten small divisions: seven infantry and three cavalry. In order to prevent the Germans from building up significant reserves, the Allies also insisted that Reichswehr enlisted troops serve a minimum term of 12 years. Most heavy weaponry, including all tanks, was scrapped and the Reichswehr was left with fewer than 300 light artillery pieces.[85]

Yet by imposing these severe limitations upon the Reichswehr, the Allies actually made it easier for Germany to eventually modernize its military. Given its small size, General Hans von Seeckt, commander of the Reichswehr in 1920–26, could ensure that only the best personnel were retained in the military. In particular, the 4,000-man officer corps was the pick of the Kaiser's army. Through an oversight, the Allies forgot to impose limits upon the number of NCOs in the Reichswehr, which Seeckt fully exploited. By 1926, the Reichswehr had over 48,000 NCOs, which gave Seeckt a solid, professional core of trainers when the time for expansion arrived. Entrance into the Reichswehr's enlisted ranks was so competitive that there were 15 applicants for every slot, ensuring a high-quality force.[86] In retrospect, the French should have realized that the Reichswehr was ideally sized for forming an elite body of troops who were far superior to the short-term conscripts of the Third Republic, but the Versailles restrictions focused on quantity, not quality.

Seeckt set about rebuilding German ground combat power by intensively studying the lessons of the First World War, which concluded that offensive action through mobile warfare was the key to success on the battlefield. Although the General Staff was forbidden by the Allies, Seeckt connived to create a hidden staff within the army bureaucracy and placed the most talented officers within its ranks. A small air staff was also created in order to study aviation technology.[87] During the early 1920s, the Reichswehr focused primarily on training and developing new doctrine, since funds were limited. Throughout

the period 1925–32, German defence spending was less than 2 per cent of GNP (around RM 700 million) or roughly one-third of what the French and the British were spending on defence. Furthermore, the efforts of Allied inspection teams to enforce disarmament complicated German efforts to conduct military research.

It was Seeckt who chose to reach out to the Soviet Union in order to assist Germany in covertly developing new weapons.[88] Both regimes were regarded as international pariahs and were in a position to help each other; Germany had advanced military technology which the Red Army needed and the Soviet Union had distant training facilities, which the Reichswehr needed. Seeckt established a covert group known as Sondergruppe R to conduct German–Soviet military technical collaboration and put individuals in it he could trust, like Oberstleutnant Fedor von Bock and Major Kurt von Schleicher. After the Treaty of Rapallo normalized Soviet–German relations in 1922, Seeckt began moving towards his goal of establishing secret testing facilities in the Soviet Union, out of sight of Allied inspectors. In 1926, the Kampffliegerschule Lipezk (Lipetsk flying school) was opened and the Germans used 50 Dutch-built Fokker D.XIII fighters there for flight training and ground attack experiments.[89] The role of the Lipetsk facility was critical in shaping future German doctrines for the use of fighters and close air support aircraft.[90] Three years later, the Panzerschule Kama (Kama tank school) was opened and Germany began testing experimental tanks in the Soviet Union. As a result of these experiments, the Reichswehr was able to figure out what kind of tanks it would need and to develop an appreciation for modern tactical communications and close air support.

Initially, Seeckt emphasized the need for inexpensive, defensive weaponry, which yielded the 7.5cm light infantry gun in 1928. Under the Treaty of Versailles, German industry was permitted to build new artillery pieces up to 7.5cm, but nothing larger. Yet as part of the effort to evade the treaty restrictions, German companies used foreign subsidiary companies to conduct covert research and design work that could not be conducted on German soil. Thus, in 1929, Rheinmetall-

Borsig purchased a controlling interest in the Swiss ammunition firm Solothurn AG in order to provide a platform for developing a new family of automatic weapons. Two engineers from Rheinmetall, Fritz Herlach and Theodor Rakula, began designing a new 2cm automatic heavy anti-tank rifle at Solothurn's facility and by 1930 their prototype emerged as the 2cm ST-5, which could be used as either an anti-tank or anti-aircraft weapon. Export sales to Bulgaria and South America were used to fund further improvements and the result was the 2cm Flak 30. Rheinmetall sold the design for the new 3.7cm Pak anti-tank gun to the Soviets and the proceeds were invested in developing new field artillery pieces for the Reichswehr. Since the German armaments giant Krupp could not produce heavy artillery in its Ruhr factories, it acquired a controlling share of the Swedish armaments firm of Bofors, which enabled design work to occur outside Germany. Krupp developed the 8.8cm Flak 18 anti-aircraft gun in conjunction with Bofors in the late 1920s, but production did not begin in Germany until 1933. New weapons were built only in limited quantities and generally kept out of sight; troops used wooden mock-ups in training exercises in Germany, which helped to deceive Allied inspectors. In addition, the Reichswehr made a considerable investment in developing tactical communications.[91]

One of the biggest obstacles to the creation of new German military aircraft was the lack of suitable engines for prototypes. After the First World War, the German aviation industry had shrunk to just seven firms, of which Junkers, Heinkel and Dornier were the largest. Allied inspectors closely monitored these firms in the 1920s and restricted their efforts to develop new engines suitable for military aircraft, which Germany was not supposed to possess. However, German firms were able to obtain licences to produce two foreign radial engines – the Pratt & Whitney Hornet and the Bristol Jupiter. Eventually, the British sold supercharger technology to German companies, which enabled German engineers to stay abreast of technological developments and conduct clandestine research and development programmes.[92] The failure of the Anglo-French intelligence services to

detect these clandestine German weapons research programmes was easily one of the greatest intelligence failures of the 20th century and the repercussions were catastrophic.

Despite very limited funding throughout the 1920s, the Reichswehr made excellent use of what it had and by the 1927 field manoeuvres, it was already experimenting with motorized infantry and using tactical radios to control troop movements.[93] At this point, Germany was only spending about RM 70 million (about $16.6 million) per year on new weapons, or roughly 9 per cent of its defence budget.[94] Nevertheless, by 1929 the Reichswehr was planning to triple its forces to 21 divisions and add an air arm with 150 aircraft when the political circumstances were ripe. Part of this planning effort included developing the requirements for a 15-tonne medium tank armed with a 7.5cm gun and writing organization tables for a *Panzer-Abteilung* (tank battalion).[95] Although the Reichswehr did not yet have tanks, it trained as though it did, using mock-ups. Inevitably some mistakes were made, particularly in the selection of wheeled transport; too many dissimilar vehicles were taken into service in order to meet the goals of motorization and a number of vehicles would prove poorly suited to off-road or muddy conditions. Another serious mistake, which was not immediately obvious, was in allowing the Reichsmarine to devote significant resources towards building the Deutschland-class cruisers for prestige purposes; each of these 'pocket battleships' cost over RM 80 million, or more than the Heer's annual budget for new weaponry.

Even in secret, the Reichswehr spent a significant amount of effort preparing to recreate an air force. In the period 1926–32, the Reichswehr spent RM 170 million (about $40 million) on aviation modernization, most of which went for research and development. Assisted by infusions of Anglo-American technology, Daimler-Benz and Junkers took the lead in developing new piston engines, but they would not be ready until 1932. Consequently, most of the early German prototype aircraft flew with modified copies of foreign engines. By 1929 Dornier was testing prototype bombers at Lipetsk

and three years later the Dornier Do 11 bomber entered service, disguised as a freight transport. In addition, the Reichswehr planned to create a potent Flak arm with a total of 55 anti-aircraft batteries. Doctrinally, the air staff placed primary emphasis upon providing close air support to mechanized units which were expected to comprise the *Schwerpunkt* (main effort) in an offensive operation.[96] Reichswehr staff officers were quick to recognize the powerful combat synergy produced by the marriage of mechanized forces and close air support and they modernized their air and ground forces with this concept as a guiding principle.

After the French Army withdrew from the Rhineland in 1930, the Reichswehr became more brazen about secretly testing prototype tanks and fighters on German soil. Generalmajor Oswald Lutz was put in charge of the army motorization programme in April 1931 and he established a requirement to build a tracked armoured vehicle for training purposes. By July 1932, Krupp had built a prototype and it was approved for production. At this point, the combat value of this 5-tonne vehicle – which evolved into the Pz I light tank – was less important than getting German major firms like Krupp, Henschel and Daimler-Benz to retool for large-scale armaments projects. Similarly, Germany began to covertly rebuild an air arm, with the manufacture of 56 military aircraft in 1932 and 55 in 1932, including the first Arado Ar 64 biplane fighters. Within the covert air staff, Oberstleutnant Helmuth Felmy drafted a plan to deploy an air force with 720 aircraft by 1938.[97] These tentative plans were tempered by the fact that Germany's aircraft industry was still rudimentary. It is also important to note that German military doctrine in the Reichswehr period was still primarily defensive and the army was being trained and structured to fight a medium-size power like Poland, which Seeckt had regarded as a natural enemy.[98] Although the Reichswehr laid the groundwork for the doctrine and tools that the Wehrmacht would one day use to defeat France, the military was being structured to fight short, mobile campaigns against mid-size enemies, not protracted wars against large coalitions.

In June 1932, Kurt von Schleicher, formerly of Sondergruppe R, became the new defence minister and Germany began moving towards open rearmament. Schleicher authorized a programme known as the *Umbau* (Conversion) Plan, which envisioned expanding the army to 21 divisions, although the active army would only increase to 147,000 troops and reserves would make up the difference.[99] Schleicher briefly served as chancellor of Germany and while he paved the way for rearmament, he shrank from openly provoking the Anglo-French. In January 1933, Hitler became chancellor and he immediately made it clear that rearmament was a priority. Four months later, Hitler's close ally Herman Göring oversaw the creation of the Air Ministry (RLM or Reichsluftfahrtministerium), ostensibly to supervise commercial aviation but in reality to pave the way for an independent air force and to jump-start the German aviation industry. Göring directed the RLM to invest large sums in the aviation industry, which in the course of a single year quadrupled the work force.[100] One of the firms that benefited from this government largesse was the bankrupt Bavarian BFW and its talented engineer, Willy Messerschmitt. In July 1933, the RLM issued requirements for a new single-seat fighter and BFW was one of several firms that competed for the contract. Eventually, Messerschmitt's prototype was chosen and would enter service as the Bf 109 fighter. In addition, the RLM initiated a programme to develop dive-bombers at the instigation of First World War ace Ernst Udet; the first was the He 50 in 1935, followed by Henschel's Hs 123 and later the Junkers Ju 87.

In 1933, the Reichswehr laid the doctrinal groundwork for German military modernization by issuing a new field manual named *Truppenführung* (Troop Leadership). The new manual stressed initiative, offensive action, manoeuvre and combined arms warfare – all hallmarks of the future Wehrmacht of 1940–42.[101] Thus, the Germans took the correct approach of studying the lessons learned from the First World War, using these lessons to formulate a new doctrine and then developing the weapons to meet the requirements of the new doctrine. German military modernization efforts in the

1930s reflected a balanced alignment of doctrine and technology, unlike the Anglo-French who placed much more emphasis upon technology while neglecting doctrinal improvements.

Hitler made his first openly provocative move in June 1933, when he announced that Germany would no longer make payments on its RM 19 billion foreign debts. At the same time, his cabinet approved an allocation of RM 35 billion for rearmament over the next eight years, which meant increasing defence spending to nearly 10 per cent of GNP. Under this plan, the first phase of rearmament would see the RLM build an air force equipped with 2,000 aircraft by 1935 and the army expand to 300,000 men in 21 divisions by 1937. In the second phase, Germany would develop an offensive strike capability, to be ready by 1941.[102] Privately, Hitler confided that the intent of his rearmament was to 'utterly crush France'.

German rearmament began slowly in early 1934. In February, Krupp began delivering the first pre-production Pz I light tanks, which did not yet including rotating turrets or armament. Nevertheless, Oberst Heinz Guderian, working under Lutz, began forming a small experimental mechanized *Kampfgruppe* (battle group). From the beginning, Lutz and Guderian resisted the notion of forming tank-pure units and favoured combined arms formations. Guderian's experimental team included a platoon of the Pz I light tanks, two platoons of armoured cars, a motorcycle platoon for reconnaissance and a motorized platoon equipped with 3.7cm Pak anti-tank guns. In April 1934, Guderian demonstrated his mechanized team to Hitler, who enthusiastically exclaimed, 'That's what I want! That's what I mean to have!'[103] It is rare in military history that a weapon system in such a primitive state gets such blanket endorsement from a political leader, but certainly no politicians in England or France were so interested or enthusiastic about military modernization.

Aside from trying to develop tanks, the German motorization programme focused heavily on armoured cars and motorcycles, since these were both relatively easy for German industry to produce in

quantity in the early 1930s. The SdKfz 231 armoured car, which entered service in 1932, was armed with a 2cm cannon, had 5–8mm of armoured protection and could move at up to 70km/h – which actually compared favourably with the Pz I. The Reichsheer was also enthusiastically purchasing BMW motorcycles such as the R-4 and R-12 with sidecar. Together, the armoured cars and motorcycles enabled the formation of the first motorized reconnaissance battalions, which combined mobility and firepower.

After President Hindenburg's death in August 1934, Hitler gained total control over Germany and he began to implement his rearmament plans. Initially, Hitler tried to avoid openly antagonizing the Anglo-French, so rearmament measures were concealed. In particular, he wanted to keep the new tanks and aircraft out of sight until they were available in numbers. Although the He 51 biplane fighter began entering service in July 1934, it was officially referred to as a trainer and the first fighter squadron was not operational until April 1935. Part of the reason for this subterfuge was that German rearmament required a certain amount of foreign technology infusion to jump-start programmes, but this would not be forthcoming once Hitler revealed his long-term intentions. The RLM was particularly dependent upon foreign-imported technology: not only were two US-built F11C Goshawk dive-bombers purchased in 1933 for a total of $23,000, but Junkers managed to purchase ten state-of-the-art Rolls-Royce Kestrel engines for £20,514.[104] The Rolls-Royce engines were used to power the prototypes of both the Ju 87 dive-bomber and the Bf 109 fighter.

It was not until 9 March 1935 that Hitler publicly revealed the existence of the heretofore-secret Luftwaffe. At the start, the Luftwaffe had 10,000 personnel assigned to flight units and 7,200 Flak troops.[105] Although Göring boasted that he had 2,500 aircraft, in fact he had only 1,800 and most were trainers or reconnaissance machines. The Luftwaffe's first-line combat strength in March 1935, a total of 674 combat aircraft, consisted of three squadrons of biplane fighters (Ar 65 and He 51) and five squadrons of bombers (Do 11 and

Ju 52).[106] Considering that most of the bombers were antiquated Ju 52 transport planes, it was not much of a force, but it raised alarm in London and Paris. On 15 March, Hitler announced the reintroduction of conscription and his intent to increase the army to 36 divisions with 500,000 men. By May, the Reichswehr was renamed the Wehrmacht and it was clear to the Anglo-French that Hitler was openly defying the Treaty of Versailles and committed to rearmament. Yet Hitler continued to obfuscate in order to buy time, stating on 21 May 1935 that, 'Germany wants to rearm only because she wants to be equal; otherwise she does not threaten anybody.'[107]

In October 1935, Hitler decided to drop pretence and announced the formation of three Panzer-Divisionen, which included a total of 12 Panzer-Abteilungen. At the time, there were just over 300 Pz I light tanks available, even though the tables of organization said that each division was supposed to have roughly 500 light tanks.[108] The real motorized core of these early Panzer-Divisionen was in fact their *Aufklärungs-Abteilungen* (reconnaissance battalions) and *Kradschützen-Bataillonen* (motorcycle infantry battalions), equipped with armoured cars, motorcycles and light trucks. Otherwise, these partly formed divisions lacked the support units to operate as combined arms teams. For example, the 1. Panzer-Division was not completely formed with supply and maintenance sub-units until early 1938.[109] Nevertheless, Hitler wanted the creation of these obviously offensively oriented formations to deter and unnerve the French, who still only had the 1ère DLM. Like the Anglo-French, Hitler hoped to bluff his enemies into believing that Germany was militarily too strong to oppose.

Unlike the British or the French, the Germans put a massive effort into developing mobile air defence capabilities once Hitler allowed domestic production of weapons that had been in covert development for years. Rheinmetall began series production of the Flak 30 in Düsseldorf in 1934. Since the 2cm Flak 30 was inexpensive, it could be easily mass-produced and was provided to all the branches of the Wehrmacht. The 8.8cm Flak 18 also entered series production, providing an excellent medium anti-aircraft gun.

Although Hitler had opened the floodgates for defence spending, German rearmament efforts in 1934–35 were slowed by a host of lingering technical problems in developing new weapons and the limited capacity of German industry to build these weapons in quantity. For the Heer, the artillery programme (10cm s.K18, 10.5cm l.FH18 and 15cm s.FH18) and the infantry weapons programme (8cm Grw 34 mortar, 7.92mm MG34 and 7.92mm Kar98k rifle) were all bearing fruit and beginning to enhance German tactical firepower. Likewise, the introduction of the 2cm Flak 30 and the S-Mine anti-personnel mine stiffened German defensive capabilities. However, the medium tank programme had run into problems and had split into two new tanks: the Pz III that was optimized to fight enemy tanks and the Pz IV that was designed to fight enemy bunkers and infantry. As a stop-gap solution to providing something more than just the Pz I tank, the Heereswaffenamt (Army Weapons Department) decided to develop another light tank, designated the Pz II. Furthermore, there was resistance within parts of the Wehrmacht High Command to the creation of independent Panzer-Divisionen, since more conservative officers felt that this step would deprive infantry divisions of armoured support. Consequently, the *Sturmartillerie* (assault artillery) concept was created by Oberst Erich von Manstein and recommended mounting artillery pieces on tank chassis to support the infantry. Thus by 1935, Germany was trying to develop three new types of tanks and an assault gun, which seriously strained the small armoured vehicle industry.

Likewise, the Luftwaffe was armed entirely with biplane fighters, underpowered bombers and tactical support aircraft of limited combat capability in 1935–36. Improved fighters and true bombers were in development, but would not be ready before mid-1937. The RLM had a brief infatuation with heavy bombers and funded the Dornier Do 19 bomber project, but the prototype proved inadequate. Consequently, the RLM shifted back to an emphasis upon tactical aircraft which could be built in quantity. Germany industry produced 3,183 military aircraft in 1935 – mostly auxiliary machines, but a

370 per cent improvement over the previous year. In addition, the RLM made prudent investments in radar and night navigation systems. After the German firm GEMA GbH achieved a technical breakthrough by developing the first cavity magnetron in early 1935, the RLM began a programme in 1936 to develop the Freya early warning radar. Likewise, the RLM funded the development of the civilian Lorenz radio navigation system into a military navigation aid for night bombing – the first of its kind in the world.[110] However, the Anglo-French air staffs remained ignorant of the Luftwaffe's true technical capabilities due to a combination of Nazi propaganda and inadequate intelligence collection, which made it difficult to fine-tune their own modernization efforts.

In late 1935, the Wehrmacht's bureaucracy began to tinker with Hitler's rearmament plans. In December 1935, General der Artillerie Ludwig Beck, chief of the General Staff, decided to add 48 Panzer-Abteilungen to the force structure, which effectively quadrupled the amount of armour the Wehrmacht expected to have by 1939. However, Beck's purpose was to keep some armour available for direct infantry support, which contravened Lutz's concept of large, independent armour units. In June 1936, Generalmajor Friedrich Fromm, a senior planner in the Oberkommando des Heeres (OKH, German Army High Command), drafted a memorandum to create a 3.6 million-man field army by October 1940. Fromm's plan called for the establishment of 102 divisions (including three Panzer, three light mechanized, four motorized infantry, 68 infantry, 21 Landwehr and 4 miscellaneous units), equipped with a total of 1,800 tanks and over 90,000 motor vehicles. This was an enormous programme, larger and faster than Hitler had envisioned, and Adam Tooze states that, 'constructing this enormous fighting force would stretch the German economy to its limit.'[111]

In fact, the Achilles heel of German military modernization was the lack of sufficient raw materials to build all the equipment and ammunition required to meet the ambitious goals established in 1936. Hitler could throw money at German firms to jump-start programmes,

but without adequate raw materials and skilled labour, production could not meet demand. In particular, Germany imported a large amount of its copper, iron ore, chromite, tungsten and manganese from France or Commonwealth countries, which had to be paid for in foreign currencies. However, Germany was very short on foreign currency reserves in the mid-1930s and was not able to import the amounts of critical raw materials required. By defaulting on Germany's foreign debt, Hitler could not borrow from foreign lenders. As it was, Britain purchased shipments of iron ore from Sweden in order to deny it to Germany and a co-ordinated effort by Britain and France to embargo critical resources could have seriously endangered Hitler's rearmament programme. Indeed, it is difficult to understand how France could continue to sell iron ore and copper ore to Germany after the Rhineland Crisis, but it did. The reason for the failure to employ sanctions is fairly simple – both Britain and France were worried that sanctions would force Hitler to become more aggressive and they were unprepared for military action.

So Hitler ignored the economic costs in order to ram through his rearmament programmes before the Anglo-French could react. In August 1936, he personally drafted the Four Year Plan, in which he stated that 'the extent of the military development of our resources cannot be too large, nor its pace too swift …'[112] Henceforth, Hitler embarked upon a quest for military supremacy in order to push his revanchist agenda in Europe. The pace of the Luftwaffe's rapid conversion from shadow air force to full-fledged air power was especially phenomenal. The new Wehrmacht was being formed into an offensive tool, unlike the Anglo-French militaries that were primarily oriented towards deterrent roles. Germany's shift from severely limited Reichswehr to nascent military threat was so abrupt that it caught the Anglo-French by surprise. Even with better strategic intelligence, it would have been difficult for political leaders in London or Paris to accept that Germany's leadership was willing to spend more than 10 per cent of GNP while still emerging from a major economic depression. Thus, strategic surprise, caused by Hitler's bold disregard

for economic facts, enabled German rearmament to surpass Anglo-French modernization programmes.

Hitler pushed the expansion of the Wehrmacht to the limits of Germany's resources. Having eliminated domestic political opposition, the only real constraint upon his rearmament programmes – which were popular in Germany because they helped to reduce unemployment – was the limited amount of foreign currency available to purchase critical resources like copper, manganese and rubber. Nevertheless, in the space of just six years, Hitler was able to build up a powerful offensive force, geared for short, sharp campaigns. German military expansion was so rapid that it caught everyone by surprise; the 100,000 man Reichsheer with ten divisions was expanded seven-fold to the 750,000-man Heer with 45 divisions by the time of the Munich Crisis in September 1938. The Luftwaffe's expansion was even more dramatic, from a handful of training aircraft in 1933 to an aerial armada with 243 squadrons and 2,928 aircraft by September 1938.[113] Indeed, the resurgence of German military power was without precedent in military history and left the British and French militaries struggling to keep up. By the time of Munich, Hitler had a larger army than the French and a larger air force than the British.

Hitler also allowed the creation of the Waffen-SS, which would eventually compete with the Heer for material and personnel. Starting from the company-size detachment SS-Leibstandarte SS Adolf Hitler (LSSAH) in 1933, the Waffen-SS began to form larger regimental-size units known as SS-*Standarten* ('Deutschland', 'Germania') in 1936, followed by SS-Standarte 'Der Führer' in 1938. SS-Reichsführer Heinrich Himmler, head of the SS, demanded the best equipment for his units and they were fully motorized and provided with the latest anti-tank weapons and artillery. Altogether, by 1938 the Waffen-SS units were equivalent to a reinforced motorized infantry division and the SS-Division 'Totenkopf' was formed after the outbreak of the war. Consequently, the creation of two motorized divisions for the Waffen-SS meant two less motorized infantry divisions for the Heer.

Rapid expansion did not come without costs. The German economy was still relatively anaemic even by 1937 and could not build enough motor transport to motorize more than about 10–12 per cent of the Heer. Thus, most of the new German divisions still relied upon horses to pull their artillery and supplies. Indeed, the Wehrmacht was never able to break its dependence upon the horse, which meant that only the handful of motorized units could conduct rapid manoeuvre warfare. A second cost was the dilution of trained officer and NCO cadres from the elite Reichsheer. The Heer raised its infantry divisions in waves (*Wellen*), with 36 divisions formed in the 1. Welle. The new divisions were formed by splitting each of the original ten Reichsheer divisions into several new sub-units, which mixed professional cadre with conscripts. The infantry divisions formed in later waves consisted of older reservists and Landwehr, including veterans of the First World War. Quality simply could not be maintained across the entire force structure, with the result that the Wehrmacht evolved into a hierarchical organization: a small number of elite divisions, a larger number of good divisions and a number of divisions really only suited for defence. When Austria was incorporated into the Reich with the *Anschluss* in March 1938, this proved a boon since over 100,000 active and reserve troops from the Austrian Bundesheer were absorbed into the Wehrmacht, including many professional officers and NCOs. The addition of trained Austrian cadres enabled the Heer to form eight new divisions during mid-1938, including three mountain divisions (*Gebirgs-Divisionen*). The Austrian Schnelle Division, a light armoured unit, was refashioned as the 4. Leichte-Division (4th Light Division).

Another chronic weakness created by rapid expansion was that German industry could not supply enough modern infantry weapons, tactical radios and a myriad of other items for the reserve and Landwehr units, which had to make do with obsolescent weapons like the Gewehr 98 rifle, MG08 machine gun and 10.5cm FH16 howitzer. When Austria and later Czechoslovakia were absorbed, equipment from both these sources – particularly artillery and motor transport – proved critical in filling shortages within the divisions of 2. Welle and

3. Welle, which enabled them to be considered combat ready. However, insufficient domestic production continuously forced the Wehrmacht to add captured equipment into its inventories to redress shortfalls, which made standardization impossible and complicated logistics. The situation was particularly acute in terms of motor transport; the Wehrmacht had 114 different truck types in service by mid-1939, including Austrian-built Steyr vehicles and Czech-built Skodas. An effort was made to rectify this problem, first with the Uniform Diesel truck in 1937 and later the Schell Programme in March 1939, but standardization remained an elusive goal for the Wehrmacht.[114] In short campaigns, this kind of weakness did not matter, but in longer campaigns, like North Africa and Russia, the lack of standardization would undermine logistic sustainability of the field armies.

Despite forming their first three Panzer-Divisionen in 1935, the Heer had no gun-armed medium tanks until early 1938, when the first pre-production Pz III and Pz IV models began to enter service. Initial models were problematic, particularly the Pz III with its defective transmission, so series production did not begin in earnest until the end of 1938. Although the German tank industry could crank out fairly large numbers of Pz I and Pz II light tanks, German factories had as much difficulty starting mass-production of the Pz III and Pz IV medium tanks as French factories had with the Char B1 bis and Somua S35. The Pz III and the Pz IV were designed to be complementary, with the first optimized for anti-armour combat with its high velocity 3.7cm KwK 36 L/45 gun and the second designed as a fire support vehicle with its low-velocity 7.5cm KwK 37 L/24 gun. However, so few of these medium tanks were available that the light tanks would form the bulk of German armoured combat power until 1941. Compared to the French medium and heavy tanks, the German medium tanks had less firepower and less armoured protection, but had better mobility and a more reliable engine.

If not for the equipment acquired when Czechoslovakia was forcibly incorporated into the Reich in March 1939, the Heer would have been even more outclassed in armoured capability in 1940. The

Germans acquired a number of well-designed Czech tanks, including over 200 LT vz.35 and ten LT vz.38; these were adopted into German service as the Pz 35(t) and Pz 38(t). The Pz 38(t) was an excellent design for 1939 and so well-suited to German needs that the Skoda plant was allowed to remain functional so it could begin serial production of this model. Eventually, the acquisition of the Czech tanks would enable the Heer to form three more Panzer-Divisionen.

Most of the other important Heer equipment programmes – artillery, anti-tank guns and small arms – were in serial production by 1938 and sufficient quantities would be available for at least the active divisions. The most serious deficiency impacting the readiness was the shortage of steel to make new weapons and copper for ammunition manufacture. Germany had been forced to begin rationing steel in February 1937 and army programmes were only getting 72 per cent of the steel needed to reach the goals of Hitler's rearmament plan. By early 1938, Germany's reserve foreign exchange was nearly depleted and without it there could be no further purchases of foreign raw materials. However, the incorporation of Austria temporarily eased this situation because the Austrian reserves were simply appropriated, which provided the funds for one final splurge of foreign purchases.[115] By 1939, Germany was able to accumulate a seven-month stockpile of copper and 18 months' worth of manganese, but most of its other stocks of raw materials would only be sufficient for six to ten months' worth of production.[116] Although Hitler hoped to create an autarkic economy by domestic production of synthetic fuel and synthetic rubber, these programmes would not be able to completely replace foreign imports until 1942.

Despite the diplomatic success achieved in the Munich Crisis, the German military rearmament programme was forced to scale back a number of programmes in early 1939 due to the shortage of materials. The production of MG34 machine guns was reduced by nearly 80 per cent, field artillery was cut by 45 per cent and tank production by 50 per cent. Ammunition production was particularly hard hit and projected stockpiles were deferred until 1942; the Wehrmacht would

go to war in September 1939 with only enough ammunition for two weeks of heavy combat.[117] Nevertheless, the Heer proceeded to form two more Panzer-Divisionen and three more Leichte-Divisionen after the Munich Crisis, even though the first four mechanized divisions were still incomplete.

Adding to the Wehrmacht's discomfiture caused by equipment shortages, Hitler introduced several additional complications. In May 1938, Hitler decided to accelerate work on the West Wall fortifications, which had been begun after the reoccupation of the Rhineland in 1936. The West Wall defences required a great deal of resources, particularly iron and steel – which was also needed to manufacture ammunition and tanks. Yet Hitler was increasingly worried about the Wehrmacht's unpreparedness to fight a two-front war and wanted some insurance policy against the possibility of an Anglo-French military response while Germany was preoccupied with a war in the east against Czechoslovakia or Poland. The diversion of resources to the West Wall programme reduced the amount of resources that were put into mobile forces, just as the Maginot Line did with the French Army. A second complication introduced by Hitler was his decision to afford greater priority to the Kriegsmarine, which had been relatively neglected in the early stages of rearmament. Initially, Hitler wanted to avoid antagonizing Great Britain by building up a large surface fleet, as Imperial Germany had done, but he changed his mind once the likelihood of a general war began to increase. In late 1938, the Kriegsmarine had launched its first aircraft carrier and in March 1939, Hitler approved the Z-Plan, which envisioned building a fleet that could go head-to-head against the Royal Navy. More steel and skilled labour was diverted to build new battleships, instead of equipment for the Heer or Luftwaffe. If Hitler had been serious about preparing the Wehrmacht for full-scale war, he would have ensured that the Panzer-Divisionen were properly equipped with medium tanks, tracked support vehicles and mobile artillery, instead of filling them out with a hodgepodge of vehicles.

While the Heer struggled to bring its divisions up to combat readiness, the Luftwaffe expanded at an unprecedented rate. In

particular, the Bf 109 fighter was rushed into serial production and over 1,000 were built in 1936–38. Although the early models had significant defects, by late 1938 the much-improved Bf 109E was in production, with about 110 rolling off the production line each month. The Bf 109E was significantly superior to all of the French fighters and the only Allied fighter that could seriously oppose it was the British Spitfire, which were fewer in number. However, it is important to note that the Bf 109 was intended for offensive counter-air missions – to clear enemy air space – not to defend German airspace. Göring structured the Luftwaffe for offensive missions but allowed several defensive programmes such as the Bf 110 bomber destroyer and the Freya early warning radar. In addition, the Luftwaffe built up a very large anti-aircraft force, which had the agility to defend German cities or operate with the field armies.

Once the Bf 109s had secured local air superiority, German medium bombers would be employed to conduct deep attacks against key targets like enemy airfields, railyards and reserve concentrations. Göring ensured that he would have a large twin-engine bomber force available, based primarily upon the He 111H and the Do 17Z. Both were decent but not great designs, but they could be built in quantity by 1938. The Luftwaffe's future workhorse would be the Ju 88 bomber, which was just entering production in mid-1939. Unlike the French, the Luftwaffe did not neglect the close air support mission and the introduction of the Ju 87B dive-bomber was a major development. Although the Ju 87 itself was not a particularly remarkable design, the units to which it was assigned only had one real function – support the Heer's spearhead units. Having divested itself of the strategic bombing mission and not having to focus much on air defence, the Luftwaffe could focus on offensive and tactical capabilities that were best suited to supporting combined arms operations.

Not only was the Luftwaffe receiving good aircraft and in quantity, but it was afforded the opportunity to test its aircraft and pilots in combat conditions in Spain in 1936–39. Initially, the Legion Condor arrived in Spain in August 1936 to support the Nationalists with He 51

biplane fighters and Ju 52 bomber/transports but once the Soviets began providing the Republican side with modern aircraft, the Luftwaffe decided to send its best aircraft. Jagdgruppe (fighter group) 88 (JG 88) received Bf 109B fighters in March 1937 and its pilots soon ran up impressive scores against Soviet and Republican pilots. During the course of the Spanish Civil War, 26 Condor Legion pilots achieved 'ace' status, including Oberleutnant Werner Mölders and Oberleutnant Günther Lützow. These aces returned to Germany and helped to refine German fighter tactics with the introduction of the *Vierfingerschwarm* (Finger-Four) formation. German bombers and Ju 87 Stukas were also able to refine their tactics in Spain. In one memorable operation in April 1937, the Condor Legion conducted a mass attack on Republican positions near Bilbao; 60 tonnes of bombs were dropped in two minutes, which caused enemy resistance to break.[118] These tactics of offensive counter-air sweeps followed by maximum bombing effort in support of ground offensives would be repeated by the Luftwaffe in Poland and the west in 1939–40. Intervention in Spain validated the effectiveness of the Luftwaffe's aircraft, pilots and tactics.

By early 1939, Hitler had a battle-proven Luftwaffe that was numerically superior to the Anglo-French air forces and his Heer was capable of major offensive operations. Based upon the delays caused by material shortages, the Wehrmacht would not be fully operational until at least 1941. Yet one can see why Hitler was tempted to push the situation with Poland – to remove France's last ally in Eastern Europe – before Anglo-French rearmament programmes closed the gap in military capabilities. Although Hitler was not seeking a general European war when he began aggressive moves against Poland, he preferred to take the risk when he believed that he had a strong hand.

The Last-Minute Scramble, 1937–39

After the Rhineland Crisis, both Britain and France got serious about rearmament, although they did not yet co-ordinate their efforts. While

politicians in London and Paris were alarmed by Hitler's provocative actions, their military leaders were not yet ready to share contingency plans or sensitive technology. For his part, Hitler stepped up German rearmament to gain a military advantage before the Anglo-French could unite to oppose his foreign policy objectives. Having pulled off his coup in the Rhineland without any serious external reaction, Hitler was now emboldened. All three countries' militaries switched from an emphasis on technology development to mass-production, intent upon deploying their best aircraft, tanks and other weapons in quantity. In an arms race of this sort, with time as a dominant factor, each side was forced to make difficult choices, some of which turned out in retrospect to be mistakes.

In France, progress was slow in 1936–37 due to the difficulty of French industry to suddenly shift into mass-production. The French Army made some good technical choices about tanks, favouring all-welded construction and sloped armour to increase ballistic protection, but for industry this was a revolutionary change that required new manufacturing techniques, high-quality machine tools and skilled workers. In particular, the state-run Atelier de Puteaux (APX) plant, which designed and built the turrets for most of the new tank designs, encountered serious difficulties and could not keep up with demand. By 1936, French companies were beginning to produce tank hulls, but their turrets were often not available for months. Nor did it help that the French Army had placed orders for six different types of tank, which meant there was little standardization of parts. Each tank had its own unique engine, unlike the German medium tanks which shared the same engine. Rather than building complete tanks in one factory, French industry built the sub-components in multiple sites, which created multiple delays. Although French industry managed to manufacture over 400 tanks in both 1936 and 1937, the number actually accepted into service was quite small, which hindered both training and the formation of larger units.

The first Char B1 tank was delivered in December 1935, but there were not enough available to form a battalion until January 1938. The

much-improved Char B1 bis began rolling off the production line in February 1937, but the first battalion was not formed until September 1938. By the summer of 1939, monthly production output was still only four or five Char B1 bis tanks, so it took about seven months to build enough to form a single battalion. By September 1939, the French Army had only managed to form three tank battalions equipped with the Char B1 bis. Efforts to establish an armoured division were hampered by the CSG's insistence on waiting until sufficient numbers of Char B tanks were available. In the interim, a training group was established at Nancy in February 1938, using an *ad hoc* formation of three tank battalions (one each of D1, D2 and B1 tanks) and three artillery groups. The Nancy Training Group conducted only limited tests – not full-scale manoeuvres – and had no attached infantry or support troops. It was not until December 1938 – after the Munich Crisis – that the CSG finally authorized the creation of two armoured divisions (*divisions cuirassées*, or DCR) by 1940.[119] Organizationally, the DCRs were tank heavy, with 160 tanks (70 Char B1 bis and 90 H39) in four battalions. However, the DCR had only a single motorized infantry battalion, two artillery battalions, minimal reconnaissance and support troops and no air defence. Thus, after all the delay for Char B1 bis production to catch up, the DCR organization itself proved to be much less capable than the German Panzer-Divisionen.

The cavalry branch enjoyed more success with its light mechanized divisions, although it was equally hampered by equipment shortages for most of 1937–39. The excellent Somua S35 cavalry tank and the Panhard 178 armoured car both began entering service in February 1937, although the first models of the S35 were still missing components and not fully operational until 1938. The tendency of French industry to deliver weapons in an incomplete state is an important part of the disaster that unfolded in 1940, since it negatively impacted training and distorted senior leaders' perception about the effectiveness of their units. Once enough vehicles were available, the CSG agreed to create another mechanized division, so the 5e Division Cuirassée was converted into the 2e DLM in July 1937. However,

since neither the Somua S35 nor Hotchkiss H35 cavalry tanks were available in quantity, the two DLMs were not fully equipped until mid-1938. Although not tank divisions, these DLMs were powerful formations, each comprising two reconnaissance, four armour, three motorized infantry, three artillery and one engineer battalions – a solid combined arms force. The only real weakness in the DLM organization was the inadequate amount of organic support units. Both DLMs trained extensively in 1937–39 and were honed into two of the best, most modern divisions in the French Army.

The French Army of 1940 has often been accused of splitting its armour up into impotent 'penny packets', by which critics mean the large number of tanks in independent battalions. Time would prove that the infantry support mission was a valid role for tanks and it was later employed successfully by other major armies (e.g. the Germans created assault gun battalions to support their infantry divisions and the US Army attached tank battalions to infantry divisions). The real problem was not tanks being diverted to the infantry support mission, but the fact that these infantry tanks lacked the firepower or mobility to successfully conduct any other mission. By 1937, enough of the new Renault R35 and Hotchkiss H35 infantry tanks had been built to begin forming battalions. Unfortunately, the R35 proved disappointing: not only was it weak in terms of firepower and mobility, but its armoured protection was also deficient. Field tests in June 1937 revealed that the Hotchkiss 25mm anti-tank gun could easily penetrate the R35's armour. The Hotchkiss H35 infantry tank was even more problematic. By mid-1937, the French Army realized that Gamelin's tank programme was scheduled to purchase almost 2,000 of these inferior vehicles and requested improved models with better armament in later tranches; this decision resulted in the marginally better R40 and H39 infantry tanks entering service in 1939–40. In order to hedge their bets, the CSG also decided to place an order for 100 infantry tanks from *Forges et Chantiers de la Méditerranée* (FCM); the diesel-powered FCM36 infantry tank was an interesting design that boasted all-

welded construction and sloped armour at a time when most tanks were built with simple riveted slabs of armour plate but it added no real capability.

By 1940, the French Army would have 25 independent tank battalions (each with 45 tanks) equipped with these three new types of infantry tanks; this allowed each French field army to have three to five battalions, which could be used to support individual divisions. On paper, this meant that each French army had 100–200 tanks, which could be used either as a powerful concentrated mobile reserve for counter-attacks or dispersed to stiffen each division's defensive sector. In reality, none of the infantry tanks could move quickly enough to respond to an enemy breakthrough and even if they managed to confront enemy tanks, they were ill-prepared to fight them. In order to save money, all three of the new French infantry tanks were armed with the low-velocity 37mm SA18 gun – the same weapon as used on the FT-17 they were replacing. The SA18 was intended to engage infantry targets or small buildings, not to engage enemy tanks. Once this weakness was recognized, the CSG authorized the firepower on the infantry tanks to be upgraded with a new high-velocity weapon, which became the 37mm SA38 gun. Only a handful of infantry tanks were outfitted with the new gun in 1939–40 and most of the upgraded H39 tanks went to outfit the armoured divisions instead. Thus, the expedient decision to retain the aged SA18 gun on the new generation of infantry tanks was a serious mistake that undermined the firepower of the armoured units available to support the front-line infantry.

Under the 1936 defence appropriations, French infantry was allocated ₣2.4 billion and the artillery branch received ₣2 billion, plus another ₣1.3 billion for artillery ammunition. While some infantry units began to be re-equipped with the new MAS 36 rifle, only 250,000 rifles of this type were built between 1936 and 1940, which was not even enough for the active army. Nor did the French infantry receive a machine gun which could compete with the German MG34; instead they had to make do with the heavy Hotchkiss machine gun

from 1916. Although last-minute efforts were made to introduce semi-automatic rifles and sub-machine guns in 1939–40, the French infantry would head into the Second World War with weapons only slightly better than their predecessors had had in 1918. The artillery branch received 300 new 105mm guns, but the vast majority of the French artillery park was obsolescent by 1939.

For anti-tank defence, the French infantry would have to rely primarily upon the Hotchkiss 25mm anti-tank (SA34 and SA-L 37 versions) and the brand-new 47mm (SA37) anti-tank gun. Although the 25mm gun was more than adequate to deal with existing German tanks, the CSG was concerned that the Germans might begin to develop heavy tanks with thicker armour, so they developed a requirement for a larger anti-tank gun. Hotchkiss was able to develop a 47mm gun fairly quickly and an order for 1,214 of them was placed in 1937. Both French anti-tank weapons were excellent and capable of defeating German tanks at ranges between 500 and 1,000m, so Gamelin was satisfied. However, the nationalization of Hotchkiss in 1936 affected both anti-tank gun programmes. Even though Hotchkiss was already capable of producing 60 25mm anti-tank guns per month, the War Ministry ordered production shifted to the APX plant, which was already behind on making turrets for the new Char B1 and Somua S35 tanks. This decision slowed anti-tank gun production at a critical moment. On top of this industrial mistake, the French Army leadership regarded the 47mm gun as something of a 'secret weapon' and made the mistake of trying to keep this weapon under wraps, lest the German find out and decide to upgrade the armoured protection on their own tanks. Unfortunately, excessive secrecy meant that French officers and troops did not get to practise with the 47mm gun in pre-war training exercises and most officers were unaware of its capabilities.

France's anti-aircraft defences in the DCA (Défense Contra Avions) branch had been neglected throughout the 1930s and still relied primarily upon 13.5mm heavy machine guns for low-altitude air defence and modified 75mm anti-aircraft guns for medium-altitude defence. Some of the original 75mm Model 1897 field guns were

extensively modified for anti-aircraft use in 1934 (75mm CA Mle 32), with longer barrels and pointer systems to lead aircraft. Unfortunately, most retained barrels well worn from service in the First World War. From 1923 on, the DCA branch had five anti-aircraft regiments (regiment d'artillerie de DCA or RADCA) each with about 32 75mm guns. Since most of the DCA troops were reservists and only limited reserve training occurred before 1938, the DCA branch had no real core of trained personnel. While the DCA did not have a weapon that could attack aircraft at high altitude, the French Navy did; in 1932, the Navy purchased 35 90mm anti-aircraft guns. By 1937, the DCA was in poor condition, with obsolete weapons and untrained personnel. As part of rearmament, the DCA received over ₣400 million in 1937–39, but aside from forming two more regiments, little else was achieved. Considerable effort was spent trying to get the new Hotchkiss 25mm anti-aircraft gun into service, but only about 300 would be available by 1940. A token number of Schneider 37mm and Bofors 40mm anti-aircraft guns were purchased, but too few to matter.

About two-thirds of the army's share of the 1936 defence credits went to the field army, but the remaining ₣4.5 billion was spent on a myriad of areas, ranging from industrial mobilization to veterinary care for horses. The engineer branch received ₣308 million over four years, but apparently didn't buy much equipment. At the start of the war, the French Army only had 40,000 mines ready for use.[120] Despite the completion of the Maginot Line, the army managed to spend another ₣1.1 billion on fortifications in 1937–39, which was a considerable sum for minor improvements.

Some money was allocated for innovation and research, indicating that the French military of the 1930s was not as hidebound in regard to new technology and tactics as often depicted. In April 1937 the AdA decided to form its first airborne units, the 601e and 602e Groupes d'Infanterie de l'Air (601 GIA and 602 GIA), one based in Reims and the other in Algeria. Each group consisted of a 207-man company of parachute infantry, which was intended to parachute behind enemy lines. By creating these units, France signalled that it

had not completely abandoned offensive tactics. The GIA units were most likely created for use in North Africa, against either the Italians or local insurgents. Two months after the decision to form airborne units, the French War Ministry allocated ₣60,000 to build 12 radar detection sites near Reims. Unlike the British, who kept RDF secret, the French placed their radar sites near one of their primary training areas and actually incorporated aircraft detection into the 1938 summer manoeuvres. In addition to fixed sites, known as the Z-Network, French scientists also developed 20 mobile DEM (*détection éléctromagnétique*) sets, which could be deployed to support the field armies.[121] However, the French failed to tie their nascent radar network in with a secure communication system and instead relied upon the civilian telephone system.

While the French Army had its share of deficiencies, the real problem was in the AdA and this could not be solved simply with money. When the floodgates opened in late 1936 and the AdA budget doubled, then tripled, the Air Ministry had no new designs ready to rush into production. In 1934, the Ministry issued requirements for a new single-engine fighter and for a twin-engine heavy fighter. Morane-Saulnier was the winner for the single-seat fighter, with Bloch coming in second; the prototype MS.405 fighter first flew in 1935, but the Air Ministry felt the design was immature and wanted improvements. Meanwhile, Potez won the requirement for the heavy fighter, with Breguet coming in second. Potez was able to get a flying prototype by 1936 and series production began in May 1937. Heavy fighters were in vogue at this point, with the Luftwaffe working on its own Bf 110. The main point here is that in 1937, the French ministry was still purchasing outdated aircraft, including biplane fighters and bombers ordered under Plan II, while dragging out the introduction of newer models. Since this was a time of rapid technological change, the ministry was mindful of making incorrect choices and hedged its bets by ordering competing designs for the same requirement.

After much foot-dragging, the Air Ministry issued Plan V on 15 March 1938, which envisioned building over 3,000 new aircraft by

April 1940; this plan was intended to re-equip the AdA with modern aircraft so it could stand up to the Luftwaffe.[122] Plan V placed its emphasis upon fighters, which was a major shift from the previous plans. The centrepiece of Plan V was the order placed for 1,082 MS.406 fighters and 532 MB.151 fighters; these were decent aircraft, but designed before the French were aware of the Bf 109 fighter. The other major part of Plan V was to order another 1,123 Potez 630 variants, including night-fighter, reconnaissance and light bomber versions. The intent was to build up French air strength rapidly, but French industry was incapable of suddenly escalating from building 30–40 aircraft per month to building 100+ per month. Morane-Saulnier simply could not produce at the rate demanded by Plan V. Consequently, the air minister, Guy la Chambre, sent representatives to the United States to purchase aircraft and engines. In May 1938, France purchased 100 Curtiss P-36 fighters, renamed the Hawk H75A1, which would join the AdA in July 1939. Another 100 Hawks were ordered in 1939. The French purchasing agents were also interested in the more advanced Curtiss P-40 fighter, which would eventually be ordered as the H81A.

Five months after Plan V was issued, Hermann Göring invited Général Joseph Vuillemin, chief of staff of the AdA, to visit Germany. Vuillemin was not only shown brand-new Bf 109C fighters belonging to JG 2, but was shown the He 100 fighter prototype, which he was told was about to enter serial production. Göring's invitation was a deliberate attempt at disinformation, which succeeded. Vuillemin went back to France crestfallen and said that, 'should war break out… there won't be a single French plane left in a fortnight'.[123] Vuillemin knew that the MS.406 and MB.151 fighters were not in the same league as the Bf 109 and when they entered service in early 1939 they would already be second-rate. Likewise, the Potez 630 proved too slow for the reconnaissance role and too lightly armed for the heavy fighter or light bomber roles. Consequently, even before the first aircraft ordered under Plan V began rolling off the assembly line, the French Air Ministry recognized that the new aircraft on order would not redress the balance with the Luftwaffe.

French aircraft production gradually increased by late 1938 and several improved models such as the D.520 would be ready to enter production in 1939, but even if enough modern aircraft were produced, there were a number of innate factors that undermined the ability of the AdA to become an effective fighting force. First, France simply did not have enough trained pilots to man 2,000 aircraft. At best, the AdA in 1938–40 had about 600–700 trained pilots and it was not expected to receive any major reinforcements until 1941. Pilot training had not been a priority in the 1930s and thus Plan V was building more aircraft than the extant crews could handle. Indeed, in 1938 the AdA only flew one hour for every 60 hours flown by the RAF.[124] Second, many of the aircraft built were not actually complete, often lacking propellers or other key components, which meant that there was considerable lag time before new aircraft actually reached active squadrons. Many incomplete aircraft were stored in depots. Finally, the ground support personnel were also deficient in number and training on the new types, so operational readiness rates were extremely low – often around 30 per cent. The lack of standardization in equipment was a debilitating factor throughout the French military in 1937–40; too many types of tanks and aircraft were pushed into service at around the same time, greatly complicating maintenance and training.

Although most of the French bomber force was obsolete, there were signs of improvement. In November 1938, the Air Ministry ordered 224 Breguet 691 light bombers. Unlike previous French bombers, the Breguet 691 was optimized for the ground attack role; armed with a 20mm cannon and the pilot protected by armour plates. Although the French were not keen on dive-bombing, they had been experimenting with low-level tactics since 1937 and the Breguet was intended to attack with bombs and cannon at extremely low level. Like many French designs, the Breguet 691 suffered from problematic engines, but it would eventually turn out to be an excellent ground attack aircraft. In early 1939, France also ordered 100 Douglas DB-7 light bombers from the United States; these bombers were actually faster than most of the French fighters.

When the Munich Crisis erupted in September 1938, Prime Minister Daladier wanted to stand by the defensive alliance with the Czechs and on 24 September his cabinet announced a partial mobilization. Now Gamelin had no excuse to do nothing – as he had in the Rhineland Crisis – for lack of reservists. However, Vuillemin dampened Daladier's willingness to consider the use of force by asserting that the AdA was outclassed by the Luftwaffe and needed another 18 months for the goals of Plan V to be achieved.[125] Vuillemin stated that the AdA only had 340 operational fighters, of which many were the obsolete D.510. In fact, the Luftwaffe had just 440 operational fighters at the time, many of which were still biplanes, but German propaganda succeeded in creating an illusion of much greater numbers. As a result, the weakness of the AdA set the stage for the Anglo-French diplomatic debacle that followed.[126] It was also obvious to Daladier that Chamberlain sought to avoid war over an issue that had no direct interest for Britain. Efforts to enlist Soviet support to oppose Hitler also fell flat, since Stalin recognized that the Anglo-French were not prepared to spill blood over Czechoslovakia. In the end, Hitler achieved a diplomatic triumph and Czechoslovakia was dismembered by the loss of the Sudetenland, which deprived the Czechs of the new border fortifications. Without firing a shot, France had lost a valuable ally in the east and its strategic Cordon Sanitaire had been compromised.

Unlike Chamberlain, Daladier was not deluded by the outcome and he stated that Hitler would next move against Poland. Daladier believed that war with Germany was now on the cards; the only question was when. Furthermore, the French military was well informed on German military doctrine and knew what to expect. During the field manoeuvres held during 14–22 September 1937, 45,000 French troops experimented with tactics designed to stop German-style combined arms attacks. During the exercise, French paratroopers were employed to conduct a surprise raid on one of the divisional headquarters, indicating the French were not rigidly fixated on Methodical Battle – they could improvise. French troops had difficulty stopping armoured attacks but Général Pierre Héring reaffirmed that anti-tank defences, deployed in depth,

should be able to stop Panzer attacks. Héring also noted deficiencies with anti-aircraft defences which left French units vulnerable to the kind of low-level attacks the Luftwaffe was known to favour. Seven months later, Gamelin continued to stress the necessity of improving anti-aircraft defences and the adoption of passive defensive measures, such as camouflage and dispersion.[127] The French political and military leadership knew what needed to be done – they were professionals fully capable of analysing a problem and developing solutions – but they were running out of time. If war could be deferred until after French rearmament programmes had modernized the ground and air forces, France would have a fighting chance of holding off a German onslaught.

While France was struggling to revitalize its military capabilities before the outbreak of another European war, Britain continued to focus more on deterrence and home defence. Only two months after the Rhineland Crisis, the RAF formed Bomber Command and Fighter Command in May 1936. Initially, Bomber Command comprised 12 squadrons of biplane heavy bombers, one medium and eight light bomber squadrons. Bomber Command was designed to conduct strategic attacks against military or industrial targets; Prime Minister Stanley Baldwin and his cabinet believed that the threat of large-scale strategic bombing was a cost-effective deterrent. In theory, the Handley Page Heyford – Bomber Command's primary bomber – could reach the Ruhr with a 1-tonne bomb-load and an all-out strike by No. 4 Group might deliver about 150 tonnes to a target. In 1936, this potential payload seemed intimidating, although in just a few years it would seem very small.

In March 1937, Bomber Command began to replace its biplane bombers with the twin-engine Whitley, the first modern monoplane heavy bomber in RAF service. Once Britain embarked upon rearmament, the RAF was given priority and received over 40 per cent of defence spending. Unlike the French, the British Air Ministry had a number of modern aircraft designs available and a number of British factories were capable of ramping up quickly for serial production. British industry also had several advanced engine designs, particularly

the Rolls-Royce Merlin, ready for production. Thus, during the short interval of 1937–38, the RAF was able to introduce five new bomber types (Whitley, Blenheim, Battle, Hampden and Wellington) and three new fighters (Gladiator, Hurricane and Spitfire). The number of active and reserve squadrons also grew rapidly. In just two years, the RAF transformed itself from a small force of biplanes to a medium-size air force composed of up-to-date monoplanes. By September 1939, Bomber Command had about 400 modern bombers in 24 squadrons and could theoretically deliver over 500 tonnes of bombs in a single large-scale attack. Berlin was now within range of RAF bombers flown from England, which Chamberlain hoped would suffice to deter Hitler.

While bombers were regarded as the primary deterrent, the threat of enemy bombing caused a temporary shift in priorities as war became a real possibility. Bomber Command had so oversold its projections about strategic bombing to the political leadership in Britain that concern about an enemy air force inflicting a 'knock-out' blow with a massive air attack on London became palpable. Indeed, Group Captain Arthur Harris – later in charge of Bomber Command – wrote a memorandum in 1936 which estimated that London could be crippled by enemy air raids that delivered just 375 tonnes of bombs.[128] The Air Ministry contributed to this paranoia because it claimed that the Luftwaffe was committed to strategic bombing, even though intelligence from attachés in Berlin suggested otherwise; in intelligence terms, this was an example of 'mirror thinking' – that the enemy must be seeking to do the same thing to us, that we seek to do to him.[129]

Neville Chamberlain, who succeeded Baldwin as prime minister in May 1937, believed in strategic deterrence but was concerned about the 'knock-out' blow. Sir Thomas Inskip was made minister of co-ordination of defence and Inskip recommended more fighters and increased emphasis upon homeland air defence. Since the Hurricane and Spitfire fighters were still in development, the Air Ministry was directed to increase fighter defences for London as soon as possible. Consequently, the Gloster Gladiator – Britain's last biplane fighter –

was pressed into service and eight Fighter Command squadrons were re-equipped with it by mid-1937. By December 1937, the first Hurricane fighters were beginning to enter RAF service, but it would take two years to re-equip Fighter Command with modern fighters that could stand up to the German Bf 109. While the Merlin-powered Spitfire appeared to be a giant step forward for Fighter Command, Supermarine had difficulty starting serial production and the aircraft was not ready for service until August 1938. Gradually, production rose from 26 Hurricanes and 13 Spitfires per month in late 1938 to 44 Hurricanes and 32 Spitfires by September 1939, but many of the biplane fighters remained in front-line service into 1940. The RAF also put considerable effort – unlike the French – into training reserve pilots and preparing for rapid expansion in wartime.

In Chamberlain's cabinet, Leslie Hore-Belisha, a Jewish conservative, became secretary of state for war. Hore-Belisha favoured the RAF and got on poorly with senior leaders in the British Army, particularly Field Marshal Sir Cyril Deverell, Chief of the Imperial General Staff (CIGS). Seeking military advice from non-traditional sources, Hore-Belisha was introduced to Basil Liddell Hart, a 42-year-old retired captain turned journalist who had had the good fortune to write a book that Chamberlain had read and liked. Hart had already worked with Inskip and now was brought in to advise Hore-Belisha, because he told them exactly what they wanted to hear. Hart argued that the RAF should play the main role in any future war – which was already accepted by Chamberlain – and that Britain should rely upon its allies to conduct military operations on the continent. The only role for the British Army – Hart coined the term 'limited liability' – was to protect the far-flung empire and conduct occasional expeditionary operations. In Hart's opinion – strongly influenced by his own hapless experience in the First World War – no major ground or air forces should be committed to a European war. It is important not to overestimate Hart's influence, which was one of many voices pushing British policy towards a 'stand-off' conception of warfare, with minimal direct involvement (and cost). This kind of thinking is

by no means unique to the 1930s and remains popular with politicians in democracies even in the 21st century, who want to be seen as simultaneously 'doing something' about a foreign crisis while actually 'doing nothing'.

While the RAF prepared to defend the British homeland, the British Army was left uncertain what its role would be in a future European conflict. Field Marshal Deverell was trying to prepare the army for possible deployment of a field force on the continent, but Hore-Belisha and Hart opposed this idea. The army was left uncertain how or where its units would be used, which made it difficult to determine what kind of weapons and doctrine were required. Despite limited funding, the British Army managed to receive a number of new weapons in 1937: the Boys Anti-tank rifle, the 25-pounder howitzer, the 3.7in anti-aircraft gun and the Infantry Tank Mk I. Hore-Belisha favoured eliminating the Royal Tank Corps as a budget-saving measure, but he was persuaded by Hart to finally authorize the creation of a large armoured unit in November 1937, which was designated simply as the 'Mobile Division'. Yet instead of putting an officer from the Royal Tank Corps (RTC) in charge of the division, like Brigadier Percy Hobart, Major-General Alan Brooke, an artilleryman, was given command of the unit. Brooke was not inclined towards innovation. The Mobile Division was an awkward formation, unlike the German Panzer-Divisionen or even the French DLMs, consisting of six mechanized cavalry regiments of light tanks and three regiments of medium tanks, but only a single motorized infantry battalion and one field artillery regiment. Rather than a proper mechanized combined arms team, Hore-Belisha and Hart had simply dumped all the available tanks, tankettes and carriers into one oversized, but incapable command, in order to deflate the RTC's already limited influence over mechanization in the British Army.[130] After the Mobile Division was formed, Hore-Belisha sacked Deverell, who was replaced as CIGS by General John Vereker (Lord Gort).

The Mobile Division was a detour on the path to the British Army adopting two different types of tank: infantry tanks in separate

battalions to operate as corps-level support units and fast cruiser tanks for the cavalry exploitation role. By 1936 the British Army wanted to provide the Mobile Division with a replacement for the obsolescent Vickers Medium Mk II tanks. After British military observers witnessed demonstrations of the mobility of Soviet BT-series cavalry tanks, which were based on the American-designed Christie suspension system, the British Army decided that it preferred a fast, lightly armoured cruiser tank rather than another slow, medium tank. A licence was procured from Christie for his suspension system and prototypes of the first Cruiser Mk I (A-9) were ready for evaluation before the end of 1936. By 1939, the Cruiser Mk I was in production and the Cruiser Mk II (A-10) was in development. However, neither of these early designs used the Christie suspension, so they were only marginally faster than the better-armoured infantry tanks and suffered from a variety of mechanical defects. Consequently, it was not until the Cruiser Mk III (A-13), with Christie suspension, began to enter service in 1939 that the Mobile Division was provided with a cruiser tank that was actually useful for mobile operations. The British adoption of the Christie suspension was a major step forward, but it was incomplete because it was not married to effective firepower or armoured protection, as possessed by the French tank. In developing the cruiser tanks, the British Army ignored one of the key lessons of the Spanish Civil War – that modern anti-tank guns like the German 3.7cm Pak could make short work of lightly armoured tanks.

By the time that Hore-Belisha took over, both the Infantry Tank Mk II (the Matilda) and the cruiser tanks were already in development. He preferred more Mk VI light tanks since they were inexpensive and he tried to limit the production of larger tanks. In January 1938, Hore-Belisha began promulgating the 'New Army Policy', which simplify codified his aversion to continental missions for the army by emphasizing the home defence role. As part of this misguided scheme, £7.1 million would be cut from the budget for armoured vehicles and the order for new infantry tanks would be reduced by 25 per cent. Lord Gort opposed Hore-Belisha and argued that the army had to

prepare for an active role in a European war and not just remain on defence in England, as Hart advised. He also questioned Hore-Belisha on why a retired captain had more influence on policy than the General Staff. As a result, Hore-Belisha simply ignored Lord Gort and the army.[131] During the rest of 1938, the regular army continued to receive new equipment, including the Bren light machine gun (based upon a Czech design), the 2-pounder anti-tank gun and the 4.5in (114mm) medium field gun. Altogether, these new weapons increased the firepower of British infantry units considerably and the handful of regular divisions could be re-equipped before the outbreak of war.

However, Hore-Belisha ensured that none of this new equipment went to the Territorial Army (TA), who were limited to training roles and left with equipment left over from 1918. Chamberlain and Hore-Belisha opposed re-equipping the TA, fearing that too large a reserve might encourage a repetition of the slaughter of the 'Pals battalions' on the Somme in 1916. Unlike the effort lavished on expanding aviation production, the War Ministry allowed factories producing equipment for the army to remain on peace-time footing. Even basic items, like Lee-Enfield rifles, were only being produced in small quantities. Thus, even the regular army had no real surplus of modern equipment to replace any combat losses.

Furthermore, the regular army had failed to develop a combined arms doctrine that could be applied against an opponent like the Wehrmacht. A new British manual on infantry tactics, issued in 1937, made almost no reference to co-operation between tanks and infantry on the battlefield. While British regular troops were proficient with battalion-level weaponry, pre-war training exercises were unrealistic and did not prepare troops or commanders for large-scale operations.[132]

By the time of the Munich Crisis in September 1938, the RAF was still in transition from a biplane force to one equipped with modern bombers and fighters. Overall, the RAF was outnumbered about 2–1 by the Luftwaffe and Hitler was not in the least bit deterred. The fact that the British Army was unprepared for a European war made the French skittish and afraid to stand up to Hitler alone. Recognizing

that he had no useful military options, Neville Chamberlain opted instead for a diplomatic solution which sacrificed Czechoslovakia.

Britain and France had begun talks after the Rhineland Crisis in 1936, but these discussions focused primarily on broad political issues and avoided military details. Actual planning and co-ordination between the two general staffs was studiously avoided until the Munich Crisis made clear that Hitler would only listen to force. In February 1939, Chamberlain's cabinet finally agreed to military talks between the two staffs. The first session was held 29 March – 4 April and it discussed the likely result of a German offensive against Poland; the British military representatives concluded, 'If Germany undertook a major offensive in the East there is little doubt that she could occupy Rumania, Polish Silesia and the Polish Corridor. If she were to continue the offensive against Poland it would only be a matter of time before Poland was eliminated from the war.'[133] The French officers concurred. Both the British and French military staffs agreed that in the event of a German invasion of Poland, nothing much could be done in the short run, since there was no planning or capability for an immediate offensive against Germany in the west. Another result of the staff talks was that the French finally learned that the British only intended to make a token commitment to the continent of just four regular divisions and about 200 RAF aircraft within 33 days of mobilization. The French CSG was shocked to learn that Britain was not going to make a large-scale commitment to assist French operations in the west.

Meanwhile, the British foreign office had been holding talks with Polish representatives about security issues. Given Britain's traditional indifference to Eastern European territorial issues, this diplomatic initiative was rather bizarre. It is likely that the Chamberlain government wanted to draw a red line for Hitler to see and Poland was simply a convenient locale. On 6 April 1939, the Anglo-Polish agreement was signed, which unequivocally stated that, 'If Germany attacks Poland His Majesty's Government in the United Kingdom will at once come to the help of Poland.'[134] After years of trying to avoid a continental military commitment, Britain made a commitment

against the advice of its General Staff and then urged the French to do the same. A week later, the French affirmed their military alliance with Poland and provided a similar security guarantee.

The decision by Chamberlain's cabinet to offer a military alliance to Poland was an attempt to deter Hitler from further aggression with a gesture. The Cabinet followed up by recommending a programme of peacetime conscription and that the TA would be increased from 173,000 personnel to 400,000 within a year. Yet this conscription proved a hollow effort, since it only called up eligible males for six months' training as 'militiamen' then released them into the reserve. At the same time, Chamberlain's cabinet finally decided to form a total of 32 divisions (six regular and 26 TA) by September 1941. The Cabinet stuck with the decision to send only four regular divisions to assist France, but informed the French that this initial BEF would eventually be supplemented with two armoured divisions and six or seven TA divisions. The British General Staff did not expect the BEF to be fully formed until at least one year after mobilization, since the TA units would start from zero, without training or modern equipment.

France also decided to make a gesture. On 19 May 1939, Gamelin signed a military agreement in Paris with Poland's minister of war, Major-General Tadeusz Kasprzycki. Gamelin promised that, in the event of a German attack on Poland, the French Army would begin a major offensive against Germany within 15 days after French mobilization.[135] Vuillemin also promised that he would dispatch 60 bombers to operate from Polish air bases in event of war.[136] Although dismayed by the abandonment of Czechoslovakia, the Poles believed Gamelin and Vuillemin, because France had been a reliable ally since the Russo-Polish War in 1920. In July, France delivered a battalion of R35 tanks to Poland and in August, Général Louis Faury was sent to Warsaw to co-ordinate military operations with the Poles, although Gamelin had no specific plans for mounting any counter-offensive against Germany.

As the summer of crisis unfolded, Britain and France accelerated their rearmament programmes, but Daladier and Gamelin believed that

France needed at least another year to prepare. However, Chamberlain was emboldened by the rapid progress achieved in modernizing the RAF, and believed that the military balance had shifted in Britain's favour. Bomber Command was far stronger and could threaten Berlin, while Fighter Command had deployed a functional ground control intercept (GCI) system for defence, based upon the Chain Home RDF sites. It was his belief that the RAF could strike a powerful blow at the enemy while parrying any attempts to bomb London that gave Chamberlain the confidence to stand firm against German aggression in 1939. Yet despite all its improvements, the RAF was unprepared to lift a finger to defend Poland or to provide much material assistance to its French allies. Indeed, Britain seemed to be preparing to fight its own separate war, rather than as part of a coalition.

Hitler was unimpressed by Chamberlain's guarantees and – after signing the Molotov–Ribbentrop Pact with the USSR – duly invaded Poland on 1 September 1939. After issuing ultimatums that went unanswered, on 3 September Britain declared war on Germany, followed six hours later by France. Daladier issued a declaration of war without a vote on this issue in the legislature, as required under the Third Republic's constitution. France had known since 1919 that a rematch with Germany was likely, but preferred to avoid that event until circumstances were in their favour. Instead, French security was undermined by diplomatic agreements that it could not honour and a quixotic ally who dragged it into a fight, then proposed to do as little as possible.

Chapter 2

A Shadow of Doubt

Opening Rounds, September 1939

Hitler committed slightly more than half of the Wehrmacht's divisions to *Fall Weiß* (Case White), the invasion of Poland, in order to achieve a rapid conclusion to the campaign. A total of 51 divisions in five armies were committed to the operation, including six Panzer-Divisionen, four Leichte-Divisionen and four motorized infantry divisions. Three more Panzer-Divisionen, still forming, were held back in reserve. The Luftwaffe committed two air fleets (*Luftflotten*) to the invasion, with 60 per cent of the total available aircraft. From the start, the Wehrmacht enjoyed a strong numerical advantage over the Polish military, particularly in terms of tanks, artillery and aircraft. Poland refrained from full mobilization until the last moment – based upon Anglo-French entreaties to avoid provoking Hitler – which only served to undermine its defence.

Although the Wehrmacht had some limited combat experience in Spain and had conducted realistic combined arms exercises in 1937 38,

it was still learning how to best use mechanized units and air support in conjunction. The Luftwaffe intended to destroy the Polish Air Force on the ground but prior to the beginning of the invasion virtually all operational Polish aircraft dispersed to alternate fields and managed to stay in the fight for over a week. Consequently, the Luftwaffe bombed empty airfields on the morning of 1 September 1939. Bf 109E fighters were able to achieve local air superiority over eastern Poland, but Poland's obsolescent fighters still managed to defend the airspace over Warsaw and shoot down a number of enemy bombers. Furthermore, Polish anti-aircraft fire proved effective, downing 14 German aircraft on the first day. Initially, the Luftwaffe was more focused on using its Ju 87 dive-bombers for battlefield interdiction missions against the Polish transportation infrastructure and the only aircraft assigned to provide close air support to the Heer's ground units were obsolescent Hs 123 biplanes.[1]

German forces crossed the Polish border just before dawn on 1 September 1939. Two army groups conducted converging attacks from the north and the south, with the main thrust made by Generaloberst Gerd von Rundstedt's Heeresgruppe Süd from Silesia. Rather than massing all the available mechanized units into a single *Schwerpunkt*, several fast divisions were actually spread out within infantry corps, indicating that the Wehrmacht's manoeuvre warfare doctrine was still a compromise between infantry support and independent exploitation forces. The only large mechanized formations employed were General der Panzertruppen Heinz Guderian's XIX Armeekorps (army corps) with 3. Panzer-Division and two motorized infantry divisions in the north and General der Kavallerie Erich Hoepner's XVI Armeekorps (mot.) (motorized army corps) with 1. and 4. Panzer-Divisionen in the south. Both Guderian's and Rundstedt's forces were able to break through the Polish border defences before the Anglo-French declarations of war. After that, German mechanized units advanced rapidly, stretching and dislocating the Polish defences.

While the Panzer-Divisionen were powerful units, they were still equipped primarily with light tanks and far from invincible. In the

north, Panzer-Division Kempf foolishly tried a hasty assault against Polish fortified positions at Mlawa and was repulsed with the loss of 72 tanks. Hoepner's vanguard reached the outskirts of Warsaw on 7 September 1939, but when the 4. Panzer-Division tried to push into the suburbs, it was met by intense Polish artillery and anti-tank fire. Using French-built 75mm guns, Polish artillerymen were able to turn back the 4. Panzer-Division by destroying 30 tanks and damaging another 33.[2] In these two actions, the Heer learned that Panzer-Divisionen were ill-suited for use against fortified lines or urban areas, which influenced how they would later be used against France. The Poles also managed to mount a counter-offensive on the Bzura River on 9–12 September, where they massed three of their infantry divisions against the 30. Infanterie-Division and routed it, taking 1,500 German prisoners. This proved a temporary success and the German response demolished the Polish forces involved, but it was the kind of action that engendered a nervousness in some German commanders about open flanks. By 15 September, Warsaw was encircled and under siege.

Meanwhile, the Oberkommando der Wehrmacht (OKW, or High Command of the German Armed Forces) assigned Generaloberst Wilhelm Ritter von Leeb's Heeresgruppe C to guard the western border of Germany against any French military response. Leeb had three armies (1, 5, 7) deployed along the West Wall, with a total of 33 infantry divisions, including 12 that were active divisions from the 1. Welle. The OKW also had 12 infantry divisions formed from reservists (the 5. Welle) that could be used to reinforce Leeb. Although Heeresgruppe C had no Panzer units, Leeb had more than enough troops to mount a credible defence of the West Wall. Furthermore, the Luftwaffe left considerable forces in the west to support Heeresgruppe C, including some of its Condor Legion veterans like Hauptmann Werner Mölders in JG 53. Altogether, Luftflotte 2 and Luftflotte 3 had nearly 1,300 aircraft including 490 Bf 109 fighters, 500 He 111 bombers and 40 Ju 87 Stukas, which made it superior in both quality to the French AdA.[3]

Gamelin had begun recalling reservists on 21 August and by 2 September mobilization was in full swing. While the outbreak of

war was not greeted with the enthusiasm of 1914, most men reported for duty. Capitaine Daniel Barlone was a reservist who was recalled to serve in the 2e DINA, an active division. He noted that, 'the equipment in clothing, arms, munitions, tools, vehicles is incomplete, but in 1914–18 it was worse and we pulled through'.[4] One of the few exceptions was the communist leader Maurice Thorez, who was drafted but then deserted; he fled to Moscow, where he spent the rest of the war. Mobilization required each French active infantry division to split into three parts to form three new infantry division: a new active division reinforced with reservists, a Reserve A division and a Reserve B division. The first two categories of division were reasonably well equipped with equipment and personnel, but the Reserve B divisions were short of personnel, equipment and even uniforms. Except for the active units, most divisions only had 50–60 of their anti-tank guns and were particularly short of radios, horses and motor transport. It would take months to get these deficiencies sorted out.

When France declared war, Gamelin delegated command of the forces in north-west France to Général d'armée Alphonse Georges, while retaining control over forces in southern France and overseas. Gamelin wanted to focus on grand strategy and leave the day-to-day running of the war to others, which is not unusual for a commander-in-chief. Georges had the Groupe d'Armées no. 1 (GA 1) covering the Belgian border and Général André Prételat's Groupe d'Armées no. 2 (GA 2) covering the Franco-German border along the Maginot Line. Covering forces from the 3e, 4e and 5e Armées assigned to GA 2 were the closest to the Saar region, but only a handful of motorized infantry and cavalry divisions were immediately available. Furthermore, the peacetime French Army was spread out across metropolitan France and after collecting their reservists, units had to be transported to their deployment areas, which took time. Within three weeks, the French Army was able to mobilize 65 divisions in metropolitan France, ten of which were deployed in the south against Italy. At this point, the French armoured force consisted of 2e DLMs, 40 independent tank battalions and two armoured brigades, which began forming into

DCRs. Vuillemin's AdA was completely unready for war, with insufficient pilots and ground crews to operate more than half its aircraft. Altogether, the AdA had 1,374 aircraft, including 439 operational single-engine fighters and 359 bombers.[5]

Gamelin had prepared a contingency plan in July 1939 for a limited offensive into the Saar, in order to fulfil the promise to Poland to conduct an operation within 15 days after mobilization. Despite the limited combat readiness of his mobilized divisions, Gamelin tried to follow through with his promise. Even before war was declared, Georges alerted Prételat's GA 2 to begin offensive operations in the Saar as soon as possible. The 65-year-old Prételat was not a good choice to lead the first Allied offensive of the war and approached this task in a perfunctory manner. On 7 September 1939, elements of the 3e and 4e Armées began probing along the German border but it took another two days before the Saar Offensive really commenced. At that point, Général Éduard Réquin's 4e Armée began an attack with five divisions (11e, 21e, 23e DI, 9e DIM, 4e DINA) and four tank battalions against the German 1. Armee near Sarreguemines. Amazingly, the infantry in the 21e DI – an active division – were still equipped with the obsolete Lebel rifle and they only received their 25mm anti-tank guns upon mobilization. The German 6. Infanterie-Division had deployed combat outposts along the border and destroyed the bridges across the Saar River. When the French 21e DI attacked on the morning of 9 September, the advance was first slowed by heavy fog along the river and then unexpectedly ran into significant numbers of enemy anti-tank and antipersonnel mines, which disabled four R35 tanks from the 20e Bataillon de Chars de Combat (BCC). Sous lieutenant Martial Rousseau, a tank platoon leader, was the first French tanker to die in the Second World War. The French tanks were stopped cold by the mines because they had no attached engineers and their infantry had not been trained to detect or neutralize mines – a serious deficiency of pre-war training.

Lacking adequate engineer support, the 4e Armée had difficulty just getting across the Saar River, but it eventually succeeded in

erecting some pontoon bridges and then advanced 8km into Germany. Rather than face the numerically superior French, the German 6. and 15. Infanterie-Divisionen simply fell back to the West Wall fortifications. However, the French advance stopped when within sight of the West Wall and Saarbrucken. Gamelin suggested probing attacks to test the West Wall but Prételat's troops were content to occupy several deserted German border villages and conduct a little looting. German arms factories in Saarbrucken continued to operate normally, even with French artillery within range. Although Gamelin claimed that 12 French divisions were committed to the Saar Offensive (five of which were colonial), only four French divisions were significantly engaged against two German divisions. Having made his demonstration of solidarity with Poland, Gamelin terminated the operation on 16 September once it was clear that Poland would soon be overrun. The French Army did learn a few things from the Saar Offensive – mines were an effective low-cost defensive weapon and German infantry units were bettered equipped with machine guns and machine pistols. As a result, Gamelin requested increased production of mines and the new MAS 38 sub-machine gun.[6] Altogether, the German 1. Armee suffered about 400 casualties during the Saar Offensive, including almost 200 dead and missing. French losses totalled about 3,500 dead and wounded, with the 21e DI alone suffering 80 dead or missing and 249 wounded. The Saar Offensive was too half-hearted an effort to seriously distress the Germans and had no effect upon German operations in Poland, but it was the best that the French Army could manage at the outset of the war.

The AdA supported Prételat's offensive by conducting reconnaissance sorties and fighter sweeps across the German border, which resulted in the first clashes with the Luftwaffe. In three days, German Bf 109 fighters shot down six French reconnaissance planes for no loss to themselves.[7] Several dogfights between both sides' fighters occurred in late September; the American-built H75A1 fighters proved able to best the Bf 109D under ideal conditions, but the MS.406 was clearly inferior. French fighter pilots did not lack

audacity; Lieutenant Gaston Lacombe demonstrated panache when he led three MS.406 fighters from Groupe de Chasse (fighter group) I/3 (GC I/3) in an unauthorized strafing attack against the Luftwaffe airfield near Saarbrucken, for which he was reprimanded.[8] During September, the AdA lost ten fighters and 19 reconnaissance planes shot down along the German border, while French fighters only managed to destroy six enemy aircraft. Initial air operations on the Saar Front revealed two important tactical facts: first, French reconnaissance planes could not successfully accomplish their missions without strong fighter escort and second, current French fighters were outmatched by the Bf 109E. Eventually, the AdA simply curtailed reconnaissance missions beyond friendly lines, which of course is exactly what the enemy hoped to achieve. Without accurate aerial intelligence collection, French ground commanders were deprived of situational awareness of battlefield conditions.

On the other side, the OKH reinforced the Western Front with additional divisions from its reserve, just in case the French decided to press against the West Wall. Leutnant Siegfried Knappe was a young artillery officer in the 24. Infanterie-Division, which arrived near the border with Luxembourg on 5 September and began digging in. As Knappe writes, troops in his unit were relieved that they were not immediately attacked by the French and had time to train and correct various material deficiencies.[9]

On 17 September, as part of the secret protocols to the Molotov–Ribbentrop Pact, the Soviet Red Army invaded eastern Poland. Once this occurred, Gamelin knew that Poland's fate was sealed. French efforts to issue a formal condemnation of the Soviet action were dissuaded by the British, who chose to ignore it.[10] Neville Chamberlain's foreign policy had become completely incoherent, since he had been willing to declare war on Germany for invading Poland, but was then unwilling to declare war on the Soviet Union for the same offence. Lord Halifax, foreign minister, led the obfuscation by proclaiming that Britain's security guarantees to Poland were only to defend it from aggression by a 'European power', which excluded the USSR.[11] Once

again, traditional British indifference to the fate of Poland took hold. Two months later, Chamberlain would change his mind again when Stalin attacked neutral Finland, a country to which no security guarantees had been provided. Appeasement simply shifted from Hitler to Stalin. Squeezed between the Germans and the Soviets, Polish resistance was now hopeless and Warsaw surrendered on 27 September. French Général Laury managed to escape Warsaw and reach neutral Romania, where he helped establish a conduit for escaping Polish troops to reach France through the Balkans. Initially just a trickle, the flow of Polish expatriate military personnel to the West quickly grew into tens of thousands. These military refugees included not only combat troops and aircrew, but the Polish Army's Cipher Bureau, complete with two Enigma machines.[12] On 30 September, the Polish government-in-exile was formed in Paris, with General Władysław Sikorski as prime minister and commander-in-chief. Sikorski immediately began to organize arriving Polish military personnel, with the intent of building a new army and air force.

Gamelin had hoped that Poland would be able to resist for four to six months, giving the French Army additional time to prepare before Hitler turned westwards. His opinion on Poland was shared by General Ironside, Britain's CIGS, who said that 'the crushing of Poland by Germany in a few weeks was most improbable'.[13] After the improbable occurred, Gamelin hoped that the Wehrmacht would suffer significant material attrition in the Polish Campaign, thereby reducing its combat effectiveness for some time. The *Panzertruppen* (Panzer troops) did lose (*Totalausfalle*) a total of 236 tanks in the Polish Campaign, but only 45 were medium tanks.[14] Far more serious was the loss of 1,480 trucks and the consumption of scarce spare parts to repair battle-worn vehicles. German industry was not producing enough spare parts for vehicles and one of the most crippling shortages was track blocks, which limited the operational mobility of Panzer units. Likewise, Luftwaffe losses in Poland were far from debilitating; a total of 285 aircraft were destroyed, including 67 Bf 109 fighters, 78 bombers and 31 dive-bombers.[15] However, the Luftwaffe had expended 60 per cent

of its stockpile of bombs in the brief Polish Campaign and would not be able to replenish them for several months due to the shortage of steel. As an interim substitute, German industry began manufacturing bombs with concrete casings.[16]

Once back in Paris, Général Faury's military mission provided the Deuxième Bureau with a wealth of information about German tactics and weapons used in Poland. Gamelin was fully informed about German *Schwerpunkt* tactics and assessed that an anti-tank defence-in-depth, along with strong anti-aircraft defences, was the answer.[17] Based upon this intelligence, Gamelin tasked Général Julien Dufieux, the inspector of infantry, to inspect all front-line French units and ensure that they were up to standard on anti-tank and anti-aircraft defences. Gamelin's professional instincts were good, but assigning a critical task like this to a 66-year-old officer who had been retired for over a year was a mistake.

Gamelin also had to incorporate the British into his plans. At the start of the war the British Army activated Plan W4, which entailed deploying two corps, each consisting of two regular infantry divisions, to France. Lord Gort was placed in command of the British Expeditionary Force (BEF), which was assigned to serve under Georges' command in north-west France. General Sir Edmund Ironside took over Gort's position as Chief of the Imperial General Staff (CIGS). By the end of September 1939, the BEF had moved 152,000 troops and 21,424 vehicles to France. While the majority of these troops were regulars, many of them were unprepared for active service and required retraining, as noted by the commander of the BEF's II Corps, Lieutenant-General Alan Brooke.[18] On paper, the BEF divisions were fully motorized but in reality, more than half the trucks were impressed civilian vehicles that were unsuitable for battlefield use. Gamelin was nonplussed to see that the initial British commitment was only four infantry divisions with minimal armour support, just one battalion (4 Royal Tank Regiment, RTR) of 50 Infantry Tank Mk Is and two light cavalry regiments with 116 light tanks. The French were amazed that the British Army had no gun-armed tanks to send to France and regarded the BEF's tanks as

'quite useless'. The BEF focused primarily upon settling into its deployment area near Arras and preparing for the long term by beginning the construction of two main support bases – one at Rennes and the other at St Nazaire. Thousands of troops were assigned to line of communication duties. Soon after the BEF arrived in France, Sir Edward Spears, who had served as a senior liaison officer with the French Army in the First World War and was now a member of parliament, returned as a civilian to assist the integration of the BEF into the French command structure. Spears possessed the bilingual skills that Gort lacked and was able to smooth over some initial friction. Yet in his detailed account of this period, Spears noted that the French were dismayed to see so many British officers lounging around Paris, rather than with their units on the Belgian border.

Chamberlain's War Cabinet, which included Hore-Belisha (secretary of war), Churchill (First Lord of the Admiralty) and Ironside, stated that it tentatively intended to deploy up to 32 divisions overseas, but that no more than 16 could be ready before October 1940.[19] Although Britain and its Commonwealth allies had plenty of manpower, the production of even basic items like infantry weapons was small and would take many months to ramp up. With most of the regular army dispatched to France, there were few professional officers and NCOs left in Britain to train the new recruits. Amazingly, at a time when Britain had just gone to war with Germany and its tiny pre-war army was trying to train a mass of TA personnel, Chamberlain's cabinet seemed more focused on tribal unrest in Afghanistan and a potential military alliance with Turkey; both countries were offered arms and advisors.[20] Churchill suggested recalling regular troops from India to train the TA troops in Britain, but this would take six months for these personnel to return home. Unable to immediately train the mass of new recruits in Britain, Hore-Belisha opted to push TA units to France as soon as possible, where they could train with the regulars. Hore-Belisha's decision proved to be a significant mistake, since it meant that Britain would have virtually no reserves at home in 1940 that were trained and equipped.

After the declaration of war, the RAF began to move two groups of aircraft to France. The first group was the Air Component of the BEF, which consisted of four squadrons of Hurricane fighters and five squadrons of Lysander reconnaissance aircraft. With priority given to home defence, Fighter Command deigned to send only four of its 31 active squadrons to France and not one of its 300 Spitfires.[21] Air Chief Marshal Hugh Dowding and his deputy, Air Vice-Marshal Douglas Evill, both protested against any further transfers of fighters to France. RAF pilots sent to France were quickly complaining about the undeveloped nature of the airfields they were assigned in France, which lacked the fine concrete runways and officers' messes they enjoyed in their home stations. The French pilots were distressed that Fighter Command was unwilling to send its best aircraft to assist their allies. The second group of British aircraft sent to France was the Advanced Air Striking Force (AASF), which consisted of ten squadrons of Fairey Battles and two of Bristol Blenheims from RAF Bomber Command. Lacking the range to strike targets in Germany from the UK, the Battles and Blenheims were deployed to airfields around Reims. Soon afterwards, the AASF began flying daylight reconnaissance missions near the German border, which quickly resulted in heavy losses. On 30 September, the Luftwaffe demonstrated the idiocy of flying unescorted bombers near their territory in daylight by shooting down a group of five Fairey Battles from the AASF.

After all the effort invested in creating and modernizing Bomber Command, regarded as Britain's primary offensive tool, Chamberlain's War Cabinet arbitrarily decided to reduce it to near impotence with overly restrictive rules of engagement. Although the French suggested joint Anglo-French air raids on German military targets near the border, Chamberlain vetoed this idea and the cabinet minutes noted that, 'it would be desirable to take steps to restrain the French from taking precipitate action in this matter [bombing]'.[22] Chamberlain was particularly concerned that French bombing raids could provoke Luftwaffe air raids on Allied soil, meaning England, so he adamantly opposed any bombing that put civilians at risk. Instead, Bomber

Command's 24 squadrons of medium bombers were only allowed to conduct lethal attacks against German naval warships in coastal areas. Bomber Command entered the war believing that its medium bombers, equipped with the new powered gun turrets, were capable of defending themselves during daylight raids. However, British intelligence failed to note that the Luftwaffe had developed its own radar early warning systems, which was able to direct Bf 109 fighters against incoming RAF raids. British daylight raids were slaughtered; in one raid on 29 September, 11 Hampden bombers were shot down. Refusing to admit that its bombers could not operate over German airspace in daylight, Bomber Command tried again and lost 12 of 22 Wellington bombers in a raid on 18 December. By the end of 1939, Bomber Command was forced to admit that the self-defending bomber concept was not viable and that daylight raids were too costly. However, Bomber Command was not yet sufficiently trained to conduct large-scale night raids, so its ability to contribute anything useful to the Allied cause at this point was close to nil. Instead, Bomber Command contented itself with useless 'leaflet raids' at night over the Ruhr and other German cities. Bomber Command did not drop a single bomb on German soil until March 1940.[23]

Tentative discussions about Allied strategy began with the first meeting of the Anglo-French Supreme War Council in Abbeville on 12 September and continued throughout the autumn. With Bomber Command effectively muzzled, Chamberlain had no real military strategy and instead optimistically trusted that the Allied blockade would gradually wear down Germany's economy. Indeed, Chamberlain's stated goal of 'putting an end to Hitlerism' was suitably murky and no basis for measurable war objectives.[24] Lord Gort said that it would take nearly a year to train the TA divisions required to bring the BEF up to full strength, so he was reluctant to have his four divisions even assigned a sector of frontier to defend and preferred that the BEF remain in reserve so it could focus on training. In contrast, French strategy was not so passive or clueless, but was inhibited by material limitations. Daladier advocated 'maintaining an Eastern

Front' to distract Germany, which meant finding an ally in the Balkans.[25] Gamelin's concept was to build strong air–ground defences in metropolitan France to keep the Germans out, while looking for opportunities to achieve modest military victories elsewhere in order to gain experience. Assuming that Mussolini would sooner or later join Hitler, Gamelin believed that the French military could achieve some inexpensive victories over the Italians, in North Africa or the Balkans. Just in case, Weygand was called out of retirement and sent to Syria, in order to direct any expeditionary forces that might be organized in the eastern Mediterranean. In the long run, Gamelin believed that Britain and France would outproduce the Germans and expected that they could achieve a decisive material superiority by 1941 or 1942. Once the Luftwaffe was defeated, the Allies would mount a ground offensive through Belgium, towards the Ruhr.

After the brief flurry of activity in the Saar sector subsided, the Western Front fell into the extended lull known as the Phony War or *Drôle de Guerre*. In early October, Gamelin ordered Prételat's forces to pull back towards the Maginot Line, since he did not want to leave these troops exposed to sudden German counter-attacks. Leutnant Knappe in the 24. Infanterie-Division noted that after the Saar Offensive ended, German troops were pulled out of their field works along the border back into local villages, where they could be more comfortable 'living in homes and barns, instead of bunkers'.[26] Aside from a minor counter-attack by the German 1. Armee in mid-October to drive the last French toeholds off German soil, ground operations trailed off to little more than patrolling. In November, the BEF requested permission to send some units to the Maginot Line in order to gain 'front line' experience. Beginning on 4 December, one brigade at a time was rotated to the Saar sector for two weeks but the front was so inactive at this point that little experience was gained.[27] On the night of 9 December, Corporal Thomas Priday was leading a patrol across the 'line of contact' when he became disoriented and walked into a mined area. The resulting explosions drew friendly fire who thought this was a German patrol, which killed Corporal Priday and

wounded three of his patrol; after three months of war, the BEF had suffered its first combat fatality.

Occasional aerial battles still continued over north-eastern France and the Saar region in October–December 1939. Altogether, 19 major dogfights occurred in the first four months of the war; the AdA lost at least 19 fighters and 41 reconnaissance aircraft while the Luftwaffe lost 21 fighters and 24 reconnaissance aircraft. Both sides learned valuable tactical lessons. The AdA discovered how to make the best use of its available fighters. On 6 November, the French achieved a rare tactical victory in a dogfight between nine H75As from GC II/5 and 27 Bf 109Ds from JG 102, shooting down four German fighters for the loss of only one of their own.[28] The Bf 109D was significantly slower than the H75A since it was equipped with the less powerful Jumo 210 engine (690hp), compared to the Bf 109E with the more advanced Daimler-Benz 601 engine (1,085hp). Luftwaffe pilots also learned a great deal about their opponents during the Phony War and continued to refine their tactics.

Meanwhile, the four RAF fighter squadrons stationed in France saw only limited action, beyond shooting down a few German reconnaissance planes. Vuillemin continually begged the RAF to send ten more fighter squadrons to France, including Spitfires, in order to match the German Bf 109E. Instead, Fighter Command kept insisting that it could not weaken the defence of Great Britain against the possibility of German large-scale air raids. As a minor concession, Dowding finally sent two additional fighter squadrons (607, 615) to France in November, but both were equipped with obsolete Gloster Gladiator biplanes. Dowding's decision to send obsolete aircraft to France could only be regarded by the AdA as a gross insult and an indication that the RAF attached little importance to the defence of France. While Dowding's decision to conserve his best planes and avoid committing a large force to the continent may have seemed a sound decision to men narrowly obsessed with the aerial defence of Great Britain, this also deprived British fighter pilots of valuable combat experience against the Luftwaffe. Consequently, RAF Fighter Command retained its clumsy pre-war tactics right up to the summer

of 1940. British fighters did not encounter the Bf 109 until 22 December and on that occasion, two Hurricanes from No. 73 Squadron were shot down for no loss to the enemy.

Planning the Next Move, October 1939 – April 1940

At his headquarters in the Château de Vincennes in Paris, Gamelin focused on contingency planning to counter a major German offensive, expected to come through Belgium. In line with pre-war assurances to the Belgians, Gamelin informed Lord Gort that he intended to deploy the French 1ère Armée into Belgium at the proper moment and that he wanted the BEF to join this effort. Lord Gort was not at all keen on this idea since he preferred to keep the BEF in France and gradually build up its strength. Général Georges, in charge of the whole north-east front, was also opposed to moving into Belgium since he preferred to avoid a meeting engagement with the German main effort. However Gamelin pressed the issue with Georges and finally persuaded Lord Gort to agree to an 'on order' deployment into Belgium. According to Gamelin's plan issued on 14 November, the French 1ère Armée and the BEF would enter Belgium once German forces violated that country's neutrality and then establish a defensive line along the Escaut River.[29] Général d'armée Gaston Billotte, commander of the 1ère Armée, informed Gamelin that after arriving on the Escaut River, he would need about eight days to fortify this position. Gamelin hoped that the Belgians would ask for help prior to the beginning of a German invasion, but if not, he believed that the Belgian Army could hold off a German invasion for about a week – a rather large assumption. Although much criticized after the disaster of May 1940, Gamelin's plan to move forces forward into Belgium made good strategic sense, since it would keep any fighting as far from France's northern border regions as possible and add 22 Belgian divisions to the Allied order of battle. As originally conceived, the 'Escaut Plan' employed an acceptable level of risk, with only ten French and four or five British divisions committed to moving 60km

into Belgium, but a significant reserve would remain in France. Early on, the Belgians resisted Anglo-French attempts to discuss military intervention and stuck to a rigid neutrality.

After the occupation of Poland, Hitler wanted to deal with France as soon as possible and ordered the bulk of the Wehrmacht's combat power transferred to the west. However, the movement of 50 divisions would take time and the Panzer-Divisionen required a significant period of maintenance to repair their vehicles. For example, the 1., 3. and 4. Panzer-Divisionen were not actually transferred to assembly areas near the western German border until the end of November 1939.[30] Three more Panzer-Divisionen (2, 5, 10) did not reach the western border until December. The four Leichte-Divisionen began transforming in October into fully fledged Panzer-Divisionen (6, 7, 8, 9), but would not be available for operations until January. Even the infantry divisions were slow to transfer east, with only about half redeployed by mid-November. Generaloberst Fedor von Bock, commander of Heeresgruppe B, noted that many of the units coming from Poland were not up to authorized strength and complained about the 'poor quality' of infantry replacements provided.[31]

Yet Hitler pressed on with his intent to attack France, ignoring the Heer's need to refit after the Polish Campaign and the impact of the deteriorating autumn weather on Luftwaffe flight operations. He wanted to deal with the Anglo-French quickly before Allied economic warfare harmed morale in Germany. Consequently, he issued Führer Directive 6 on 9 October, which outlined the primary objectives for the offensive in the west, designated as *Fall Gelb* (Case Yellow). The directive stated that:

> the purpose of this offensive will be to defeat as much as possible of the French Army and of the forces of the allies fighting on their side, and at the same time to win as much territory as possible in Holland, Belgium and Northern France, to serve as a base for the successful prosecution of the air and sea war against England and as a wide protective area for the economically vital Ruhr.[32]

Hitler tasked Generaloberst Walther von Brauchitsch, chief of the OKH, and his chief of staff, General der Artillerie Franz Halder, to prepare the actual operational plans. In his guidance, Hitler clearly stated that violation of both Belgian and Dutch neutrality was to be an integral part of the plan and that the date of execution would be in mid-November. It was also clear that *Fall Gelb* was not intended to be a decisive operation that would defeat France in a single blow, but should rather set the stage for one or more follow-on operations.

Unknown to Hitler, Halder was actively involved in the opposition to the Nazi regime and Brauchitsch as well as other members of the OKH were aware of the anti-regime conspiracy. Within Halder's General Staff, Oberstleutnant Helmuth Groscurth, Oberst Eduard Wagner, Generalmajor Erich Fellgiebel and the diplomat Hasso von Etzdorf were all involved in plotting a coup to overthrow Hitler.[33] Other senior German officers were opposed to *Fall Gelb*, partly due to qualms about invading neutral countries and partly because of fears that Hitler was leading the Wehrmacht into a military catastrophe; some of them began leaking information about the plans to the neutral Dutch.[34] With only ten days to develop a plan for a major offensive, Halder wrote a very basic outline for *Fall Gelb*, which essentially massed the majority of German combat power under Generaloberst Fedor von Bock's Heeresgruppe B opposite central Belgium and sought to overrun the country with a brute-force assault. The objective was the Belgian coast, by way of Brussels. It is unclear if Halder was deliberately trying to write a poor operations order to force Hitler to reconsider the wisdom of launching *Fall Gelb* or if he merely lacked the professional skill to develop a better plan. Based upon Halder's later performance, it appears likely that it was a combination of both factors. In his diary, Halder damned *Fall Gelb* with faint praise, writing that, 'even if we do not gain a decisive victory, we have still an opportunity to gain ground'.[35] Despite the OKH's lacklustre effort, Hitler was optimistic and told Halder and Brauchitsch that he believed that the Wehrmacht's superior leadership and training would triumph over French units that suffered from poor morale created by rampant

defeatism. Hitler based this perception not upon any solid intelligence reporting but merely upon his subjective impressions gained from French inaction during the crises of 1936 and 1938. Shocked by Hitler's willingness to carry on with an unimaginative operational plan, with unprepared forces in poor weather, senior members of the OKH took the unprecedented step of putting their objections to the operation on paper. Stülpnagel drafted the memorandum, which was then presented by Brauchitsch to Hitler in the Reich Chancellery on 5 November. According to the memorandum, the OKH assessed that it was impossible to mount *Fall Gelb* in the immediate future because the Heer had serious material deficiencies, such as an inadequate stockpile of artillery ammunition (which was true enough). Brauchitsch also made the mistake of mentioning morale deficiencies among the troops. Hitler went berserk and accused the OKH of trying to undermine his objectives – which it was – and sent Brauchitsch packing. From this point on, Hitler did not trust the OKH's judgement and had strong doubts about its ability to plan and direct *Fall Gelb*.

Hitler was still determined to move forward with *Fall Gelb* despite the OKH's objections, but the slow redeployment of his battle-hardened divisions from Poland – possibly slowed deliberately by the OKH – made it impossible to attack in early November. Furthermore, the onset of heavy rains made air support by the Luftwaffe increasingly questionable. Lacking offensive punch in the west, Hitler was forced to postpone *Fall Gelb* by two weeks, to 25 November. Yet divisions were still trickling in from Poland and another postponement slipped *Fall Gelb* back into December, when severe winter weather made it obvious that no major offensive could be mounted before the end of 1939. Grudgingly, Hitler finally agreed to further postpone the great offensive but in Führer Directive 9, he stated that, 'a high state of preparedness must be maintained in order to deliver, at a moment's notice, the offensive which is being mounted. Only thus will it be possible to take immediate advantage of favourable weather.'[36] During this period, Hitler began to personally tinker with the *Fall Gelb* plan, by transferring Guderian's corps with two Panzer-Divisionen to

Rundstedt's Heeresgruppe A. Under this revised plan, Guderian would mount a supporting attack through the Ardennes to Sedan, although he was not provided with adequate reserves to achieve a deep penetration of the enemy front.

On 10 January 1940, the well-known Mechelen Incident occurred, which compromised the original OKH *Fall Gelb* plan to the Belgians, who were now made certain that Hitler intended to violate the neutrality of both their country and Holland. King Leopold III directed that intelligence gleaned from the captured German documents be shared with Gamelin and Lord Gort, but stopped short of any further military co-operation. Nor did the Belgians reveal the source of this information, which cast doubt on its veracity.[37] Gamelin briefly hoped that the Belgians would come to their senses and invite Anglo-French troops onto their soil before a German invasion, but King Leopold III obstinately stuck to the illusion of neutrality. The Mechelen Incident had two primary impacts upon future events: first, this breach of operational security provided Hitler with a valid reason to abandon Halder's original concept for *Fall Gelb* and secondly, it increased Gamelin's certainty that the Germans would make their main effort through Belgium and Holland.

While much of the OKH remained opposed to conducting *Fall Gelb*, other officers such as Generalleutnant Erich von Manstein (Chief of staff, Heeresgruppe A), Generalleutnant Kurt Student (commander of the Luftwaffe's parachute force, the 7. Fliegerdivision), General der Panzertruppe Heinz Guderian (commander of the XIX Armeekorps) and Generalmajor Erwin Rommel (commander of the Führer's headquarters) were chomping at the bit to see action in the west. A number of staff officers in Rundstedt's Heeresgruppe A were dissatisfied that Halder's version of *Fall Gelb* assigned only a supporting role to their formations and regarded the plan as unable to achieve surprise. Even the rather lacklustre German intelligence services were able to deduce that Gamelin intended to move forces into Belgium to block a German invasion, so Halder's plan could only result in a large-scale meeting engagement with the best Anglo-French units. German

General Staff officers were not paid to plan simple frontal attacks. With Rundstedt's support, Manstein began drafting several memoranda with recommendations for a new concept of operations. In collaboration with input from Guderian, Manstein recommended that Heeresgruppe A should mount a major armoured thrust through the Ardennes Forest, then conduct an assault-crossing over the Meuse River at Sedan. After a bridgehead was established, Guderian's Panzers would push west to the English Channel, isolating the Anglo-French forces that had moved into Belgium. Under Manstein's concept, Bock's Heeresgruppe B would mount a fixing attack into Belgium and Holland, intended to keep the Allies focused on them instead of upon the threat approaching through the Ardennes.

Halder was incensed by Manstein's efforts to modify *Fall Gelb* and in late January 1940 had him transferred to a backwater corps command and suppressed his memoranda. However, other members of Rundstedt's staff were able to get word of Manstein's proposals to Hitler's personal staff. Having decided to ignore the OKH planning for *Fall Gelb*, Hitler was receptive to new ideas and Manstein was already known as a very capable General Staff-trained officer. On 17 February, Hitler met with Manstein and was immediately impressed with Manstein's bold concept for *Fall Gelb*, recognizing that this version had the potential to deliver an enormous operational-level surprise. Forthwith, Hitler ordered the OKH to revise the plan, placing the main *Schwerpunkt* with Heeresgruppe A in the Ardennes; this was the genesis of the *Sichelschnitt* (Sickle Cut) Plan.

Between October 1939 and April 1940, both sides formed new units for the battles expected in spring 1940. On the German side, the main effort went into fine-tuning the Panzerwaffe based upon lessons learned in Poland. Ten Panzer-Divisionen would now be available, although shortages of medium tanks prevented standard organizational structures. German industry was unable to build even 500 tanks during the eight months of the Phony War, but the captured Czech Skoda plant was able to begin serial production of the Pz 38 (t) tank. Although the total number of German tanks available barely changed,

the proportion of gun-armed tanks jumped from only 17 per cent in 1939 to 30 per cent by May 1940. Three of the new Panzer-Divisionen (6, 7, 8) were equipped primarily with Czech-built tanks, and the 9. Panzer-Division only had two Panzer-Abteilungen. On average, each Panzer-Division had 250–300 tanks by spring 1940, with fewer Pz I light tanks. The superb SdKfz 251 (SPW) half-track was entering service for the *Schützen* (motorized infantry) regiments in the Panzer-Divisionen, but there were only enough to mechanize one infantry company in each division.

Even though about 8,000 military trucks were manufactured during the Phony War, the Heer was still so short of vehicles that the only increase it could afford beyond the four existing motorized infantry divisions (2, 13, 20, 29) was to motorize the Infanterie-Regiment 'Großdeutschland' and create the 11. Schützen-Brigade; these non-divisional units were each provided with four motorized infantry battalions and their own artillery, so they could operate alongside the Panzer-Divisionen. Three of the motorized divisions were reconfigured by reducing their number of regiments from three down to two, with the excess battalions transferred to the Panzer-Divisionen to enhance their ability to hold ground. This meant that the Heer motorized infantry divisions had only six infantry battalions, instead of nine as in a standard infantry division. For political reasons, the Heer was also forced to provide over 3,000 trucks to the Waffen-SS so it could motorize some of its units. The SS-Division 'Totenkopf' was formed from SS concentration camp guards in October and the SS-Leibstandarte SS Adolf Hitler (LSSAH), a regimental-size group that saw combat in Poland, was combined with three other regimental groups into the SS-Verfügungsdivision (SS-VT) in April. Lavishing three months' worth of truck production on these new formations was a poor use of resources, given that the Heer had well-trained, battle-proven divisions from the 1. Welle that would have been better candidates for motorization.

Considerable resources were also lavished upon the creation of two Luftwaffe *Flakkorps* (Flak corps) in October 1939. Three new anti-

aircraft weapons were introduced just before the start of the war: the 2cm Flak 38, the 3.7cm Flak 36 and the 8.8cm Flak 36/Flak 37. The first weapon had double the rate of fire of its predecessor and was specifically designed to counter low-flying, high-speed enemy aircraft. The 3.7cm provided better defence against medium-altitude threats while the 8.8cm gun was upgraded to enhance its dual-purpose capability to be used in either the anti-aircraft or the anti-tank role. By May 1940, the Luftwaffe had over 6,000 2cm, 400 3.7cm and 3,000 8.8cm guns in service. Over 3,500 trucks were provided to motorize the two Luftwaffe Flakkorps, enough to outfit three Heer motorized infantry divisions, but this meant that the *Schwerpunkt* could be well protected against enemy air attacks.

Meanwhile, the bulk of the Heer's 126 divisions still consisted of dismounted infantry. Reservists and new recruits were used to form 39 additional infantry divisions (6–9. Wellen), but few of these formations would see action in 1940; 15 were assigned to garrison duty in Poland and Czechoslovakia or functioned as training units in Germany. Once exception was the 7. Welle, raised in December 1939; five of its divisions were hastily employed in the invasions of Denmark and Norway in April 1940 because Hitler did not want to divert units already assigned to *Fall Gelb*. Hitler intended to commit 114 divisions or 69 per cent of the Heer to the Western campaign, leaving only poorly equipped third-rate units in reserve in case anything went wrong.

In order to realize Hitler's goal in *Fall Gelb* of achieving a decisive operational-level stroke through the Ardennes Forest, the OKH began massing armoured units in the Eifel region. In March, a Panzergruppe was formed under General der Kavallerie Ewald von Kleist, consisting of three motorized corps: Guderian's XIX Armeekorps (mot.) with the 1., 2., and 10. Panzer-Divisionen, Generalleutnant Hans-Georg Reinhardt's XLI Armeekorps (mot.) with the 6. and 8. Panzer-Divisionen and a motorized infantry division, and the XIV Armeekorps (mot.) with two more motorized divisions. More than half of the Wehrmacht's mechanized combat power was massed under Kleist's command, which was a revolutionary development in warfare because

it increased the shock effect of an armoured attack from a tactical action to an action that could affect an entire theatre of operations. The French had matched the German creation of Panzer-Divisionen by forming their own DLMs and DCRs, but they failed to note that the Wehrmacht had upped the ante by combining their armoured units into a rudimentary tank army.

During the Phony War, the Germans began to deploy several new types of armoured units. Based upon a pre-war concept recommended by Erich von Manstein, the Heer began to develop Sturmartillerie units to provide direct fire support to infantry units in the attack. The first vehicles, the StuG-III Ausf A, consisted of a short-barrelled 7.5cm howitzer mounted on a Pz III chassis. By April, the first three assault gun batteries (Sturmgeschütz-Batterien 640, 659, 660) were formed, each with six StuG-III assault guns. Concurrently, six batteries were formed with 15cm sIG 33 infantry guns mounted atop the chassis of a Pz I; while top-heavy, these weapons could provide devastating fire at close range. In order to provide a capability against heavy tanks like the Char B1 bis, the Germans also began to field their first self-propelled anti-tank gun, the Panzerjäger I, which was a Czech-built 4.7cm gun mounted on a Pz I chassis. A single battalion, Panzerjäger-Abteilung 521 (Tank Destroyer Battalion 521), was ready in time for *Fall Gelb*. Panzergruppe Kleist received almost all of this new equipment.

German industry built over 2,400 combat aircraft during the Phony War, of which about 60 per cent were bombers. The new Ju 88 bomber had seen only minor service in Poland, but would be available in significant numbers for *Fall Gelb*. Despite scaling back on fighter production, the Luftwaffe possessed over 1,700 fighters by early May 1940, including over 1,000 Bf 109Es and several hundred Bf 110s. The Ju 87 Stuka would also be available in large numbers – ten Gruppen with over 400. The Luftwaffe saw its primary role in the initial stages of *Fall Gelb* as gaining air superiority by attacking enemy air bases and battlefield interdiction. Close air support was third in priority. After Spain, the Polish Campaign and months of aerial

sparring along the Franco-German border, the Luftwaffe was ready to assume the offensive.

The French Army formed a total of ten new divisions during the Phony War, the most important of which were the three armoured divisions (DCR) and the third light mechanized division (3e Division Légère Mecanique or DLM). French industry was able to build over 900 tanks during the Phony War, or double what German industry achieved. By May 1940, France had as many tanks as Germany – over 3,400 – and 91 per cent of them were gun-armed, giving the French Army a large technical advantage. The 1ère DCR and 2e DCR began forming in January 1940 and began training in the Suippes manoeuvre area east of Reims in February. Icy ground conditions and lack of radios hindered training but the US military attaché noted high morale and *esprit de corps* among the troops. The 3e DCR began forming in March. The first two armoured divisions were reasonably well equipped by May but the third was still incomplete at the start of the German invasion. The DCRs consisted of four tank battalions with a total of 160 tanks, one motorized infantry battalion and two artillery battalions; these were very tank-heavy formations. Although attempts have been made to malign French doctrine for large armoured units, its emphasis upon using the DCRs in the counter-attack role or to assist with breaking an enemy front was proper given France's defensive strategy. German Panzer-Divisionen were designed to seize ground, but the DCR was designed to recapture ground that had been lost. Given the heavy armament and armoured protection of the French tanks, a properly trained and organized DCR should have an excellent chance of inflicting a severe riposte against a Panzer-Division that was primarily equipped with light tanks. The DCRs did suffer from a limited amount of organic support units, which meant that they were not configured for independent operations and needed to co-ordinate closely with other units for additional support. The 3e DLM was created in February and this formation trained near Saumur before being sent to the front in April. Two Reserve A divisions (6e DINA, 7e DINA) were formed in North Africa and were sent to

France, although both had serious material shortages.

In order to increase the mobility of their covering forces along the border, particularly in the Ardennes sector, the three French cavalry divisions began reforming into hybrid light cavalry divisions (*divisions légères de cavalerie* or DLC) in February, trading in some of their horses for more armoured cars, light tanks, anti-tank guns and a battalion of motorized infantry. Two new light cavalry divisions (4e DLC, 5e DLC) were raised, as well. Gamelin intended to convert all five of these DLCs into DLMs as soon as the production of Somua S35 tanks allowed, although this was unlikely to be before the end of 1940. The creation of the five DLCs and three motorized corps reconnaissance groups (Groupe de Reconnaissance de Corps d'Armée or GRCA) to conduct the covering force mission along the border seemed reasonable to Gamelin, but unlike the DLMs, these formations were too weak to seriously delay even a single German Panzer-Division. It would have been better to concentrate the seven battalions of motorized infantry, seven battalions of new 105mm guns and 500 light armoured vehicles in these formations into just three reinforced armoured cavalry regiments and dispense with the horse-mounted components.

When General Sikorski had first arrived from Poland, the French Army had provided him with a training facility in Brittany to organize and train troops for a new Polish Army. Tens of thousands of veteran troops poured in through the Balkan corridor and new recruits were raised from ethnic Poles in France and other western countries. Among those arriving in France was the bulk of the Polish Air Force, about 9,000 personnel, including almost 1,000 aircrew. One would think that the arrival of trained veteran troops and pilots would be greeted with joy in France but in fact, the French High Command did not attach much value to rebuilding the Polish Army. Nevertheless, Sikorski was able to form his first unit, the 5,000-man Independent Highland Brigade, before the end of 1939 and this unit was promptly deployed to Norway in April. He also began forming two infantry divisions – the 1st Grenadiers Division (1ère Division d'Infanterie Polonaise, or DIP) and the 2nd Rifle Division (2e DIP) – each of

which had over 16,000 troops assigned by the start of the German offensive. All of the unit commanders were veterans of the Polish campaign, as were many of the troops, but the material provided by the French was insufficient. Initially, the Polish units were not provided with anti-tank guns, motorized transport or horses, so they had no modern equipment to train on and were assigned to guard quiet sectors of the Maginot Line. Brigadier General Stanisław Maczek, who had commanded the 10th Mechanized Brigade in the Polish Campaign, attempted to reconstitute his unit in France as the 10e Brigade de cavalerie blindée polonaise (10th Armoured Cavalry Brigade), but was only provided with a few worn-out FT-17 tanks.

Personnel from the Polish Air Force began reforming in Lyon, with pilots training on the MS.406 fighter. Yet rather than forming complete Polish squadrons, the French decided to integrate a three-plane section of Polish-manned fighters to six of their existing fighter groups in March 1940. By May 1940, only about 130 Polish pilots had been added to the AdA, even though the French were critically short of trained pilots. Between the Air Ministry and the AdA staff, the French pilot training programme was a complete disaster and proceeded at a leisurely pace that prevented active squadrons from receiving any significant number of new pilots during the Phony War. Over 1,000 new French pilots were in training, but none would be ready until late 1940. Frustrated by training delays in France, many Polish aircrew decided to move on to England, when the RAF began offering training for the Poles to join the RAF in January 1940. By spring 1940, RAF Fighter Command had four times as many fighter pilots as the AdA.[38]

France built fewer aircraft than Germany during the Phony War, but the types produced significantly added to the AdA's capabilities. Priority went to fighter production, with large numbers of MS.406 and MB.152 single-engine fighters built, as well as the Potez 63 twin-engine heavy fighter. By May, the French had amassed 714 fighters in metropolitan France, of which 71 per cent were operational. While none of these fighters could match the Bf 109E, the new D.520 fighter

was just entering service and it offered better performance. Unfortunately, this modern fighter was plagued with minor defects that delayed its entry into active service, so only the 36 aircraft of GC I/3 were ready by mid-May. Based upon the success of the H75A during the Phony War, France decided to order 140 American-built P-40 fighters, with the first due to arrive in the summer of 1940. The introduction of the fast MB.174 long-range reconnaissance aircraft in March was a major boost for French reconnaissance units, which had lost so many of their older aircraft during the Phony War. During the winter, the French bomber force went into a lengthy period of retraining and re-equipping, with one-third of the squadrons assigned to the South Eastern Bomber Training Command (GIABSE). The French also took advantage of their better flying weather in their North African colonies, sending several units to train there during the winter months. By early May, nearly half of the French bombers were of modern design, but the only operational unit with modern bombers deployed in north-east France was Groupement 6 with two squadrons (GB I/12, GB II/12) equipped with 28 LeO 451 medium bombers. The remainder of the bomber units in north-east France were still equipped with obsolete aircraft like the Amiot 143 and MB.210. Six squadrons were forming with American-built light bombers; three with the Glenn Martin 167F and three with the DB-7, but none were yet operational. All three new bombers were much faster than the previous generation of French bombers and the Bf 109E would have difficulty intercepting the DB-7. The AdA had also formed its first three squadrons of ground attack aircraft equipped with the Breguet 693, with two more squadrons in training. On paper, France had 379 bombers by May 1940, but less than one-third were immediately available.

During the winter, the French Navy's air arm, the AéroNavale, began to organize four squadrons of dive-bombers. Although the AdA rejected the dive-bomber concept, the French Navy had been funding prototypes since the mid-1930s and by 1939 the Loire-Nieuport LN 401 was just entering serial production. Two squadrons were equipped

with this French-built dive-bomber and two more were equipped with the American-built Vought 156F dive-bombers (the SB2U Vindicator in USN service). By May, the AéroNavale had 50 dive-bombers available.

However, even with imported aircraft from the United States, French aircraft production could not keep up with the German aviation industry in terms of either quantity or quality. The real Achilles heel of the French aviation industry proved to be aircraft engines. Just before the outbreak of war, Britain had offered to sell enough components for French industry to build 291 of the superb Rolls-Royce Merlin engines themselves. Had this offer been made in 1938, it might have made a difference, but only a small number of Merlins were assembled in France before the German offensive began and none reached the front line.[39]

By drawing upon all its manpower resources, France was able to field a field army of 2.4 million men by the end of September and add to it during the Phony War, but the physical standard of many of the troops inducted was less than satisfactory. The idea of a nation-in-arms was premised upon quantity, not quality. Unlike the Wehrmacht, which could select the most fit personnel for front-line service and keep the rest in backwater areas, like guarding occupied Poland, the French were forced to scrape the bottom of their manpower barrel from the beginning of the war. Adding to the imbalance in personnel quality, the French put relatively little effort into training or improving the efficiency of units. The first six weeks of the war were essentially spent mobilizing, moving to deployment areas and establishing local defensive measures. Many troops were drawn off to assist with local harvests, while others were assigned to construction efforts to improve border fortifications or build camps. By the time that units were settled in, in late October 1939, a period of heavy rains began, which continued into November. The active and Reserve A divisions were able to conduct some individual training, but the Reserve B divisions had too few professional officers and NCOs to conduct adequate training. Some units were still short-handed and provided with foreign

conscripts to make up the difference; for example, when the 102e Division d'Infanterie de Forteresse (102e DIF) sent a number of its reservists back to their factory positions, it received 400 recruits from Madagascar to replace them.

Specialist training, particularly for anti-tank gunners and engineers, was handicapped in many units by a shortage of equipment. Altogether, a French infantry division was supposed to have 60 anti-tank guns (52 25mm and eight 47mm), which meant that the French field army required a total of about 3,800 25mm and 600 anti-tank guns to be fully equipped. On paper, more than 3,000 25mm and 339 47mm guns had been built by the start of the war, but many French divisions were still critically short of anti-tank guns, which made training difficult. Gamelin began making tours of forward divisions in late September 1939 and found that the six divisions in the 2e Armée had fewer than one-third of their authorized 25mm anti-tank guns. Similar deficiencies were found in the 9e Armée. Gamelin took notes on this problem and recommended fixes, but took no direct action. The French parliament also sent delegations to visit front-line units and they found similar deficiencies in the 3e Armée in December 1939; only 350 of 650 authorized anti-tank weapons were on hand.[40] Five months later, the 8e DI in 3e Armée, a Reserve A unit, still only had only five 25mm anti-tank guns.[41] Most of the active divisions did receive additional anti-tank guns in the winter, which enabled training to begin in March. Captain Barlone, in 2e DINA, noted that his unit conducted training on its new 47mm anti-tank guns at Mailly-le-Camp in late March and that the gunners scored well against moving targets.[42] At the same time, the French Army conducted trials at Mailly-le-Camp of a new motorized tank destroyer, which mounted the 47mm gun atop a Laffly W15 truck, which would enter service in May as the W15 TCC tank hunter.

Why was the French Army unable to equip all its units with the authorized number of anti-tank guns? One factor that affected the distribution of anti-tank guns was that at least one-quarter of those produced were diverted to other purposes. When the BEF arrived in

France, it had so few 2-pounder anti-tank guns that the French provided 300 25mm guns to fill this deficiency, at the expense of their own units. Other 25mm guns were mounted in bunkers on the Maginot Line or used to equip Panhard armoured cars. During the Phony War, the Anglo-French tried to entice Turkey into joining an alliance and provided some equipment, including about 250 25mm SA34 guns. Nevertheless, the French Army should still have had enough anti-tank guns to equip all its units by May 1940 and the fact that it did not is described by one researcher, Philippe Garraud, as 'a curious phenomenon'. The likely explanation, based upon how the French military in this period fielded new equipment, is that the number of anti-tank guns produced was probably not equal to the number accepted into service; many weapons were probably incomplete and put into storage to await components.[43] Somewhere in the system, from factory to front-line unit, there was a bottleneck of which Gamelin was not aware.

Units stationed on the Saar Front were forced to maintain troops in exposed forward positions – some just 1.5km from the enemy – throughout the winter. Every few weeks units were rotated to the front, where they could hear occasional artillery or machine-gun fire and their troops learned a bit about patrolling, but little else. Gamelin instructed army commanders along the German border to focus on sustaining morale during the winter months, not training. Although combat was limited during the winter months, not everyone sought to avoid action. While other troops enjoyed winter furloughs, the aggressive French paratroopers sought out front-line duty in the Saar in February 1940. Four squad-size teams were deployed in No Man's Land between the two armies, where they conducted multiple ambush/patrol missions; in a month they killed about 30 Germans at a cost of two dead and three missing. However, someone apparently thought this was too aggressive and the paratroopers were pulled back to an air base south of Paris.

It was not until the winter snow began to melt in March 1940 that the French Army began to get serious about establishing a unit-level

training programme for each army. As in any army, some units trained hard, most did what was required and a few units failed to meet the minimum. At one end of the scale, Général de corps d'armée Pierre La Font, in charge of the cavalry school at Saumur, worked wonders during the spring to turn the 3e DLM into an effective combat unit in just four months. In the middle, Barlone noted that his 2e DINA conducted several regimental-level night exercises in late March, but there does not appear to have been a sustained training cycle. On the low end, the 55e DI, a Reserve B unit stationed at Sedan, conducted very little training and instead focused on constructing defences along the Meuse.[44] Gamelin knew that the 55e DI was a particularly weak unit based upon his inspections, but felt the risk of deploying units like this in a 'quiet' sector was acceptable since it allowed him to mass his best units opposite Belgium.

Weapons Production during the Phony War, September 1939 – April 1940

Nation	Tanks	Aircraft
Germany	24 Pz II 167 Pz 38(t) 350 Pz III 107 Pz IV **648 TOTAL**	360 single-engine fighters 120 heavy fighters 300 reconnaissance 1,500 bombers 150 dive-bombers **2,430 TOTAL**
France	325 R35/R40 318 H39 29 D2 171 B1 bis 126 S35 **969 TOTAL**	800 single-engine fighters 280 heavy fighters 57 reconnaissance 300 bombers 120 assault **1,557 TOTAL**
UK	260 light 142 cruiser 130 infantry **532 TOTAL**	1,020 single-engine fighters 160 heavy fighters 1,437 bombers **2,617 TOTAL**

The BEF was in an even worse position to train since it had no peacetime local training areas or ranges of its own in France and had to create them from scratch. A good number of the British senior

officers were soft after years of peacetime duty and easily became ill, which included the commander of the British 3rd Infantry Division, Major-General Bernard Montgomery. Commanders were also distracted with a myriad of non-critical details, ranging from improving defences in their areas to VIP visits. Lord Gort also insisted on a programme to fortify a thin sector of front along the Franco-Belgian border, which was soon dubbed the 'Gort Line'. When the BEF did train, it often lacked experienced instructors, which could lead to disaster. In one incident that occurred on 16 December 1939, a Royal Engineer was giving a demonstration of the new anti-tank mine to a group of British junior officers when the device exploded, killing six officers.[45] Once snow and ice arrived in mid-December, most field training was sharply curtailed. On the enemy side, many troops were granted a week's furlough for Christmas.

By the beginning of the New Year, most of the German divisions that would participate in *Fall Gelb* had reached their assembly areas and serious training began. The Germans conducted several winter training exercises to prepare for *Fall Gelb* but found that their equipment was poorly suited to moving on ice-covered roads. In one incident, the 5. Panzer-Division had 60 of its tanks fall out on a long road march on 13 January 1940, which served to confirm that Panzer operations were best conducted in fair weather.[46] During the winter, the Luftwaffe managed to conduct realistic training, particularly with its new Stuka dive-bomber units. For example, one *Staffel* (squadron) of Ju 87s from I./StG 77 conducted seven exercises in December, five in January and three in February, including multiple bombing practices.[47] By spring, the Luftwaffe units were well prepared for their missions.

As a result of the Mechelen Incident, the BEF and French 1ère Armée were placed on alert several times in January, which further limited field training, so many units conducted map exercises instead. However, the Allied exercises only covered the movement into Belgium, not possible responses to likely German courses of action. In hotels scattered around the Eiffel region, German staff officers also

conducted map exercises and wargames in order to validate their operational plans; the results seemed promising.

During the first months of 1940, the BEF more than doubled in size. One more regular unit (5th Division) arrived as well as the first five Territorial Army divisions (42, 44, 48, 50, 51). The TA units arrived in France only partly trained and many part-time officers had to be relieved after they proved incapable, but the British War Ministry was eager to demonstrate to the French that Britain was pulling its weight. Three more TA divisions (12, 23, 46), without training or equipment, were sent to France in April to serve as labour troops.[48] A third corps headquarters was also established, since the BEF had expanded to ten divisions. Altogether, the BEF increased to 394,000 troops, but more than one-third were rear area support personnel.[49] While the increase in the number of troops committed to France was driven by political requirements, the shortage of most types of equipment and basic kit rendered much of the BEF unprepared for combat. Britain's production of equipment for the army during the Phony War was completely inadequate to fully outfit the BEF or the TA units forming in Great Britain, never mind building up any kind of reserve war stocks. Only 187 25-pounder guns and 45,500 rifles were manufactured during the Phony War, which severely impacted the ability to train TA units. By May 1940, 20 per cent of the troops in the 70th Infantry Brigade (TA) had still never fired a rifle.[50] A total of 532 tanks were built in this period (260 Mk VI, 142 cruiser and 130 infantry tanks), of which very few were sent to France.[51] Only 22 of the much-improved Infantry Tank Mk II (Matilda) tanks were provided to the BEF by May, with seven more shipped later as replacements.

Although the BEF was desperately short of the weapons it required for modern warfare, the Cabinet in London ensured that it was well-provided with the weapons it least needed. At Churchill's insistence, three super-heavy artillery batteries, equipped with a total of four obsolescent 9.2in and two 12in howitzers were shipped over to join the BEF in late March. In addition, a large stockpile of chemical

artillery rounds was shipped to France and stored in a secret depot at Fécamp, near Le Havre.[52] The Royal Engineers stood up the 1st Chemical Warfare Group to prepare for this contingency, despite the fact that Britain had signed the Geneva protocol in 1930, which prohibited the use of chemical weapons. The provision of large, barely mobile artillery pieces and mustard gas shells indicates that the British leadership was still thinking in terms of positional warfare, rather than conducting mobile operations.

Although the British Army had taken a step towards forming an armoured division with the creation of the Mobile Division in 1937, the transformation of this unit into a true combat-ready force proved difficult to realize. The division was supposed to have six tank regiments with a total of over 300 tanks and a support group with two artillery regiments and two motorized infantry battalions. Although the division had its Mk VI light tanks by the outbreak of war in 1939, many of them were lacking armament. During the Phony War, one regiment, the Queens Bays, was forced to train with plywood covering the empty machine-gun mounts on its Mk VI tanks. The division did not begin to receive its first cruiser tanks, the Cruiser Mk I (A-9) and Mk II (A-10) until during the winter and some regiments were still receiving them in April 1940. Deliveries of the improved Cruiser Mk III (A-13) tank did not begin until spring 1940 and they only arrived in small batches. While the A-13, with its Christie suspension, was a considerable improvement over the transitional A-9/A-10 models and was capable of speeds up to 30 mph, it had very thin armour (6–14mm) which made it highly vulnerable to even heavy machine-gun fire. Not unlike the French tendency to deliver tanks in an incomplete state, many of the cruiser tanks arrived without vital components such as gunsights and spare parts. During the Phony War, the 1st Armoured Division was regarded as a resource pool, rather than as a combat unit preparing for deployment. First, the artillery regiments were sent to join the BEF's artillery park and then the infantry was detached to serve as an operational reserve during the Norwegian Campaign. Stripped of its supporting arms, the 1st Armoured Division could not

train as a combined arms team. Given the British lead in acquiring tanks during the First World War, the inability of the British Army to form a single effective tank division in the first year of the Second World War is an indication that continental commitments were still not a priority. A week before *Fall Gelb* began, the incomplete 1st Armoured Division received deployment orders for France and the intent was to conduct training south of Rouen.[53]

During the Phony War, the British government focused on expanding aviation production and was able to surpass German aircraft production by spring 1940. Over 1,000 fighters were built in the first eight months of the war, including about 370 Spitfires. Dowding's Fighter Command increased to 45 squadrons, but despite the constant entreaties of Vuillemin, he was unwilling to deploy more than six squadrons in France at any one time and no Spitfires. RAF Bomber Command remained wedded to the concept of strategic air offensive, but the War Cabinet would not authorize attacks upon the Ruhr until the Luftwaffe initiated bombing of cities in the west. Both the BEF and the French tried to convince Bomber Command's leadership to consider conducting battlefield interdiction strikes at the outset of a German ground offensive into Belgium, but Bomber Command was opposed to this idea. Consequently, the RAF's expansion had very little benefit for the Allied war effort.

Spring weather arrived in early March and the first Allied division-size exercises were held. In his diary, Brooke noted that his II Corps conducted both field and weapons training in March, with mixed results; he stated that Montgomery's 3rd Infantry Division put on a good exercise, but the exercises by 4th Infantry Division were not satisfactory and he said that the newly arrived 51st Infantry Division 'put up a very bad show' on the ranges.[54] Although Brooke mentions that training with infantry and tanks occurred, Montgomery claimed in his memoirs that his division did not train with tanks once during the Phony War.[55] French units also began to conduct some field training, particularly those units assigned to participate in the advance into Belgium. At Sedan, Général de corps d'armée Pierre Grandsard's

10e Corps d'Armée (10e CA) conducted a map exercise in April, examining possible responses to an enemy armoured division crossing the Meuse in their sector.[56] German units also conducted spring training and Guderian's XIX Armeekorps (mot.), which would spearhead the advance through the Ardennes Forest, conducted river-crossing exercises and practised assaulting bunkers. Guderian also worked with the Luftwaffe on perfecting close support, so that his Panzers could quickly call upon *Stuka-Staffeln* to reduce enemy strongpoints.[57] Bock, who took a more jaundiced view of preparations, complained that field exercises conducted by units in Heeresgruppe B revealed that junior officers lacked initiative, which he blamed upon the rapid promotion of many NCOs after Poland to replace casualties. He was also critical of the level of tactical training and military behaviour in the new Waffen-SS units. German *Pioniere* (pioneer troops) conducted a number of bridge-building exercises as well as testing a new electronic mine detector.[58]

Gamelin continued to expect the main German invasion to occur through central Belgium, but he did not rule out a supporting effort through the Ardennes. French intelligence estimates were impaired by the lack of reliable aerial reconnaissance, since the Bf 109Es had seriously reduced the survivability of French daylight reconnaissance overflights. Consequently, French intelligence was based on a potpourri of human intelligence (HUMINT), diplomatic reporting and occasional radio intercepts. The Deuxième Bureau overestimated the number of German divisions deployed along the Dutch border and under-estimated the number along the Luxembourg border.[59] The critical intelligence gap for the French was that they were not aware that the Germans had formed Panzergruppe Kleist on 5 March – essentially a tank army – which was much larger than the Panzer formations employed against Poland. Gamelin expected the Germans to use Panzer-Divisionen, but he did not expect to see so much armour massed on just one sector. Gamelin also had nagging doubts about the Swiss frontier, due to a German deception operation to try to convince the French that an attack might occur through Switzerland. Units

from Heeresgruppe C conducted ostentatious exercises near the Swiss border in April, which were noticed by foreign journalists and French intelligence. Although Gamelin did not think a German thrust through Switzerland was likely, he still kept several divisions watching the Swiss border – just in case.

Aerial activity also picked up significantly once spring weather arrived. At least 31 major dogfights occurred in March–April 1940, with the AdA losing at least 15 fighters and 11 reconnaissance aircraft against the Luftwaffe's loss of 16 fighters and 15 reconnaissance planes. The RAF finally began to play a more active role, but this cost it nine Hurricane fighters. A young New Zealand Hurricane pilot, Flying Officer Edgar 'Cobber' Kain of No. 73 Squadron, became the first RAF ace in the Second World War in this period – and was lionized by the British press. Allied pilots learned that the Luftwaffe was not invincible, but up to this point only small numbers of aircraft had been engaged in action at one time. This would have been an excellent time for the Allies to conduct realistic tests of their early warning systems and to improve their ability to vector fighters towards incoming enemy formations, but this was not done. By early May, once it became clear that the Germans were likely to make their move in the near future, reconnaissance activity significantly increased. French reconnaissance aircraft were even able to detect some German Panzer concentrations near the Belgian border, providing some early warning that an enemy offensive was imminent.

In April, the German invasion of Norway served to distract the Allies, particularly the British. The British Army ended up committing 11 infantry battalions (six regular and five TA) to the Norwegian Campaign, while the French committed eight battalions and Polish forces sent four battalions. In Norway, the Allies received their first taste of the new German high-tempo tactics, which demonstrated their dependence upon Luftwaffe air superiority to maintain momentum on the ground. Norway proved the beginning of the end for both Chamberlain and Daladier, who were increasingly criticized for their ineffectual conduct of the war. Daladier was the first to go; after a poor

showing in a vote of confidence he resigned as prime minister on 20 March.[60] Paul Reynaud replaced Daladier. At this point, the French political situation became more complex and began to impinge upon the course of the national war effort. Reynaud was a good choice as wartime leader but he lacked adequate political support and was required to keep Daladier on as minister of defence, as well as Gamelin. His preference was to get rid of both men, but he could not do this until his own position was more secure. Chamberlain's political fate was sealed when his War Cabinet voted to withdraw from Norway on 26 April, clearly indicating the effort as a failed expedition. If Chamberlain had authorized Bomber Command to bomb the Ruhr factories, he might have had some successes to point to, but after eight months of war it was clear that it was beyond his ability to lead the nation towards victory.

Although France had received very little in direct military assistance from Britain, it took two steps in early May which would significantly assist the RAF during the summer of 1940. A German Bf 109E which had accidently landed in France in March was flown to England on 4 May for technical evaluation.[61] By the time that the Battle of Britain began in July, RAF pilots had been able to fly the captured Bf 109E and learn its handling characteristics. In Paris, the French scientist Maurice Ponte had just developed a new type of cavity magnetron which used an oxide cathode. When the French learned that British scientists were having problems with their cavity magnetrons – which lacked adequate power and wore out quickly – Ponte decided to bring one of his new magnetrons to London on 9 May. The provision of French cavity magnetron technology led to the creation of the E1189 cavity magnetron, which was a major boost for the British RDF programme.[62] Without French help, Britain's Chain Home would have been less effective in the Battle of Britain and the RAF would have known less about the capabilities of the main enemy fighter.

Gamelin made two serious mistakes during the Phony War which would prove disastrous once *Fall Gelb* began. First, he mortgaged Allied operational plans to the whims of the Belgian king, without ensuring that France received anything useful in return. Instead of

unconditionally promising massive intervention, Gamelin and Daladier should have scaled their plans to the degree of Belgian willingness to co-operate. Once King Leopold III demonstrated his unwillingness to allow military collaboration with the Allies before a German invasion began, he should have been informed in no uncertain terms that Allied intervention was not a given. Rather than opting for a hasty defence of the Dyle River under unpredictable conditions, Gamelin should have devised a more flexible plan which gave him options, such as committing only covering forces into Belgium to delay a German advance.

Gamelin's second major mistake was that he directed improvements in the French Army and delegated responsibility for supervision to others, but failed to ensure that these deficiencies had actually been corrected. There is an old military maxim that troops will only correct what is inspected; if nobody inspects it, the problem will not be fixed. Rather than assigning over-age senior officers to check on critical deficiencies, it would have made more sense to appoint younger, more energetic officers to oversee specific programmes and an overall 'readiness czar' to report back regularly to the GQG (Grand Quartier Général, or Supreme Headquarters) on progress. Individual corps and army commanders should all have been held accountable to redress deficiencies and alert Gamelin if they lacked the resources to accomplish their wartime missions. Instead, when a French parliamentary group visited Sedan during the Phony War and noted deficiencies, Gamelin and his subordinates hastened to contest the findings. Gamelin and other senior French leaders seemed to have assumed that most of these deficiencies had been corrected; when they had not and when confronted with evidence of shortfalls, they became evasive.

The Clock Winds Down, 9/10 May 1940

By the beginning of May, the military balance in north-west Europe seemed about even. While neither side was entirely accurate about its

opponent's exact strength, it was clear that in terms of divisions the Anglo-French were roughly equal on the ground to the Wehrmacht, once the Belgian and Dutch armies were added to the scales; about 135 divisions on each side. The French Army – with minimal help from its allies – had more tanks and artillery than the Wehrmacht and enjoyed qualitative superiority in several categories. Thanks to the Maginot Line, the French Army could afford to conduct an economy-of-force effort in Alsace-Lorraine, enabling it to mass its best forces along the border with Belgium. By summer 1940, France would be considerably stronger once new American-built bombers were introduced and there would be sufficient Char B1 bis tanks to form four complete armoured divisions.

At the start of May, Général d'armée Gaston Billotte's GA 1, including the 1ère Armée (Général Georges Blanchard), 2e Armée (Général Charles Huntziger), 7e Armée (Général Henri Giraud), 9e Armée (Général André Corap) and the BEF, were holding a 300km-wide sector along the Franco-Belgian border from Dunkirk to Monthermé. Billotte had a total of 30 French and 12 British divisions under his command. Billotte's army group was well prepared to execute a rapid movement into Belgium when ordered by Georges and Gamelin. On the left, Girard's 7e Armée would dispatch the 1ère DLM and two motorized infantry divisions (9e, 25e DIM) to race 160km to link up with Dutch forces near Breda. In the centre, the nine divisions of Blanchard's 1ère Armée and Gort's BEF would advance about 65–70km to occupy defensive positions along the Dyle River. Général René Prioux's Corps de Cavalerie, with the 2e DLM and 3e DLM, was assigned to screen Blanchard's deployment from the expected enemy advance into Belgium. On Billotte's right, the eight divisions in Corap's 9e Armée would move to occupy defensive positions along the Belgian part of the Meuse River. If all went right, within 48 hours Billotte's GA 1 would be occupying a new front that was about 30 per cent shorter than its original positions; at a stroke, the density of the Allied defences would be increased by adding Belgian divisions and reducing the length of frontage. Given the

circumstances, the plan had its risks but it also had its merits. In terms of armour, the 1ère Armée, 7e Armée and 9e Armée had a total of about 1,270 tanks in three DLM, two DLC and nine independent tank battalions (BCC). The BEF added another 308 tanks (208 Mk VI light tanks, 77 Mk I and 23 Mk II infantry tanks), of which only the Matilda Mk IIs were armed with cannons.

The rest of the French Army would remain in place. Huntziger's 2e Armée, holding Billotte's extreme right, would anchor the movement into Belgium by holding the Meuse sector around Sedan. Huntziger was provided with two light cavalry divisions and a separate cavalry brigade, equipped with about 100 light tanks and armoured cars, with which he was supposed to delay any German forces moving through the Ardennes Forest. Huntziger had five infantry divisions to hold his part of the Meuse: two active (1ère DIC, or Division d'Infanterie Coloniale, 3e DINA), one Reserve A (41e DI) and two Reserve B (55e, 71e DI). In terms of armour support, Huntziger had a total of three independent tank battalions with 135 infantry tanks. On Huntziger's right, Prételat's GA 2 held the Maginot Line with 29 divisions (including the British 51st Infantry Division) from the 3e, 4e and 5e Armées. Although Prételat had no large armoured formations, he had 18 independent tank battalions with over 700 light tanks. Général d'armée Antonine Besson's GA 3 held the southern sector along the Rhine and the Swiss border with ten infantry divisions and four tank battalions (200 light tanks) in the 8e Armée. Gamelin's GQG reserve consisted of the three armoured divisions (1ère DCR, 2e DCR, 3e DCR) with nearly 500 tanks, several independent tank battalions and 13 infantry divisions – although several of these units were still in the process of forming. Altogether, the Allies had over 3,000 tanks deployed against the Germans, with about half going into Belgium.

The French active and Reserve A divisions and the BEF's five regular divisions were in good shape, but needed more training in order to be fully effective. The French Reserve B and British Territorial divisions were of mediocre quality and not fully equipped. Mines,

anti-tank guns and anti-aircraft guns were all in short supply, even though these had been identified as critical deficiencies.[63] There were a total of only 237 20mm Model 1939 anti-aircraft guns on 10 May and the only units that had their authorized battery of 12 20mm AA guns were the seven motorized infantry divisions and eight active infantry divisions in GQG reserve. Although the French Army was not as well equipped as the Germans with tactical radios, it was well-supplied with fuel and ammunition. Gort's BEF had evolved into a fairly efficient ten-division field army, well-equipped with artillery, anti-tank guns and anti-aircraft, but seriously deficient in terms of organic armour support until the 1st Armoured Division arrived.

On the morning of 10 May, the AdA had only 369 operational single-engine fighters deployed in the Zone d'Opérations Nord (ZOAN or Northern Air Zone of Operations) and Zone d'Opérations Est (ZOAE or Eastern Air Zone of Operations), facing the Luftwaffe. An additional 140 fighters were in southern France, including the first group of D.520 fighters. The AdA was even weaker in terms of strike assets, with just 72 operational bombers and 23 assault aircraft in the ZOAN/ZOAE regions. Another 100 operational bombers were training in southern France and most of the new American-built bombers were in Morocco. Despite having eight months to prepare, the AdA suffered from a low serviceability rate, averaging about 67 per cent, due to the limited number of trained maintenance personnel. Even worse, the AdA only had 348 trained fighter pilots available, so many new aircraft arriving at the forward bases were simply parked. The plan was for the AdA first to concentrate on providing air cover for the movement into Belgium, and then to shift to battlefield interdiction attacks to hinder the German invasion of Belgium.

The RAF had six fighter squadrons equipped with a total of 96 Hurricane Is in France, plus six squadrons equipped with Blenheim IV light bombers and eight squadrons with Battle light bombers. The Hurricane was the best Allied fighter in north-west France, but there were simply too few of them. Likewise, the Blenheim IV provided better strike capabilities than most of the AdA bombers, but their

numbers were insufficient. Fighter Command had already earmarked four more Hurricane squadrons (3, 79, 501, 504) to deploy to France when the German offensive began, but this was still far short of the reinforcements that the French requested.

Although neutral, the Dutch mobilized their military on 28 August 1939 and prepared to defend their borders. By May 1940, the Netherlands had mobilized 280,000 troops but they were poorly trained and armed with obsolete bolt-action rifles from 1895. For centuries, the Dutch had relied upon their country's numerous water obstacles to keep out invaders and 1940 was no different, although airpower made this style of defence less effective than in previous wars. The basic Dutch operational concept was to delay any invaders with covering forces while the main Dutch forces concentrated to defend the main population centres – Amsterdam, The Hague and Rotterdam. Hopefully, 'fortress Holland' could hold out behind its watery defences until the Anglo-French arrived to help. In order to block the direct route to Amsterdam, the Dutch Army deployed a thin screening force along the Ijssel River and, further back, four infantry divisions on the Grebbe Line. However, the Grebbe Line was only lightly fortified and the water obstacle to its front was unimpressive against a modern army. In southern Holland, the Dutch deployed three divisions to hold the Peel Line, intended to prevent an invader from slipping around behind the Grebbe Line and facilitating a link-up with the French. Two divisions from the I Corps, including most of the pre-war regulars, were assigned to defend the main population centres. Although the Dutch Army had purchased small numbers of modern anti-aircraft guns, it had no modern field artillery and only a handful of armoured cars. The Dutch air service was also quite small; out of 130 aircraft, only 51 fighters and 15 bombers were combat-ready.

The neutral Belgians also mobilized their military in August 1939 and by May 1940 they had 650,000 troops in 22 divisions defending their borders. Like the Dutch, the Belgians relied heavily upon the water obstacle of the Albert Canal to stymy an invader until help could arrive. The Belgian Army was weak in infantry weapons and

field artillery, but had adequate numbers of 47mm anti-tank guns, some of which were mounted on tracked chassis. The Belgians also had some light tanks and armoured vehicles, as well as modern fortifications such as Fort Eben-Emael and near Liège. In terms of air support, the Belgians had over 230 aircraft, of which 50 were fighters and 110 were light bombers. Except for one squadron of British-made Hurricane fighters, the majority of the Belgian combat aircraft consisted of obsolete biplanes. On paper, the Belgians had more than enough troops and equipment – even if most of it was of First World War vintage – to put up a stout defence long enough for Anglo-French forces to arrive. While still shunning formal military contacts, after the Mechelen Incident the Belgians established low-key discussions with the Anglo-French and were apprised of Gamelin's Dyle Plan. In order to provide a prepared position for the French to occupy, the Belgians promised to install 6,000 anti-tank obstacles in the Gembloux Gap sector and to create field works.[64]

Unfortunately, the Belgian defence effort was undermined from the beginning by a faulty defensive plan, which was poorly executed. Instead of concentrating their best forces on the eastern edge of the Albert Canal, between Fort Eben-Emael and Liège, the Belgians deployed only four of their 18 infantry divisions to block the likely enemy avenue of approach. Seven other divisions defended the northern arm of the Albert Canal stretching back to Antwerp and several more divisions were held back around Brussels. If the Albert Canal line was penetrated, the Belgians intended to fall back upon the river Dyle, which they designated as the K-W Line. Although the Belgians had built some bunkers and obstacles along this line during the Phony War, it was not a very strong position and they made no effort to fortify the Gembloux Gap. Group K, under General Maurice Keyaerts, deployed the 1st Chasseurs Ardennais Division and the 1st Cavalry Division in the Ardennes region to delay any German move through that region, but the Belgians intended to make a minimal effort in that sector. Consequently, Belgian strength was dissipated trying to hold too much ground and vulnerable to defeat in

detail, just as had happened to the Poles in 1939. Furthermore, King Leopold III and his military advisors were disingenuous in their dealings with the Anglo-French, which undermined the value of the assistance they could render.

On the opposite side, the Wehrmacht was finally ready for *Fall Gelb*, although it still had significant material shortages. Generaloberst Fedor von Bock's Heeresgruppe B was responsible for invading Holland and Belgium. Bock's main effort would be made by Generaloberst Walter von Reichenau's 6. Armee, which had a total of 19 divisions, including the 3. and 4. Panzer-Divisionen (with a total of 655 tanks) and one motorized infantry division. Reichenau would seize the Dutch city of Maastricht and then assault the Belgian defensive line along the Albert Canal, assisted by airborne landings to seize the crossing sites. The 6. Armee had some very good divisions assigned, but seven of its 17 infantry divisions were composed of reservists and Landwehr. General der Artillerie Georg von Küchler's 18. Armee was assigned to invade Holland with a total of just nine divisions, spearheaded by 9. Panzer-Division (153 tanks) – the smallest Panzer-Division in the Wehrmacht. Küchler's army was a mixed bag and had no substantial superiority over the ten divisions of the Dutch Army; it included the Wehrmacht's last horse cavalry formation – the 1. Kavallerie-Division – and two Waffen-SS units (the SS-Verfügungsdivision [SS-VT] and the LSSAH regimental-size group). All of Küchler's Heer infantry divisions consisted of older reservists and Landwehr called up at the start of the war. Both of Bock's armies had tough missions, particularly since the enemy could easily anticipate their likely avenues of approach. General der Flieger Albert Kesselring's Luftflotte 2 was assigned to support Bock's ground offensive, with a total of 1,218 combat aircraft and the II Flakkorps.

Although the Germans had conducted some company-size airborne landings in Norway and Denmark, they still had very limited experience with this type of operation. Generalleutnant Kurt Student's 7. Fliegerdivision was still incomplete but could employ five *Fallschirmjäger* (parachute infantry) battalions and a special glider

assault pioneer battalion, Sturmabteilung Koch. Once Student's paratroops seized airfields in Holland, reinforcements from Generalleutnant Graf Hans von Sponeck's 22. Infanterie-Division 'Luftlande' would be flown in. Sponeck's division was a 1. Welle formation that had begun training for the air-landing role after the Polish campaign and it could reinforce Student's paratroopers with up to nine infantry battalions and one pioneer battalion. In order to transport this force, the Luftwaffe massed 400 of its Ju 52 transports and 42 gliders into three air transport groups – another indicator missed by Allied intelligence. The Germans also intended to use special forces from the Brandenburger battalion (officially designated as Bau-Lehr-Bataillon zbV 800, or 800th Special Duties Construction Training Battalion), who often wore enemy uniforms, to assist in the capture of key bridges.

However under the revised *Fall Gelb* plan, Bock's offensive was only a supporting effort. The main German *Schwerpunkt* would be made by Generaloberst Gerd von Rundstedt's Heeresgruppe A, led by the five Panzer-Divisionen of Panzergruppe Kleist, which would move rapidly through the Ardennes towards Sedan. Kleist's Panzers would be directly supported by ten infantry divisions from Generaloberst Sigmund List's 12. Armee. Generaloberst Günther von Kluge's 4. Armee, which had 13 divisions, including two Panzer-Divisionen, would operate on Kleist's right flank. General der Infanterie Ernst Busch's 16. Armee, with 13 infantry divisions, would clear southern Luxembourg and support the left flank of the German movement through the Ardennes. Altogether, Rundstedt's army group would commit a total of 1,774 tanks to the attack through the Ardennes. General der Flieger Hugo Sperrle's Luftflotte 3 would support Heeresgruppe A with a total of 1,191 combat aircraft.

Generaloberst Wilhelm Ritter von Leeb's Heeresgruppe C, with 25 infantry divisions in the 1. Armee and 7. Armee, would mount diversionary or fixing attacks against the Maginot Line, as needed. The Oberkommando des Heeres (OKH) kept a number of infantry divisions in reserve, but all the Panzer and motorized units were

committed up front. Most analyses of the military balance in May 1940 stress that the Germans had nearly a 2–1 numerical superiority in aircraft, but were outnumbered 1.2–1 in tanks. These kinds of macro-level analytics tend to ignore practical factors like terrain and deployment. In fact, in the aviation category that mattered most – single-engine fighters – the two Luftwaffe air fleets enjoyed only a modest 1.4-overall numerical superiority – except the Luftwaffe was not going to disperse its aircraft, but mass them in time and space to achieve local superiorities of 3–1 or better. Since only the RAF Hurricanes were equivalent to the Bf 109E in terms of capability, the Luftwaffe's ability to achieve local air superiority was overwhelming. In terms of tanks, it was true that the Char B1 bis and the S35 were superior to most of the German tanks, but the Germans decided to fight the campaign in such a way that they would always enjoy a massive local superiority in sectors chosen for their main effort; the creation of Panzergruppe Kleist gave the German armoured forces an enormous boost in combat synergy and unity of command that the French armoured units – operating as independent formations – could not hope to match.

After 28 postponements since November, Hitler finally decided on 8 May to begin *Fall Gelb* at 0535 hours on 10 May.[65] This time the weather was perfect and no more delays would be accepted. Having failed to dissuade Hitler, the conspirators in the OKH fell silent. He left Berlin on his train and arrived at his Felsennest command post, 40km south-west of Bonn, before dawn on 10 May. Meanwhile, in London and Paris, dramatic changes were occurring in the last moments before the onslaught. After weeks of fighting off strident political criticism over the Norwegian disaster, Neville Chamberlain finally came to realize on the afternoon of 9 May that his position as prime minister was no longer tenable. He would resign the next day, around 1800 hours.[66] Winston Churchill would succeed him, but would need time to form a new cabinet; his first meeting as prime minister with the War Cabinet did not occur until 1230 hours on 11 May.[67] In Paris, Paul Reynaud finally felt politically secure enough

to try to relieve Gamelin in a cabinet meeting on the morning of 9 May. Predictably, Daladier tried to defend Gamelin, which caused a serious political row. Reynaud threatened to resign or to dismiss the Cabinet, but either way Gamelin was on his way out.[68] Thus, as the sun rose at 0501 hours on 10 May, the Anglo-French leadership was volatile, while Hitler was filled with maniacal resolve to crush all his enemies, abroad and within the Reich.

Chapter 3

The Centre Cannot Hold

'Fate smiles on the mighty and the violent.'
Stefan Zweig, *The Tide of Fortune* (1940)

The First 90 Hours, 10–13 May 1940

During the afternoon and evening of 9 May, the OKH sent out the code signal 'Danzig', which meant that A-Tag (*Angriffs-Tag* or Attack Day) for *Fall Gelb* would begin the next morning. Thereafter, German units in both Heeresgruppe A and Heeresgruppe B moved from their assembly areas towards their jump-off positions for the offensive. Before dawn, hundreds of Luftwaffe bombers began to take off from their bases in Germany. As in Poland, the Luftwaffe decided to open the offensive with an attempt to destroy the enemy air forces on the ground. About 20 minutes after sunrise, the first wave of 500 bombers from Kesselring's Luftflotte 2 and Sperrle's Luftflotte 3 struck 72 airfields in Holland, Belgium and France. A second wave with another 500 bombers attacked additional targets about 90 minutes after the

first wave. These strikes achieved considerable success against the small Belgian and Dutch air services, which lost about half their operational combat aircraft in the first few hours. However, attacks on French and British airfields achieved much less success and once Allied fighters got into the air, unescorted German bombers suffered heavy losses.

Just as the first bomber raids were occurring, Sturmabteilung Koch conducted a daring glider-borne attack against the Belgian defences along the Albert Canal. Four detachments of Koch's assault pioneers were committed, each of company size: three detachments landed near bridges across the canal and one detachment landed on top of Fort Eben-Emael at 0524 hours. The Belgian garrison was paralysed by the audacity of the attack and remained inside its underground chambers while the Fallschirmjäger went about destroying gun turrets and observation cupolas with powerful shaped charges. Koch's other detachments also achieved surprise and captured two of the three bridges intact. The only bridge the Belgians succeeded in destroying was the one at Kanne, closest to Eben-Emael. By 0600 hours, German Fallschirmjäger had seized two bridges over the Albert Canal and Fort Eben-Emael was effectively neutralized. The Belgian defence on the Albert Canal – their primary line of defence – was crumbling after being under attack for less than an hour. Amazingly, the Belgian 7th Infantry Division, which held this vital sector, sat virtually immobile all day while these four small German airborne detachments consolidated on their objectives. Several small Belgian counter-attacks were repulsed and the Fallschirmjäger not only inflicted 12–1 casualties upon the enemy, but captured about 700 prisoners from the local Belgian garrisons. No effort was made by the Belgians to reach their besieged garrison in Fort Eben-Emael. Luftwaffe air support pounded the Belgian positions regularly, which discouraged further counter-attacks. Nor did the Belgian High Command make any effort to rush reserves to deal with this tactical penetration of their Albert Canal Line.

Further north, waves of German Ju 52 transport planes began the airborne invasion of Holland at 0635 hours, dropping one of

Student's parachute battalions on three airfields near The Hague and another battalion to seize the vital Moerdijk bridges in southern Holland. Once the three Dutch airfields were captured, the next wave of Ju 52 transports brought in two battalions from Sponeck's 22. Infanterie-Division 'Luftlande' to reinforce the lodgements. Even more daring, a dozen German sea planes landed on the Nieuwe Maas River in central Rotterdam and deposited about 70 troops, who captured two vital bridges. Although the boldness of these attacks temporarily stunned the Dutch troops, they soon recovered and units from the 1st Dutch Corps began launching counter-attacks against the lightly armed German Fallschirmjäger. Many of the Dutch troops were reservists, but they had artillery support and the Germans did not. The small number of surviving Dutch fighters and anti-aircraft guns also exacted a heavy toll against the continuing waves of German transport planes, and the Luftwaffe lost nearly half its available Ju 52s on the first day. By afternoon, Sponeck's scattered forces around The Hague were defeated in detail by Dutch counter-attacks and lost control over all three airfields. Sponeck himself was hiding in a wooded area with his remaining troops. Student's Fallschirmjäger managed to hold onto the Moerdijk bridges, but were hard-pressed. By the end of the day, the Germans had committed about 7,000 troops to the airborne invasion, but the Dutch had captured 1,745 of them.[1] Although the airborne operation was a costly fiasco, the Dutch expectation that they could hold 'fortress Holland' was shattered by the loss of the Moerdijk bridges.

In order to relieve the hard-pressed airborne troops, General der Artillerie Georg von Küchler's 18. Armee invaded Holland spearheaded by the 9. Panzer-Division and the SS-VT Division. The Dutch defenders were able to destroy seven of eight bridges over the Maas River (Meuse) before the Panzers arrived but a Brandenburger detachment captured the bridge at Gennep intact. The Germans quickly exploited this *coup de main* by pushing an infantry regiment across the captured bridge and by evening, the local Dutch commander decided to abandon the Peel Line and retreat behind the Zuid-

Willemsvaart Canal. However, the 9. Panzer-Division did not begin crossing the Maas until the next morning and the vanguard of the X Armeekorps was slow to penetrate the covering positions on the Ijssel and did not even reach the Grebbe Line on the first day. Unlike German operations in Belgium and Holland, the advance by 18. Armee into Holland was more methodical than Blitzkrieg.

Reichenau's 6. Armee was initially tasked with capturing the Dutch-held city of Maastricht, then linking up with Sturmabteilung Koch on the Albert Canal. The V Armeekorps, led by 4. Panzer-Division and supported by two infantry divisions, crossed the border at 0530 hours and headed for Maastricht. Reichenau kept a good portion of his forces in reserve, including 3. Panzer-Division, until the crossings over the Albert Canal were secured. An attempt by Brandenburg troops in Dutch uniforms to capture bridges over the Maas in Maastricht failed and the Dutch defenders succeeded in blowing up all three bridges. The 4. Panzer-Division was obliged to fight for Maastricht, suffering significant casualties, but the Dutch garrison surrendered by 1100 hours. The IV Armeekorps then began repairing the damaged bridges, while sending infantry across the Maas to link up with the Fallschirmjäger holding the two bridges over the Albert Canal; all three detachments were relieved by 2230 hours. Due to the destruction of the bridges over the Maas and the one at Kanne, the 4. Panzer-Division was still hung up in Maastricht. By the evening of 10 May, the 4. Panzer-Division managed to push some of its Kradschützen (motorcycle infantry) across the canal to attack the flank of the Belgian 7th Infantry Division, creating panic.

Amazingly, none of the major extant historical accounts about *Fall Gelb* discusses what happened next. Despite the fact that the Germans had no tanks across the Albert Canal and only a few infantry battalions engaged against the Belgian 7th Infantry Division, morale in the Belgian 1st Corps quickly evaporated. Even before troops from 6. Armee succeeded in linking up with the glider troops at Fort Eben-Emael on the morning of 11 May, the Belgian 1st Corps began to withdraw from the Albert Canal and retreat towards the Dyle River.

At this point, the two divisions of the Belgian 3rd Corps were holding Liège. During the 1930s, Belgium had invested a great deal in the Liège fortifications known as the *Position Fortifiée de Liège* (PFL), which consisted of three modern outer forts in PFL 1 and eight refurbished forts in the inner line designated as PFL 2. The new forts of PFL 1 were considered equal to the Maginot Line forts in terms of firepower and protection. Nevertheless, once the 1st Corps began to retreat, the 3rd Corps decided to evacuate Liège, even though they were not yet in contact with German forces. Three infantry divisions from the XXVII Armeekorps were advancing towards the outer fortifications (PFL 1) which had engaged the invaders with artillery fire. The garrison troops of the Liège fortifications – perhaps 6–8,000 men – were abandoned and left to fight on alone, without the benefit of interval troops. Although all of the forts continued to resist and use their artillery against the enemy, Reichenau's 6. Armee was able to isolate most of them and bypass them. Ju 87 Stuka dive-bombers began pounding the forts, which no longer had anti-aircraft protection. Reichenau assigned several of his reserve infantry divisions to besiege the outer forts and brought up some 30.5cm howitzers to assist. The Belgian abandonment of Liège on 11 May effectively ended any chance for inflicting serious delay upon the German advance across the Albert Canal and was a disastrous operational mistake.

About 90km south-east of Liège, Guderian's XIX Armeekorps (mot.) began crossing the Our River into Luxembourg at 0535 hours on 10 May. The Germans encountered no opposition and were assisted by Brandenburg detachments. In the vanguard, the 1. Panzer-Division's Kradschützen-Bataillon raced across Luxembourg and reached the Belgian border at Martelage in two hours. Guderian's objective for the first day was the vital road junction at of Neufchâteau, about 65km from his starting position. On his left flank, the 10. Panzer-Division advanced towards Arlon and on his right, the 2. Panzer-Division intended to pass just north of Neufchâteau. The German bid to push rapidly through the Ardennes with over 40,000 vehicles from Panzergruppe Kleist was a calculated risk; the heavily wooded terrain

favoured the defence and the packed, round-bound German columns would make perfect targets if attacked from the air. Meanwhile, the French 2e Armée sent the 2e DLC and 5e DLC into Belgium after 0700 hours, with the 2e DLC headed for Arlon and 5e DLC headed for Neufchâteau. The 3e DLC moved into southern Luxembourg and unexpectedly bumped into blocking detachments from the 34. Infanterie-Division, which had arrived by light aircraft.[2] The 9e Armée sent the 1ère DLC and 4e DLC to screen the routes through the northern Ardennes. The French cavalry had two missions: identify the enemy main axis of advance through the Ardennes and delay it. If pressed, the French cavalry was authorized to withdraw to the Semois River, where several infantry battalions were stationed to strengthen the defence of key crossing sites. Both sides were racing to a meeting engagement in the Ardennes, but the French thought they were only dealing with an enemy supporting attack, not the main effort.

Thanks to the excellent defensive terrain, company-size detachments of chasseurs ardennais managed to delay the 1. Panzer-Division for over six hours at Bodange, but otherwise the Belgian rearguard effort in the Ardennes was half-hearted. Even though Group K had both artillery and anti-tank guns, it did not use them to cover its obstacles, allowing German pioneers to clear obstructions while not under fire. The Belgians cratered roads and blew up bridges, but then departed the area. Nor did the Belgians co-ordinate their demolition effort with the arriving French cavalry units, which often suddenly found roads obstructed. Given what single companies achieved at Bodange and Chabrehez, if Group K had defended its obstacles and worked more closely with the French, it is highly likely that Panzergruppe Kleist's transit through the Ardennes would have been delayed for another full day. The terrain in the Ardennes greatly favoured ambushes and even small forces could inflict painful losses, before falling back to the next position. In this kind of terrain, the tendency of German leaders to lead from the front proved particularly dangerous. One of the first German casualties was General der Artillerie Hans Behlendorff, commander of the 34. Infanterie-Division, who bumped into a French

cavalry patrol in south-west Luxembourg and was badly wounded.[3]

When the lead elements of the 10. Panzer-Division bumped into the 2e DLC at Etalle, both sides suffered significant casualties. Most of the tactical actions in the Ardennes were meeting engagements between Kradschützen and Schützen versus French cavalry units; in terms of firepower, the German units had about 50 per cent more machine guns at the battalion level. German battalions usually had 15 mortars against only 2–7 for French cavalry units, and the French had nothing analogous to the German light 7.5cm infantry gun. Outnumbered and outgunned, the 2e DLC could not stop the 10. Panzer-Division and was forced to evacuate Arlon. However, the French cavalry did inflict considerable pain on the invaders; in the encounter battles 10. Panzer-Division lost a regimental commander and a battalion commander. After pushing through the chasseurs ardennais, the 1. Panzer-Division still managed to get within striking range of Neufchâteau by late evening. During the day, the French 5e DLC established screening positions around the town, supported by a battalion of 75mm guns, but the French incorrectly oriented their defence to the north-east, even though the enemy was coming from the east.

Just north of Guderian's spearheads, General der Infanterie Hermann Hoth's XV Armeekorps (mot.), the spearhead of Kluge's 4. Armee was moving through the northern Ardennes with the 5. and 7. Panzer-Divisionen. Erwin Rommel's 7. Panzer-Division pushed through St Vith but was delayed by obstacles and a lengthy skirmish with Belgian chasseurs at Chabrehez. However, once Group K was informed about the disaster at Fort Eben-Emael, the chasseurs ardennais began withdrawing rapidly towards Namur, leaving the French cavalry to fight alone in the Ardennes on the second day of the German offensive. At Marche, H39 tanks from the 4e DLC were able to ambush the lead elements of the 5. Panzer-Division and at least one Pz IV tank was totally destroyed.[4] On the morning of 11 May, the 1. Panzer-Division struck the 5e DLC screening forces hard near Neufchâteau and was able to outflank them. By early afternoon, all of the French cavalry units were disengaging and withdrawing, the

5e DLC towards the Semois River and the 1ère and 4e DLC towards Dinant on the Meuse. The DLCs were too lightly armed to stand up to Panzer-Divisionen for any length of time and their screening mission in the Ardennes was a failure. Although Gamelin now knew that there were German tanks and motorized infantry in the Ardennes, the information provided by the cavalry did not identify this as the main German effort.

Belgium did not officially request Anglo-French assistance until two hours after the German invasion began. At 0645 hours on 10 May, Gamelin gave the order for Billotte's GA 1 to advance into Belgium and occupy a defensive line on the Dyle River. Prioux's Corps de Cavalerie sprang forward across the border around 0830 hours and moved rapidly with the 2e DLM and 3e DLM, reaching the so-called Gembloux Gap before nightfall of the first day. Prioux was disgusted to find that the Belgians had not fortified this vital sector, even though they had promised to establish Cointet anti-tank barriers there. Instead, the Belgians had haphazardly dumped the barrier material 10km away and never completed the project. Giraud's 7e Armée sent the 1ère DLM and 25e DIM racing towards Antwerp, moving over 200km, and a few reconnaissance units managed to reach the Dutch border before midnight. Blanchard's 1ère Armée sent several small reconnaissance groups ahead, but the bulk of the French divisions marched slowly across the border in long columns. On the right flank, Corap's 9e Armée started late in the morning since several of its units had been involved in training exercises and by nightfall only its covering forces (1ère DLC, 4e DLC, 3e BS, or Brigade de Spahis) had reached the Meuse and its foot infantry were expected to need five days to arrive. The BEF was even slower and the first British unit, the 12th Lancers, did not cross into Belgium until 1300 hours. Montgomery's 3rd Infantry Division did not even begin moving until 1430 hours. At the border, Belgian border guards initially tried to prevent the BEF from entering and then near Brussels, Belgian troops were so panicked by news of German airborne attacks that they idiotically fired on the first British troops they saw – elements of the 2nd Battalion, Middlesex Regiment – claiming

they thought they were Germans. The BEF was supposed to occupy a sector near Wavre, but by the evening of 10 May only reconnaissance units were on the Dyle.

Even after the first 24 hours, the tactical flow of combat was shaping the course of operations. At this point, only a few divisions on each side were directly involved in serious combat. Daring German tactics prevailed in some cases, like Eben-Emael, but failed miserably around The Hague. In general, the Germans succeeded where they had greater firepower or some other tactical advantage, but Sponeck's lightly armed infantry were badly defeated by Dutch reservists who enjoyed artillery support. In the Ardennes, Kleist's Panzers were handicapped by the restrictive terrain but once in contact, easily defeated infantry and cavalry units that had much less organic firepower. Both sides failed to reach their objectives on the first day, mostly due to the frictions of war. On the Allied side, the German penetration of the Albert Canal was regarded as the most serious since it meant that enemy armour would soon be pressing towards Brussels and it would take days to establish a line on the Dyle. Allied airpower and Prioux's Corps de Cavalerie would have to delay that enemy advance.

In the air, the Luftwaffe suffered very heavy losses on the first day of *Fall Gelb*: 21 fighters, 126 bombers and nine dive-bombers were damaged or destroyed – a loss rate over 6 per cent.[5] Although the Luftwaffe had achieved local air superiority over Holland and Belgium, the RAF and AdA were not badly hurt. Three French fighter units – GC III/3, GC II/4 and GC II/8 – were caught on the ground by German raids and lost 12 of their fighters destroyed and another 12 damaged. Allied fighters were able to scramble quickly and inflict heavy losses on withdrawing German bombers, giving them a taste of what fighters could accomplish against unescorted bombers in daylight. However, both the RAF and the AdA made the mistake of holding their bombers back, unwilling to risk attacking German motorized columns due to fears of civilian casualties. The only French bomber raid on 10 May was conducted by six LeO 451 bombers sent to destroy the bridges over the Albert Canal; despite strong fighter

escort, German fighters prevented this mission from achieving success. RAF Fighter Command sent four additional Hurricane squadrons (3, 79, 501, 504) to France, to join the six already there.

When the sun came up over Holland on 11 May, the Luftwaffe was able to slip some reinforcements into the airborne troops around The Hague, while Ju 87 Stukas pounded Dutch positions to prevent further counter-attacks. Student improved his hold on the outskirts of Rotterdam, while the Dutch lost their chance to crush his isolated units. In the south, the retreat by the Dutch III Corps to the Zuid-Willemsvaart Canal was chaotic and the German vanguard was able to seize a crossing by 1300 hours on 11 May; by evening the Dutch defence of this region was collapsing. The French 25e DIM from Giraud's 7e Armée was able to reach Breda with two motorized infantry battalions and a regiment of armoured cars, but found the Dutch III Corps abandoning the area and heading north of the Maas. The Luftwaffe spotted these French units arriving and a strike by Ju 87 Stukas inflicted 200 casualties.[6] Franco-Dutch military collaboration was brief and unproductive. On the other hand, the British Royal Navy expended considerable effort to evacuate the Dutch gold reserves to England, along with large quantities of diamonds.

In central Holland, the SS-Standarte 'Der Führer' from X Armeekorps began probing the outposts of the Grebbe Line on the morning of 11 May but spent most of the day clearing out a few companies. Although the 207. Infanterie-Division arrived, the three Waffen-SS battalions continued to lead the assault on the southern end of the Grebbe Line on 12–13 May. The German effort to break through the Grebbe Line was incredibly under-resourced, with minimal artillery support, leading to a protracted 65-hour battle. The Dutch defence was tough, but unimaginative, missing a chance to crush the SS when they impetuously rushed into a gap in the defences. By the time that the Waffen-SS troops eventually broke through the Grebbe Line on the afternoon of 13 May – with the help of a massive Stuka attack – it mattered little since Dutch resistance was beginning to collapse across the board.[7] In southern Holland, the 9. Panzer-Division encountered

French reconnaissance units near Tilburg on 11 May and suffered some casualties. The 1ère DLM and the 25e DIM were able to establish a very thin screen line around Tilburg with motorized infantry, armoured cars, a company of H35 tanks and two battalions of artillery but the collapse of the Dutch III Corps left Giraud's advance guard out on a limb. Gamelin ordered Giraud to fall back towards Breda and try to help the Dutch recapture the Moerdijk bridges.

The 9. Panzer-Division followed hard on the heels of the 1ère DLM, seizing Tilburg, then split with one Kampfgruppe headed north-east to link up with Student's Fallschirmjäger and the other Kampfgruppe heading towards Breda. By this point, Giraud was unwilling to stick his neck out for the retreating Dutch, so he abandoned the idea of recapturing the bridges and instead focused on building a strong blocking position at Breda with the 25e DIM. Gamelin, seeing problems developing in other sectors, had written off the Dutch and ordered Giraud to begin falling back towards Antwerp to conserve his forces. Unobstructed by Giraud's troops, the 9. Panzer-Division was able to link-up with the Fallschirmjäger at the Moerdijk bridges by 1825 on 12 May. The next day, the 9. Panzer-Division pushed tanks across the bridges and overran most of the Dutch defenders in Dordrecht, but had about 15 tanks knocked out by anti-tank guns in the urban terrain. Afterwards, the 9. Panzer-Division established contact with Student's troops outside Rotterdam. By the end of 13 May, Dutch resistance was collapsing: the III Corps had dissolved, the II and IV Corps were retreating from the Grebbe Line and German tanks and artillery were on the outskirts of Rotterdam.

On the morning of 11 May in Belgium, the Belgian air service sent its last 15 serviceable aircraft in a desperate effort to destroy the captured bridges over the Albert Canal; the attack failed, with ten aircraft lost and five damaged. The RAF and AdA tried their own raids against the bridges, losing five more bombers without scoring any hits. Having secured a bridgehead, Reichenau wasted no time and began sending the 3. and 4. Panzer-Divisionen across the Albert Canal. Traffic congestion over the few intact bridges slowed this

deployment, so only the 4. Panzer-Division was fully across. By early afternoon, Fort Eben-Emael's pathetic garrison had surrendered and the Belgian 1st Corps retreated, making it easier for the Germans to expand their bridgehead. General der Kavallerie Erich Hoepner's XVI Armeekorps (mot.) assumed command of both Panzer-Divisionen and the 20. Infanterie-Division (mot.) for the advance towards Brussels. Once the 1st Belgian Corps fell back, the Belgian 3rd Corps abandoned Liège and the bulk of the Belgian field army retreated towards the imagined safety of the Dyle River on the night of 11/12 May. By this point, Brooke's II Corps from the BEF was just reaching the Dyle near Wavre and Prioux's two DLMs were screening the Gembloux Gap, but most of the BEF and Blanchard's 1ère Armée were still marching towards the Dyle. In other words, the Belgian dam had already burst before the Anglo-French were even in a position to stop a German push towards Brussels.

The Belgians counted on the garrisons of the 11 Liège forts to slow the German pursuit, but Bock simply directed Reichenau's 6. Armee to detach a few reserve infantry divisions to isolate these positions. Belgium had also invested in modernizing seven forts in the Fortified Position of Namur (FPN) during the 1930s and they now counted on this position to anchor the southern end of the Dyle position. By 11 May, the French 12e DIM joined two Belgian divisions near Namur and this was one of the few places where the line seemed solid. Prioux deployed both of his mechanized cavalry divisions 30km north-east of Gembloux, around the town of Hannut. Without waiting for the 3. Panzer-Division, the 4. Panzer-Division advanced 25km towards Gembloux, until it bumped into armoured cars from 3e DLM. Hoepner ordered a halt until the rest of his divisions came up, which gave Prioux a chance to position his infantry and anti-tank guns. Although the BEF deployed some of its armoured reconnaissance units like the 12th Lancers east of the Dyle, it lacked the robust covering forces to seriously delay the German advance. Consequently, Prioux's corps would fight alone against the German spearhead, without any help from the British or the Belgians.

On 12 May, 4. Panzer-Division attacked towards Hannut and captured the town, but French Somua S35 tanks from 3e DLM appeared and knocked out a number of Panzers; this was an unpleasant surprise. Fuel shortages forced the 4. Panzer-Division to disengage after several hours of skirmishing in order to resupply. It was apparent to Hoepner that the French covering force was backed by ample armour and artillery support, so he opted for a more deliberate approach. Consequently, Hoepner did not mount an all-out assault against Prioux's cavalry screen until 1100 hours on 13 May, when he had both Panzer-Divisionen on line and plentiful Luftwaffe support. Prioux's screen gave in slowly, pressed back by the weight of German tanks and infantry, but it is important to remember that the French mission was to trade space for time. By 1800 hours on 13 May, Prioux knew that he had fulfilled his mission because five French and three British divisions had reached the Dyle in strength, so his two battered DLMs began falling back. French tankers did far better on their first encounter with Panzer-Divisionen than Soviet tankers would do at Minsk in 1941, or British tankers at Gazala in 1942 or American tankers at Kasserine Pass in 1943; the DLMs inflicted equivalent damage on the enemy and survived to fight another day.

Although the Allies were dissatisfied with the lack of Belgian efforts to improve the Dyle Line, the French 4th Corps began laying anti-tank mines in front of Gembloux. Georges had released the 1ère DCR to provide Blanchard with an armoured counter-attack force for the Gembloux Gap. Interestingly, on 13 May a good portion of the BEF, including the entire III Corps, was still in France and had not crossed into Belgium. Only three British divisions (1, 2, 3) would actually occupy positions on the Dyle, with two more in support.[8]

While Blanchard's 1ère Armée established defensive positions along the Dyle and around Gembloux, Corap's 9e Armée was still moving forward some 60km into Belgium to occupy a 90km-wide sector of the Meuse River, from south of Namur to just west of Sedan. Corap's army only had one fully motorized division, the 5e DIM, while the bulk of his units had to march to the Meuse. The GQG

expected that it would take Corap's army five days to reach the Meuse and dig in. Although parts of Corap's divisions had reached the Meuse by the evening of 11 May, many units were still in transit, particularly the horse-drawn artillery, anti-tank and support units.

In particular, the 18e DI, a Reserve A division, was assigned to cover a 20km-wide sector of the Meuse between Houx and Dinant, but only had five of its nine infantry battalions and two-thirds of its artillery in place by the evening of 12 May. Furthermore, the 18e DI was woefully ill-equipped in support weapons, with no divisional anti-tank company, only three 25mm anti-tank guns per infantry regiment and none of its authorized 60mm mortars.

By this point, Hoth's XV Armeekorps (mot.) was just clearing the Ardennes and approaching the Meuse; Hoth's mission was to seize crossings near Dinant. Corap's covering force – the 1ère DLC and 4e DLC – had failed to seriously impede Hoth's advance and they retired across the Meuse on the morning of 12 May. French aerial reconnaissance spotted Hoth's columns approaching the sector of the Meuse held by Général de corps d'armée Julien Martin's 11e CA, which was reported to Corap. Due to the late arrival of parts of the 18e DI, the Dinant sector was still relatively unguarded, so Corap ordered the 5e DIM to send a motorized infantry battalion (the II/39e Régiment d'Infanterie, or II/39e RI) to cover the gap until the 18e DI was in place. Unfortunately, around 2300 hours on 12 May a reconnaissance party from the 5. Panzer-Division found an unguarded crossing site over an old 1m-wide weir at the Île de Houx and quickly pushed a few dismounted troops across. These were the first German troops across the Meuse. When the II/39e RI arrived to occupy positions in the Bois de Surinvaux, it soon detected the German bridgehead and called for artillery support from the 18e DI. The French troops also brought the weir crossing site under machine-gun fire. However, the French lacked the numbers or the firepower to mount an immediate counter-attack and on the morning of 13 May, the 5. Panzer-Division reinforced its tiny bridgehead with three Schützen-Bataillonen.[9] Meanwhile, Rommel's 7. Panzer-Division

tried to conduct a company-size assault crossing of the Meuse in rubber boats at Dinant around 0530 hours on 13 May, but the initial attempt failed when the 66e RI from 18e DI poured artillery and machine-gun fire on the crossing sites. Undeterred, Rommel brought up artillery and tanks, using them to silence French machine guns with direct fire, then tried again. This time, he succeeded and gained a firm lodgement. Gradually, the Schützen from 5. Panzer-Division cleared the outnumbered II/39e RI out of the Bois de Surinvaux and began expanding north and west.

Corap's 9e Armée had all afternoon to mount a counter-attack to destroy Hoth's two bridgeheads before the Germans got armour across the Meuse, but the incomplete 18e DI could barely hold its own overextended front line and its last four infantry battalions did not reach the front until nightfall. Lacking infantry, the French tried to use airpower and artillery to impede the German crossing. The AdA mounted one bomber raid on the crossing site, but this had minimal effect and German pioneers were soon beginning to construct pontoon bridges. Corap himself was not even aware of the crossing until afternoon due to communication issues and Martin's 11e CA was unable to co-ordinate a combined arms counter-attack force. A timely Stuka attack disrupted one French counter-attack and it was not until the evening of 13 May that the 9e Armée was able to mount a tiny counter-attack with a squadron of R35 infantry tanks, unsupported by infantry or artillery. A number of German troops surrendered, but the French tankers lacked their own infantrymen to round them up, so they returned with just seven prisoners. Corap and Martin decided to delay another attempt until the next morning – which proved to be a fatal delay.

Adding to Corap's discomfiture, the lead elements of Reinhardt's XLI Armeekorps (mot.) reached the Meuse at Monthermé, 45km south of Dinant, during the night of 12/13 May. This sector was held by the 41e CA; a battalion (II/DBMC) from the French 102e DIF, a Reserve B formation, occupied the town of Monthermé. This French reserve unit had an unusually high percentage of professional officers

and NCOs and was equipped with a large number of machine guns. Monthermé was located on a peninsula that was reinforced with a number of bunkers and the French had time to lay some mines. On the morning of 13 May, a single dismounted infantry battalion from Generalmajor Werner Kempf's 6. Panzer-Division attempted an assault crossing over the Meuse, supported by 450 Luftwaffe tactical sorties, but was repulsed twice. A third attempt finally succeeded in getting troops across in the early afternoon and Lieutenant Paul Barbaste's company holding Monthermé was soon overwhelmed. Rather than retreat, the 27-year-old Barbaste grabbed an FM 24/29 light machine gun and led a desperate counter-attack with his last two squads, but he was killed in action. By 1600 hours, the Germans were pushing south down the peninsula but were soon stopped by the rest of the French battalion, which was well supported by artillery. For the moment, Reinhardt's bridgehead at Monthermé was contained. However, the 9e Armée was now confronted with two enemy bridgeheads across the Meuse.

Both the RAF and AdA continued to prioritize operations over Belgium on 11–12 May and finally began to use their bombers against advancing German columns. The Luftwaffe succeeded in preventing French reconnaissance flights from observing much over the Ardennes, but the Allies knew that enemy armour was moving through this region. On 11 May, the AASF committed eight Battles to attack German road traffic in the Ardennes but seven were lost to enemy fighters and Flak.[10] Even the 100 French fighters from GC 23 that were supposed to cover the 2e Armée front were instead assigned to support the Allied forces in Belgium.

After the 5e DLC fell back to the Semois River on the afternoon of 11 May, Huntziger's 2e Armée still hoped to continue covering force operations forward of the Meuse for another day or so. Unfortunately, Colonel Olivier Marc's 3e BS, which was supposed to cover the gap between Corap's 9e Armée and Huntziger's 2e Armée, was not where it was supposed to be, which allowed a Kampfgruppe from the 1. Panzer-Division to seize an unguarded crossing at Mouzaive on the

night of 11/12 May.[11] Ten kilometres to the south-east, an infantry battalion from the 55e DI occupied an excellent defensive position at Bouillon, but this unit panicked when bombed and abandoned its position without orders. The next morning, the 1. Panzer-Division was able to cross the shallow Semois at Bouillon, despite long-range bombardment from French 155mm guns in Sedan. The combination of the loss of these two crossing sites enabled the 1. Panzer-Division to get across the Semois in force, which forced the 5e DLC to retreat to the Franco-Belgian border near Sedan. The French had constructed a line of fortified houses at the border, each armed with anti-tank guns and covering a likely avenue of approach to Sedan. The 5e DLC briefly reformed at this line, but the Germans quickly exploited their crossing of the Semois. Guderian managed to get elements of the 1., 2. and 10. Panzer-Divisionen across the Semois and then pushed south together. By 1100 hours, Guderian's spearheads had crossed the border into France at three places and encountered the first fortified houses. The soldiers from the 147e Régiment d'Infanterie de Forteresse (RIF) who manned these houses put up a magnificent fight, delaying the German spearheads for several hours. One by one, the houses and their garrisons were eliminated and the 5e DLC retreated across the Meuse by 1800 hours on 12 May. Four hours later, the vanguard of the 10. Panzer-Division entered Sedan. Panzergruppe Kleist had arrived on the Meuse after just 65 hours.

Although Guderian was ecstatic about reaching Sedan so quickly and planned to attack across the river the next day, his superior Kleist did not share this outlook. Heeresgruppe A's formations were thoroughly jammed up in the Ardennes and the German line of communications was hindered by numerous downed bridges and cratered roads in Belgium. Some units, like 8. Panzer-Division, were hopelessly tangled up in the rear. Guderian's XIX Armeekorps (mot.) reached the Meuse with virtually no logistical support. Indeed, some units like 5. Panzer-Division had to request aerial resupply of fuel from the Luftwaffe. The artillery units in Guderian's corps had just a single load of ammunition, enough to conduct only a limited preparatory barrage. If the battle

lasted longer than expected, Guderian could run out of fuel and ammunition. To conservative senior officers like Rundstedt and Kleist, attempting to push across the Meuse in such a disorganized manner entailed excessive risk, so they tried to put a brake on Guderian. Rundstedt even favoured breaking up Panzergruppe Kleist and subordinating the Panzer-Divisionen to the 12. Armee. However, Guderian was a headstrong subordinate who chose to ignore orders when he felt they were wrong and he pressed on with preparing to conduct an assault across the Meuse by 1600 hours on 13 May.

On the other side of the hill, the French GQG was already reacting to the arrival of Panzergroup Kleist on the Meuse. Billotte ordered the AdA to switch priority from Belgium to supporting Huntziger's 2e Armée. Georges ordered the transfer of the 3e DCR and the 3e DIM from GQG reserve to 2e Armée, with Général de corps d'armée Jean Flavigny sent to organize them for a counter-attack if Guderian got across the Meuse. As one of the leading advocates for mechanization, Flavigny seemed an excellent choice. Huntziger was confident that Grandsard's 10e CA, consisting of the 55e DI, 71e DI, 3e DINA and 147e RIF, would be able to hold Sedan. In addition to bunkers along the water's edge, Grandsard was supported by over 100 artillery pieces and he had two tank battalions with 90 FCM36 light tanks in reserve. Unfortunately, there were very few anti-aircraft guns in the Sedan sector and a number of the bunkers were incomplete. There were only about 2,000 anti-tank mines deployed across the entire 70km-wide front of 10e CA, perhaps a few hundred in the Sedan sector. Grandsard had also allowed his forward units to become ridiculously intermixed through a rotation policy, which meant that battalions and regiments on the front-line were all jumbled up – this made command and control more difficult.

Billotte's order for the AdA to shift resources to support the 2e Armée resulted in 250 French fighter sorties being flown over the entire Meuse sector on 13 May, which meant that Allied airpower was dispersed while the Luftwaffe concentrated most of its effort at just two points. There simply were not enough Allied fighters to

support operations in Belgium and help defend the Meuse. Georges, Gamelin and Vuillemin continued to press the British for more RAF fighters and even Lord Gort pleaded for a greater effort by the RAF, but Air Chief Marshal Sir Cyril Newall, chief of the Air Staff, and Dowding dug in their heels and argued against the transfer of more fighter squadrons to France. Churchill leaned towards the RAF's viewpoint but left the door open to further transfers if the situation warranted it.

On the morning of 13 May, the Luftwaffe began small-scale harassing raids on the positions of the 55e DI and 147e RIF at Sedan, which kept the defenders pinned down while Guderian's forces deployed along the eastern side of the Meuse. Around 1200 hours, the Luftwaffe began a powerful aerial bombardment, first with Stukas, then level-bombers, then more Stukas; altogether about 580 sorties. This bombardment was the culmination of everything that the Luftwaffe had learned about close air support since 1937 in Spain and it suppressed much of the French artillery. No allied fighters interfered with the bombardment and only a single Stuka was shot down by anti-aircraft fire. At 1510 hours, Guderian's artillery began a 50-minute artillery barrage. After hours of continuous bombardment, the forward French troops were thoroughly rattled, but their artillery and automatic weapons were still in action.

At 1600 hours, Guderian commenced his assault river crossing operation. On the east side of Sedan, the 10. Panzer-Division attempted to cross at Wadelincourt but French artillery fire was too intense and the crossing attempt was broken up. Just when the 10. Panzer-Division's attack seemed to be failing, Feldwebel Walter Rubarth managed to get across the Meuse with his squad of pioneers and they proceeded to knock out seven French bunkers, which enabled more German troops to begin crossing, but their toehold was still tenuous. On the west side of Sedan, the 2. Panzer-Division's attempt to cross the Meuse failed completely due to French artillery fire. It was only in the centre, with 1. Panzer-Division and the 'Großdeutschland' Regiment, that Guderian achieved success. Opposite the village of

Glaire, where the Meuse was only 60–70m wide, the 1. Panzer-Division massed two Schützen-Bataillonen on a narrow front and before the first assault rafts crossed, the opposite bank was smothered in artillery fire and direct fire from Pz IV tanks. Guderian ensured this effort was supported by the latest weaponry, including StuG-III assault guns, 15cm sIG 33 self-propelled guns and 10cm Nebelwerfer rocket launchers. It was an unequal duel and the French bunkers, were mostly suppressed. By the time that the 1. Panzer-Division and 'Großdeutschland' crossed the Meuse, French artillery and automatic weapons fire was no longer as intense. Here, the French defence, consisting of one battalion from the 55e DI and one from the 147e RIF were overrun in about 90 minutes, which tore a hole in the outer French defences. Led by the aggressive Oberstleutnant Hermann Balck, two battalions of dismounted infantry from Schützen-Regiment 1 (SR 1) and one battalion from 'Großdeutschland' began to roll up the French defences along the river, bunker by bunker. German infantry had grenades and sub-machine guns – perfect for close quarter combat – whereas the French reservists had neither weapon. As German infantry surged south and the sound of small arms fire got closer, French artillerymen on the overlooking Marfee Heights panicked when they thought German tanks had crossed the Meuse and many began to abandon their positions. Within two hours of the initial German crossing, the 55e DI began to fall apart and the panic spread south with mobs of deserting support troops. Général de brigade Henri Lafontaine, commander of the 55e DI, made the rash decision to relocate his command post, which exacerbated the level of chaos. Without artillery support, the remaining positions of the 55e DI were soon lost and Balck's vanguard surged forward to overrun the French second line of resistance and was able to occupy parts of the Marfee Heights by nightfall. As a result, five battalions from Guderian's XIX Armeekorps (mot.) had secured a narrow lodgement, but as yet had no tanks or heavy weapons across the Meuse. Guderian ordered his pioneers to begin constructing pontoon bridges, but his bridgehead was vulnerable to a counter-attack.

Given that an attacker can choose where and when to make his main effort, it is not unusual that a strong body of troops can conduct a successful assault river crossing. The 55e DI, probably one of the least capable units in the French Army, was attacked by one of the best units in the German Army (which also benefited from strong air support) and was crushed in a few hours. By placing the *Schwerpunkt* at Sedan, the Germans ensured that their very best troops, leaders and weapons were arrayed against a vastly inferior French force, which was also outnumbered and outgunned. In war, one cannot be strong everywhere and an enemy breakthrough on a 5km-wide front could normally be contained by the rapid commitment of reserves to seal the breach. At Sedan, this did not happen, so this tactical defeat metastasized into a fiasco with strategic repercussions. French failures on this particular battlefield were due to a number of factors, including inadequate training, lacklustre leadership, material deficiencies and fragile morale, but not due to faulty doctrine.

Local French commanders had little idea of what was going on at the front due to smoke and communications problems. The commander of the 55e DI made the mistake of relocating his division command post, while the commander of the 10e CA artillery erroneously reported to Georges that the front was broken. Georges and many of the rest of his staff were shocked and seemed incapable of making decisions. Major André Beaufre was in the GQG when the first reports came in from Sedan on the night of 13 May and he noted that 'the French Army was still almost intact, but the morale of the High Command was damaged and was never to recover'.[12] Général Joseph Doumenc, chief of staff of the GQG, was apparently the only senior officer who kept his head and he recommended to Georges and Billotte that all three French armoured divisions should be committed immediately to counter this German local success. Without any real discussion or mission analysis, Georges and Billotte agreed, with the result that France's best armoured reserves were committed to action in a haphazard manner – the exact opposite of *bataille conduit* doctrine.

The Breakout Battles, 14–15 May 1940

By the morning of 14 May, the remnants of the 55e DI and 147e RIF – no more than a few hundred troops – managed to establish a thin line against Guderian's bridgehead, but could not last without immediate reinforcement. Only a trickle reached them during the night of 13/14 May. Around 0100 hours, German pioneers completed the first 16-tonne pontoon bridge across the Meuse but it would require six more hours before it would be strong enough to allow tanks to cross. Everything depended upon Général Grandsard's 10e CA launching an immediate counter-attack with everything at hand. Grandsard had adequate reserves – two regiments of infantry (205e, 213e RI) and two tank battalions (4e, 7e BCC) – and he assigned these units to support Lafontaine's 55e DI on the afternoon of 13 May. Lafontaine proved to be completely indecisive on how to use these reserves and wasted the night of 13/14 May. By the time that the French counter-attack did begin at 0645 hours the next morning, the first German armour was beginning to cross the Meuse. Even after this delay, Lafontaine was only able to organize a counter-attack with three infantry battalions from the 205e RI and 39 FCM36 tanks from the 7e BCC, supported by a battalion of 12 75mm guns. Nevertheless, it was nearly a text-book counter-attack, with the three infantry battalions on line, each led by a company of tanks. After an advance of just 2–3km, the French bumped into the first tanks from 1. Panzer-Division near Bulson around 0830 hours. Initially, a handful of French 25mm anti-tank guns performed well, knocking out most of the lead German *Panzer-Kompanie* (tank company), while the German 3.7cm anti-tank guns had difficulty penetrating the thick, well-sloped armour of the FCM36 tanks. However, the 1. Panzer-Division managed to commit more armour as it crossed the Meuse, gradually overwhelming the French counter-attack force. The 205e RI was virtually destroyed and its commander captured, while 29 of the supporting tanks were lost. The second French infantry regiment and another tank battalion arrived just in time to witness the rout of the first force, and they

retired without attacking. Although fighting continued for several hours, the French counter-attack had failed and the 55e DI virtually ceased to exist. The 1. Panzer-Division pushed south into the vacuum, occupying Chémery, which expanded the penetration across the Meuse to a depth of 12km.

Recognizing the danger at Sedan, Georges and Billotte attempted to co-ordinate a massive all-out air attack by both the AdA and the RAF against the enemy pontoon bridges, to occur while the enemy was supposed to be reeling from the ground counter-attack. Around noon, the AdA attacked with a total of 25 bombers, lost six, and scored no hits. For the first time, the AdA committed its newest fighter, the D.520, to action over Sedan and the GC I/3 probably destroyed two enemy bombers and a Bf 110 in that sector. At 1500 hours, the RAF's AASF committed the bulk of its remaining bomber force but ran into a wall of enemy fighters and Flak, which destroyed 40 of 71 bombers. An evening raid by 29 Blenheims lost eight more aircraft.[13] Although the escorting RAF Hurricane fighters achieved success near Sedan, knocking down Bf 109Es, the RAF was rapidly running out of bombers in France. Even if the Allied bombers had managed to score any hits on the pontoon bridges, their modular design enabled damaged sections to be quickly replaced. Bombing simply could not shut down Guderian's crossing operations by this point. What was needed was observed artillery fire from the remaining French 155mm corps-level artillery, but the Germans had cleared all the forward observers off the high ground overlooking the crossing sites.

While the Allied bombers were futilely trying to strike the bridges at Sedan, Guderian moved quickly to exploit his victory, even though he still only had part of his corps over the Meuse. Huntziger's 2e Armée was trying to establish blocking forces around Guderian with the 71e DI and the 2e DLC and 5e DLC, while Flavigny brought up the 3e DCR and 3e DIM. Kleist and Rundstedt still urged caution, but Guderian simply ignored them and ordered the 1. and 2. Panzer-Divisionen to pivot west, into the flank of Corap's 9e Armée. He ordered 10. Panzer-Division and the 'Großdeutschland' Regiment to expand the bridgehead

to the south and east, as well as dealing with any further French counter-attacks. Guderian correctly appreciated that the boundary between the two French armies west of Sedan was likely to be weakly defended. The 2e Armée had no units west of Sedan and the 9e Armée only had the 3e BS and the 53e DI, another Reserve B formation, which was still arriving at the Meuse. By the evening of 14 May, the 1. Panzer-Division was pushing deep into the open flank of Corap's army, which was already stressed by Hoth's bridgeheads at Houx and Dinant and Reinhardt's at Monthermé.

During the night of 13/14 May, Reinhardt's XV Armeekorps (mot.) managed to construct pontoon bridges over the Meuse and the 7. Panzer-Division was able to get some tanks across. Rommel promptly attacked and crushed the remnants of the 18e DI in front of him, then pushed west 12km by evening. Corap's front was broken. The 5. Panzer-Division attacked in the afternoon, using its armour to sweep away the French blocking forces, then push north-west. By dusk, Reinhardt had achieved a breakout and German infantry was already arriving to reinforce the bridgehead. At Monthermé, only a few dismounted battalions of the 6. Panzer-Division were engaged and they were able to advance 1km down the narrow peninsula on which Hoth's bridgehead was located. Despite being a Reserve B formation, the 102e DIF's defence still held and prevented Hoth from breaking out. The 41e CA had very little artillery to oppose Reinhardt and only a few battalions from the 61e DI to send to Monthermé. Corap's army was beginning to disintegrate and Georges and Billotte were doing their best to send him reinforcements, including the 1ère DCR and the 4e DINA. On the morning of 14 May, Général Robert-Auguste Touchon, who only had a headquarters detachment from GQG reserve, was ordered to move to Renneville and take charge of the reinforcements heading to the gap between 2e Armée and 9e Armée; his mission was to plug the gap and thereby limit any German breakout. In addition to the 2e DCR, Touchon was promised four more infantry divisions.[14] On 15 May, his detachment was redesignated as the 6e Armée, even though it had

very few units under its control. Touchon was a good man to be used for crisis response. Unlike many of the senior French commanders in 1940, Touchon had seen plenty of front-line combat experience with the *chasseurs alpins* (mountain infantry) in the First World War and had been wounded four times. In the 1930s, he ran the combined arms school, so he knew something about tanks. Yet the circumstances in which he was committed were most unfavourable; he was being asked to take charge of a heterogeneous collection of beat-up and new units which were arriving piecemeal, and use them stop the enemy's main effort.

The French tactic known as *colmatage* (plugging) has been much criticized in the post-war literature about the 1940 campaign, even though any military professional would respond in exactly the same way to an enemy breakthrough; reserves are brought up and committed to seal the gap. Every other major army in the Second World War used similar methods to respond to a breakthrough and the French *colmatage* was by no means obsolete or imprudent. The problem in May 1940 was that units were taking too long in transit and the situation at the front changed before they arrived. The transit problems were mostly caused by refugee-clogged roads, enemy bombing and communication failures. The French DIM did not have enough trucks to move as a single group, but was forced to move in echelons. Likewise, the GQG preferred to move the heavy tanks from the DCRs by rail, while the rest of the division moved on its own wheels, but this method was risky on a fluid battlefield. The slow, piecemeal arrival of French motorized/mechanized divisions was due not to a faulty doctrine but to innate inadequate operational mobility, which was caused by shortage of motor vehicles and a reliance upon heavy tanks with limited range and poor mechanical reliability. Later in the war, when the Germans created heavy tank battalions equipped with the Tiger tank, these units would suffer from the same mobility issues as French units equipped with the Char B1 bis.

In Paris and London, the senior leadership was slow to learn about the scale of the German successes along the Meuse. Gamelin was

particularly skilled in concealing bad news from Reynaud and Lord Gort was too distant from the main events to have details. Once Reynaud learned indirectly about the defeat at Sedan, he sent a cable to Churchill at 1945 hours on 14 May. In the cable, Reynaud wrote:

> The German Army has broken through our fortified line south of Sedan. The reason is that we cannot resist the combined attacks of heavy tanks and bomber squadrons. To stop the German drive whilst there is still time and to allow our counter-attack to succeed, it is necessary to cut off the German tanks and the bombers supporting them. It can only be done by an enormous force of fighters. You were kind enough to send 4 squadrons which is more than you promised, but if we are to win this battle, which might be decisive for the whole war, it is necessary to send at once, if possible to-day, 10 more squadrons. Without such support, we cannot be sure of stopping the German advance between Sedan and Paris.[15]

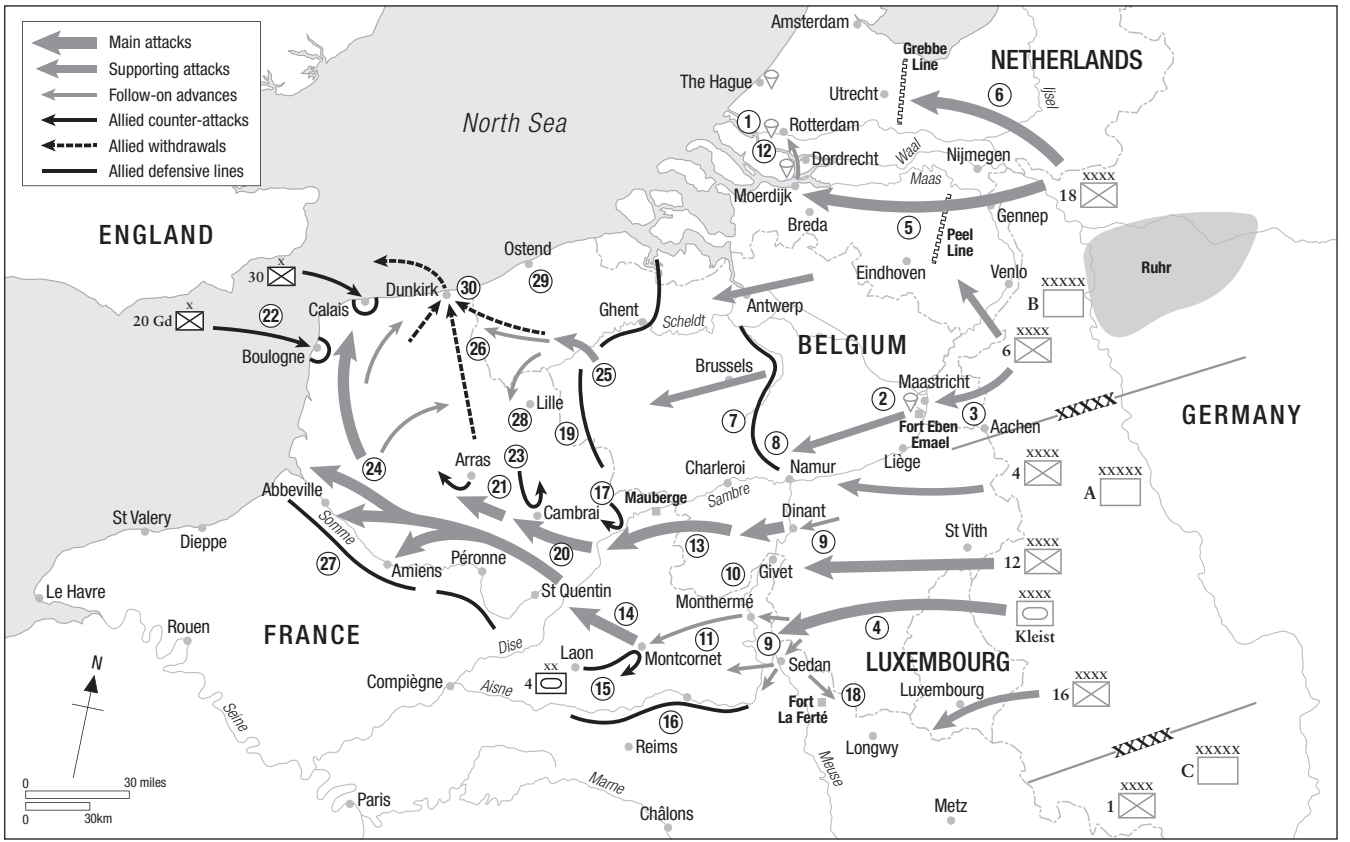
Air Chief Marshal Sir Cyril Newall continued to resist transferring more squadrons. After some discussion, the War Cabinet agreed, 'that the situation was too obscure to permit of a decision being taken at once'. Churchill and his cabinet thought Reynaud was being dramatic in order just to get more of RAF Fighter Command to France and saw no urgency. A decision could wait.

Meanwhile, Heeresgruppe B brought the invasion of Holland to a dramatic conclusion on the afternoon of 14 May, by bombing Rotterdam; 814 Dutch civilians were killed and the fires would burn for three days. Unable to destroy the captured bridges over the Nieuwe Maas, the Dutch Army failed to bar the route into fortress Holland from the south so the Dutch leadership decided to call it quits. Three hours after Rotterdam was bombed, its 10,000-man garrison agreed to surrender. The rest of the Dutch military surrendered at 1000 hours on 15 May. Prior to the surrender, the Dutch managed to transfer 1,350 German prisoners of war to England. Out of a total mobilized strength of 280,000 the Dutch armed forces suffered 2,332 dead and

Map key

1) 10 May, German airborne troops spearhead invasion of the Netherlands.
2) 10 May, German glider troops capture Fort Eben-Emael, unhinging the Belgian frontier defenses.
3) 10 May, 6. Armee captures Maastricht and soon links up with glider troops at Eben-Emael.
4) 10–12 May, Heeresgruppe A pushes through the Ardennes, despite Franco-Belgian covering forces.
5) 12 May, 9. Panzer-Division links up with airborne troops at Moerdijk bridges.
6) 13 May, German 18. Armee breaks through the Grebbe Line.
7) 12–13 May, Allies establish defensive line behind the river Dyle.
8) 12–13 May, Battle of Gembloux Gap, first major tank actions.
9) 13 May, Germans seize bridgeheads across the Meuse at Dinant and Sedan.
10) 14–15 May, French 9e Armée collapses from attacks on both flanks.
11) 15 May, 6. Panzer-Division advances to Montcornet from Monthermé.
12) 15 May, the Netherlands surrenders after bombing of Rotterdam.
13) 16/17 May, Rommel's 7. Panzer-Division captures a crossing over the Sambre at Landrecies.
14) 16–17 May, Guderian pushes west, seizing crossings over the Oise.
15) 17 May, De Gaulle's 4 DCR counter-attacks at Montcornet.
16) 17–18 May, French 6e Armee begins to form a new front on the Aisne.
17) 18 May, French counter-attacks near Mauberge fail to stop Hoth's Panzers.
18) 18 May, German 16. Armee assaults Fort La Ferté.
19) 18/19 May, Allies retire behind the river Escaut.
20) 20 May, Guderian's Panzers advance to seize Amiens and Abbeville, isolating the bulk of GA 1 in Flanders. British TA units overrun.

Summary of Fall Gelb, 10 May – 4 June, 1940



21)	21 May, British armoured counter-attack at Arras fails to stop Hoth's Panzers.
22)	22 May, British brigades landed at Boulogne and Calais.
23)	22 May, French counter-attack toward Cambrai fails.
24)	23–26 May, Guderian's Panzers capture both Boulogne and Calais.
25)	23–24 May, 6. Armee crosses the Lys, causing Belgian morale to crack.
26)	26 May, Allied forces withdraw to Dunkirk and evacuation begins.
27)	26 May, French 7e Armée begins creating a new front on the Somme.
28)	27 May – 4 June, battle of the Lille pocket.
29)	28 May, Belgium surrenders.
30)	4 June, Germans enter Dunkirk.

about 7,000 wounded – a casualty rate of 3.3 per cent. Altogether, Küchler's 18. Armee and the Luftwaffe suffered about 2,000 dead in the five-day campaign in Holland. After the capitulation, Küchler sent the 9. Panzer-Division on a 'show of force' drive through the main Dutch cities to intimidate the population. The SS-VT Division and three infantry divisions marched south in slow pursuit of the French 7e Armée units retreating from Breda. On 14 May, the SS-Standarte 'Germania' attacked the 25e DIM near Antwerp but received a rude shock when the French counter-attacked with two battalions of R35 tanks. This was one of the very few occasions in the campaign where the French were able to mass armour on the battlefield and the 3.7cm Pak guns of the Waffen-SS were not very effective against the thick armour on the French tanks, so 'Germania' was obliged to retreat. Despite their tactical victory, the 25e DIM continued to retreat southwards.

By the morning of 14 May, the northern end of the Dyle line was held by eight Belgian infantry divisions, the BEF held the centre with three infantry divisions and the French 1ère Armée held the southern end with six infantry divisions. The Fortified Position of Namur anchored the southern end of the line. After pursuing Prioux's cavalry

from Hannut, Reichenau's 6. Armee chose to attack the south end of the Dyle line. Hoepner's XVI Armeekorps (mot.) pushed forward until it ran into the main French line of resistance near Gembloux, which was well-supported by artillery, anti-tank guns and mines. The German Panzer units particularly disliked the French 47mm anti-tank gun, which knocked out several of their tanks. Hoepner regrouped, brought up his artillery and planned a set-piece attack with the 3. and 4. Panzer-Divisionen against the 1ère Division d'Infanterie Marocaine (1ère DM) at Ernage, 3.5km north of Gembloux. At 0800 hours on 15 May, Hoepner's artillery began an ineffective artillery barrage, followed by Stuka attacks that missed their targets. Then both German Panzer-Divisionen attacked a narrow 2km-wide sector around Ernage. French artillery and automatic weapons fire was punishing and inflicted heavy casualties, while the Moroccan infantry put up a tough fight for the village. Oberstleutnant Heinrich Eberbach, commanding Panzer-Regiment 35, later wrote that, 'the enemy was vastly superior to us in numbers of artillery. He put down a barrage of fire that was not surpassed even by those of the First World War … All of the Panzer IVs received direct hits. The brigade commander (Oberst Hermann Breith), who was up front as always, was wounded.'[16]

After a six-hour fight, Hoepner's corps succeeded in creating a 2–3km deep salient in the French main line of resistance, but his losses were significant so he ordered his armour to pull back and regroup. Eberbach's Panzer-Regiment 35 had suffered only 24 casualties, but fewer than half its tanks were still operational. For once, the French demonstrated some tactical agility and took advantage of the German pause to launch their own counter-attack with Moroccan infantry and R35 tanks from the 35e BCC, which recovered some ground. The French defence on the Dyle River was one of the few places that French units were able to conduct the kind of defence they had trained for and they performed well. Lacking adequate artillery firepower and effective air support, two Panzer-Divisionen were unable to break through a strong enemy defensive line. Instead, Bock and Reichenau

recognized that attacking a fortified position was better left to infantry divisions.

While assaulting the French, Reichenau's 6. Armee virtually left the Belgian Army alone and only conducted probing attacks against the BEF near Wavre and Louvain, which were all repulsed. The BEF did little to help the hard-pressed French units on their right and spent more of their time bickering with the Belgian Army. On 15 May, Brooke was already planning to withdraw his corps up to 25km westwards, abandoning Brussels.[17] The Belgians might have helped the French by keeping their 8th Infantry Division in place to support the Namur Fortified Position but instead, they withdrew it and left the forts to fend for themselves – as they had with Liège. Between the hard pounding from Hoepner's Panzers and the weakened end of the line at Namur, Blanchard felt it prudent to begin refusing his right flank* on the night of 15/16 May.

On 15 May, the French desperately tried to conduct Doumenc's scheme for a counter-attack with all three DCRs, but a myriad of 'frictions of war' conspired to undermine this effort. Général de brigade Marie Bruneau's 1ère DCR had been shifted south from the Gembloux sector to support Corap's 9e Armée and counter-attack Hoth's bridgeheads near Dinant, but due to refugee-clogged roads the first elements did not reach the chosen assembly area near the crossroads of Flavion until the night of 14/15 May. Division elements were still trickling in the next morning and most of the French tanks were low on fuel. Some of the last units to arrive were the tracked UE Chenillette fuel carriers, so refuelling did not begin until about 0500 hours on 15 May. Bruneau found that rather than reinforcing the 11e CA near Dinant, the 9e Armée was already beginning to retreat from the Meuse and Corap expected him to mount a counter-attack to delay the German pursuit; this kind of delay mission was better suited for a DLM than a DCR, but Bruneau had to make the

* Refusing one's flank is a military term, meaning to reform at an angle (usually 45 degrees to the enemy approach) in order to prevent the enemy from getting around a line.

best of it. Unfortunately, before Bruneau could organize his strung-out division, the lead elements of Rommel's 7. Panzer-Division arrived around 0900 hours. The 1ère DCR was caught by surprise, with half its tanks immobilized for lack of fuel. Although surprised himself to find French heavy tanks, Rommel did not realize that he had encountered a French armoured division and chose to bypass the 1ère DCR and race on to his objective, Philippeville. The follow-on 5. Panzer-Division arrived soon thereafter and engaged Bruneau's division in an action which lasted several hours. Not only were the French tanks hampered by refuelling, but 1ère DCR had little of its artillery or infantry on hand. In contrast, the 5. Panzer-Division fought as a combined arms team and forced the 1ère DCR to withdraw. Bruneau's 1ère DCR lost 58 tanks destroyed and 42 abandoned, leaving the division with just 17 operational H39 light tanks. The 5. Panzer-Division suffered about 60 tanks disabled but since it retained the battlefield, many vehicles could be recovered and repaired.[18] While the 1ère DCR was fighting its lop-sided battle at Flavion, Rommel went on to occupy Philippeville and dispersed the 4e DINA, which had been marching to reinforce Corap.

Général de brigade Albert Bruche's 2e DCR was supposed to reinforce Corap's collapsing right flank, but the division was dispersed while in transit by a series of orders and counter-orders that separated the tracked vehicles from the wheeled vehicles. Général de division Louis Keller, inspector of armoured troops, interfered with the deployment of 2e DCR and essentially rendered it *hors de combat* for several days. Général de brigade Georges Brocard's 3e DCR had reached Huntziger's 2e Armée on 14 May and was assigned to Général Flavigny's 21e CA, but 10 of 63 Char B1 bis heavy tanks broke down en route. Instead of launching an immediate counter-attack towards Sedan with the 3e DCR and 3e DIM, Flavigny instead ordered these units to occupy blocking positions, including the village of Stonne, 16km south of Sedan. Around 0500 hours on 15 May, the 10. Panzer-Division and the 'Großdeutschland' Regiment began pushing southwards and attacked Stonne. The

Germans in this sector may have become a bit contemptuous of the French after the poor performance of the reservists from 55e DI and 71e DI, because they approached Stonne in column without adequate reconnaissance. In the village, a battalion from the 3e DI had deployed a single 25mm anti-tank gun manned by a veteran sergeant to cover the road and he promptly knocked out the first three Pz IV tanks as they approached. Although the Germans managed to clear out the town with a hasty assault, they lost five more tanks. Flavigny began feeding in tanks from 3e DCR and a French counter-attack retook the town. A protracted battle occurred in Stonne for the rest of the day, with the town changing hands seven times. For once, the French were able to mount some combined arms attacks using tanks, infantry and artillery, which inflicted serious losses on the 10. Panzer-Division and the 'Großdeutschland' Regiment. In particular, the German infantry were shocked to see that their 3.7cm Pak anti-tank gun had great difficulty penetrating the thick armour on the Char B1 bis tanks at Stonne and got to experience 'tank panic' for themselves.[19] Nevertheless, the French ability to recapture Stonne several times was irrelevant because 3e DCR and 3e DIM wasted their strength in a tactical fight, rather than against their primary objective of interfering with Guderian's lines of communications. Flavigny lost sight of the objective.

Huntziger compounded Flavigny's error by misreading Guderian's likely course of action; he believed that the attack on Stonne indicated that the Germans were trying to outflank the Maginot Line, rather than trying to roll up the flank of 9e Armée. Huntziger still controlled a long stretch of the Meuse and he had three excellent regular divisions (3e DINA, 1ère DIC and 3e DIC) from 18e CA holding the sector east of Sedan, including the fortified positions at Mouvain. The 18e CA was not under heavy pressure and from its position, it could still use its long-range artillery to harass the German bridgeheads at Sedan. Fearful of having his flank turned, Huntziger decided to pull back 15km to the east, to the perceived security of the westernmost position in the Maginot Line, the Ouvrage La Ferté. The Germans

promptly flooded into the vacuum with three infantry divisions from the VII Armeekorps and two motorized infantry divisions from the XIV Armeekorps (mot.). Not only had Flavigny failed to crush the Sedan bridgehead, but Huntziger actually helped it to expand.

On the night of 14/15 May, Billotte relieved Corap of command and ordered Giraud from 7e Armée to take his place. If Touchon and Giraud had been in place at the start of *Fall Gelb* it might have made a difference, but now that the Germans had multiple bridgeheads across the Meuse and the 9e Armée was disintegrating, it was too late. The French also continued to plead for more help from the RAF. Paul Reynaud told Churchill that, 'if we are to win this battle, which might be decisive for the whole war, it is necessary to send at once, if possible today, ten more squadrons'.[20] Newall and Dowding continued to argue against this, so no decision was reached. As the bad news continued to roll in, Reynaud called Churchill directly at 0730 hours on 15 May and exclaimed, 'We have been defeated! We have lost the battle! The front is broken near Sedan. The tanks are pouring through.'[21] Reynaud again pressed Churchill for more aircraft. Churchill promised to fly to Paris to confer, but said the issue of further RAF fighter reinforcements was still under discussion. He told Reynaud that the Cabinet had decided to employ RAF Bomber Command to bomb the Ruhr, although this would have no effect upon Guderian's or Hoth's Panzers.

Even as the French armoured counter-attacks were unfolding, the Germans made their move to begin pushing west from the Meuse on the morning of 15 May. As mentioned, Hoth's 5. and 7. Panzer-Divisionen overran the remnants of the 11e CA and pushed in Corap's left flank. Guderian pushed west from his Sedan bridgehead with the 1. and 2. Panzer-Divisionen into Corap's right flank. In order to buy time for the 2e DCR to arrive and Touchon to organize the 6e Armée, Colonel Olivier Marc's 3e BS and a company of FT-17 tanks from 33e BCC were ordered to hold back Guderian's Panzers for as long as possible. As any professional soldier would recognize, this was a 'die-in-place' mission. Nevertheless, Marc's cavalrymen quickly fortified

the village of La Horgne with two 25mm anti-tank guns, four mortars and 11 Hotchkiss machine guns. At 0900 hours, the lead elements of Generalleutnant Friedrich Kirchner's 1. Panzer-Division arrived and soon managed to encircle Marc's brigade, but the tough Algerian and Moroccan cavalrymen resisted for ten hours, forcing Kirchner to commit artillery and tanks to blast them out. French resistance only faded when the ammunition ran out and the last anti-tank gun was destroyed. A few cavalrymen escaped, but Colonel Marc was captured and both his regimental commanders were killed in action. Just south of La Horgne, the lead battalion of Général de Lattre de Tassigny's 14e DI, a first-class regular unit, arrived at the village of Bouvellement and joined up with survivors of the 5e DLC. Motorized infantry from Oberstleutnant Balck's SR 1 and a few tanks attacked the village at 1800 hours, but French anti-tank guns quickly knocked out five armoured vehicles. A four-hour battle for the village followed, until the French forces withdrew. At La Horgne and Bouvellement, French troops showed no shortage of valour.

The deathblow to Corap's 9e Armée was delivered by Reinhardt's XLI Armeekorps (mot.) at Monthermé. Although the 102e DIF had put up an excellent defence for two days, Kempf's 6. Panzer-Division was finally able to get a company of tanks across the Meuse and the 102e DIF no longer had any operational anti-tank weapons. German tanks and infantry finally achieved a breakthrough on the morning of 15 May and the 102e DIF tried to retreat, but once it abandoned its fixed weapons the unit became nearly helpless and lacked the mobility to escape. Reinhardt was able to get the 8. Panzer-Division across the Meuse now and he used it to pursue and demolish the retreating 102e DIF and other elements of the French 41e CA. After mopping up, Kempf's 6. Panzer-Division formed a pursuit Kampfgruppe under Oberst Hans-Karl Freiherr von Esebeck, commander of the 6. Schützen-Brigade in 6. Panzer-Division. Esebeck was a Prussian aristocrat and good friends with the division's personnel officer, Hauptmann Claus Schenk Graf von Stauffenberg; both officers would later be fully involved in the conspiracy to assassinate Hitler. Now,

however, Esebeck was leading the charge into France at the head of a 2,000-man task force, equipped with about 60 tanks and 350 motor vehicles. Oddly, half of Esebeck's tanks were the Czech-made Pz 35(t). With no appreciable French units left in front of him, Esebeck managed to advance 55km westwards in five hours, capturing the town of Montcornet by 2000 hours on 15 May. The right flank of the 9e Armée was completely torn apart by this manoeuvre and it was now virtually impossible for Touchon's 6e Armée to establish a continuous front with the remaining forces.

The sudden German advance to Montcornet was a game-changer for the French military and political leadership, since there was no more obfuscation that a major defeat was at hand unless something was immediately done. At GQG, Gamelin and Georges remained ineffectual and incapable of showing resolute leadership. Billotte and Doumenc were trying to act, but now that the Dyle Plan was clearly dead, they had no viable contingency plan. Despite two decades of planning for and anticipating another German attack, the French GQG had not seriously considered the possibility of an unexpected enemy breakthrough. The collapse of the French centre clearly pointed to the vulnerability of the Allied forces in Belgium and the need to retreat – but retreat to where? Even if the armies in Belgium were saved, then what? No one in the GQG had any answers.

As the night of 15/16 May fell, RAF Bomber Command conducted its first raid on the Ruhr. A total of 99 bombers were dispatched and they succeed in killing a single German farmer.[22] Bomber Command was pleased that it could now demonstrate its capabilities in a strategic bomber offensive against German industry, but ignored the fact that its actions were disconnected from the ongoing battle in France. Furthermore, the RAF forces supporting the battle in France were rapidly dwindling in strength. Bomber Command's AASF had lost half its light bombers and was now a spent force, incapable of contributing much to the battle. The ten fighter squadrons in France had lost over 60 Hurricanes in the first week of combat and could only be sustained by the infusion of fresh planes and pilots. The AdA had

also lost a good portion of its fighter strength and after 15 May it could rarely put up more than 150 fighter sorties per day. As the battle turned against the Allies on the ground, the Luftwaffe gained increasing control in the skies over the battlefield.

Chapter 4

To the Sea

'Thálatta! Thálatta!'
Greek soldiers upon sighting the Black Sea in 401 BC, Xenophon's *Anabasis*

The German Advance to the English Channel, 16–25 May

After hours of indecision, the GQG finally issued an order on the morning of 16 May for Blanchard's 1ère Armée and the BEF to abandon the Dyle position and fall back to the Escaut River. If Panzergruppe Kleist could be stopped east of the Sambre River, the fortified area at Mauberge would serve as a lynchpin for the new line. Billotte transferred three strong regular divisions to his right flank (1ère DLM, 1ère DINA, 9e DIM), while GQG began transferring three divisions from quiet sectors of the Maginot Line to reinforce Touchon, who was re-forming south of the Aisne River. Within hours of Giraud arriving to replace Corap at 9e Armée, he was forced to displace his undefended headquarters to St Quentin to avoid Guderian's approaching armour. Giraud's staff described the situation

as 'wholesale chaos', with no coherent front line remaining. Around 1500 hours, Général de corps d'armée Jean Bouffet, commander of the 2e CA, was killed when Stukas bombed his headquarters group, further disrupting command and control east of the Sambre. Giraud was one of the most capable commanders in the French Army, but he had little to work with and could barely communicate with any of the units in his sector. At first, he thought he could conduct a delaying action east of the Oise and Sambre Rivers with the 1ère DCR and 2e DCR, but it quickly became apparent that such a course of action was impossible with these scattered units. Instead, he ordered Général de brigade Charles Delestraint to take charge of those 2e DCR elements which were assembling around St Quentin and send them forward to guard the bridges over the Oise as *bouchons* (corks); this meant deploying seven companies of tanks and one company of motorized infantry along a 50km-wide sector until the 9e DIM arrived from Belgium. Delestraint was one of the most experienced armour officers in the French Army and fully aware that this decision completely violated doctrine, but there were no other forces nearby to hold the crossing sites. If the Oise could be held even for another day, time would be gained for reinforcements to arrive.

At this point, the French Army still had plenty of tanks, but most of them were already engaged. Gamelin had ordered Colonel Charles de Gaulle to form a fourth DCR at Laon, which happened to lie just south of the German breakthrough zone. Arriving in Laon, De Gaulle began energetically pulling together a command from bits and pieces, but the 4e DCR would never be more than an *ad hoc* formation. Lacking much ground combat power to delay Panzergruppe Kleist, the AdA was ordered to focus low-level bomber strikes against German columns near Montcornet. Unfortunately, the AdA was already forced to begin abandoning some of its air bases due to the German advance and could only mount 44 bomber sorties against Guderian's spearheads.[1]

Typically, histories of these dramatic days focus almost exclusively on what the tanks on each side were doing. It is noteworthy how little

infantry was involved on either side near the breakthrough zone – a few motorized infantry battalions on the German side and a few motorized companies on the French side. Proper defences cannot be mounted without infantry, nor can tanks hold ground without infantry support. The advancing German Kampfgruppen were forced to drop off some troops to secure their lines of communication, leaving fewer and fewer at the forefront. In essence, both sides were tactically handicapped by their paucity of available infantry in the critical sector. Furthermore, the absence of appreciable engineer units on either side had an unseen impact upon the battle. If the French had engineers available on the Oise, they would simply have blown up all the bridges, but the horse-drawn engineer units from the 9e Armée were scattered in the retreat and were quickly bypassed by German armoured spearheads. Now the French pre-war decision not to motorize more engineer units proved a critical deficiency. Likewise, the German bridging pioneer units were well to the rear of the advance guard, so the advance could be stalled if blown bridges were encountered. Guderian's advance guard did not have the capability to 'bounce' the Oise as it had the Meuse.

On the German side, by the afternoon of 16 May a total of six Panzer-Divisionen were fanning out across a 40km-wide breakthrough corridor and pushing west against minimal resistance. Even the modified *Fall Gelb* plan had never spelled out exactly what Panzergruppe Kleist was supposed to do after getting across the Meuse and Rundstedt and Kleist were both upset that the vanguard commanders were making decisions without reference to higher authority. A large gap was growing between Kleist's spearheads and the follow-on infantry from Kluge's 4. Armee and List's 12. Armee, which were 100–120km behind. This gap made Brauchitsch and Rundstedt extremely nervous, since they saw that the open flanks on both sides of the breakthrough corridor were vulnerable to Allied counter-attacks until German infantry divisions arrived. Even though Gamelin's forces seemed in disarray, many German officers remembered how a retreating French Army had rallied on the Marne in 1914 and were troubled that history

could repeat itself. There was also the question of wrecking the Panzer-Divisionen through physical and mechanical exhaustion, since both men and machines had been moving continuously for a week. Even Guderian commented upon the evident exhaustion of his front-line troops, but was unwilling to stop the exploitation for any reason.[2] Kleist tried to reign in Guderian, with orders not to proceed to the Oise until some infantry had caught up, but this was ignored. Brauchitsch also joined in and stated that the Panzer forces required a rest period before the next phase of the operation, but he was also ignored.[3] Despite the notion that French generals were all hidebound fossils who couldn't understand modern warfare, it was quite evident during Kleist's push to the English Channel that much of the German senior military leadership also had difficulty adjusting to high-tempo, non-linear mechanized warfare.

On the afternoon of 16 May, Churchill flew to Paris to confer with Reynaud and Gamelin. Churchill would not accept that the German breakthrough was an irreversible catastrophe, as Gamelin seemed to suggest. Churchill wanted to strike back, but famously, when he asked Gamelin about his strategic reserve – '*Où est la masse de manoeuvre?*' (Where are your mobile reserves?) – Gamelin supposedly replied *'Aucune!'* (There are none). At least, that is how this dramatic meeting was depicted by Churchill in his memoirs.[4] While it was true that Gamelin had no significant GQG mobile reserves left, he still had five fresh infantry divisions that he was transferring from GA 2 and GA 3 and France still had other uncommitted infantry units. Furthermore, the BEF had three unengaged infantry divisions between Lille and Arras, which Gamelin simply ignored. If several British brigades and armoured cavalry regiments had been moved quickly from Arras to the Oise river crossings, this might have helped to delay the German advance a bit and assist Giraud in making some kind of stand on the river. However, Gamelin and Billotte made no requests to commit BEF units to help deal with the breakthrough and Lord Gort did not volunteer any of his units. Nevertheless, upon Churchill's recommendation, the British Cabinet agreed to immediately send the

equivalent of four more Hurricane squadrons to France; these were not complete units but eight-plane flights detached for temporary duty.[5] Given the scale of Hurricane losses thus far, this act barely replaced losses to date and did not reverse the growing numerical imbalance between Allied and German fighters. Indeed, the RAF lost 15 Hurricanes on 15 May alone.[6]

Although the French front to the west of the German Panzer spearheads was chaotic, Touchon's 6e Armée succeeded in establishing a continuous front along the Aisne River. After falling back from Bouvellement, De Lattre de Tassigny's 14e DI was ordered to defend a bridgehead on the north side of the Aisne at Rethel, because Touchon was already thinking about attacking northwards against the German lines of communication. De Lattre deployed a regiment (152e RI) in the Rethel bridgehead, but the rest of his division was responsible for holding a 26km-wide sector of the Aisne front. He was a tough, well-trained combat veteran of Verdun and the Rif War – wounded a total of six times. De Lattre was also resourceful, scooping up a detachment of three new Char B1 bis tanks intended for the 2 DRC, which he sent to reinforce the bridgehead. Although the German Panzers were pushing on westwards, List's 12. Armee was authorized to seize bridgeheads over the Aisne in anticipation of *Fall Rot*. The lead elements of the 23. Infanterie-Division attacked the 152e RI at Rethel on 17 May, but were repulsed. De Lattre used his three Char B1 bis tanks aggressively, mounting local counter-attacks that kept the Germans off-balance.

Hitler became increasingly nervous when he saw even the smallest French counter-attacks and he directed the OKH to push infantry divisions forward as fast as possible to secure a front on the Aisne. In order to reduce the vulnerability of Guderian's open flanks to Allied counter-attacks, the OKH transferred the 20. Infanterie-Division (mot.) from Reichenau's 6. Armee to reinforce Reinhardt's XLI Armeekorps (mot.) and the 29. Infanterie-Division (mot.) was attached to Guderian's corps. The OKH also decided to commit its only mobile reserve – the SS-Division 'Totenkopf' – which had been

held back at the start of *Fall Gelb*. On 16 May, the SS-Division 'Totenkopf' was sent to Belgium to join Hoth's corps. It was the infusion of these relatively fresh motorized units which not only helped Panzergruppe Kleist to hold onto territory it seized but also served to prevent the exploitation from running out of forward momentum due to exhaustion.

Despite Rundstedt's efforts to restrain Guderian, his Panzers continued to advance about 30–40km on 16 May. Kampfgruppe Esebeck and Kampfgruppe Ravenstein from the 6. Panzer-Division reached the Oise by nightfall, giving Giraud's retreating troops no respite. The lead elements of the 1. and 2. Panzer-Divisionen also reached the Oise, and they managed to capture three bridges during the night of 16/17 May. A single company of French H38 tanks from the III/27e BCC (2e DCR) fought to hold these crossings against much superior forces and without any infantry or artillery support. Eventually, the French tanks were overwhelmed and then both Panzer-Divisionen pivoted north to roll up the other defending companies. The 2e DCR was defeated in detail, one platoon at a time.

Rommel's 7. Panzer-Division, at the forefront of Hoth's advance, staged a spectacular armoured raid on the afternoon of 16 May, overrunning a line of concrete casemates near Clairfayts that belonged to the outer defences of the Mauberge fortified position. Rommel erroneously claimed that he had broken 'through the Maginot Line' instead of some incomplete bunkers manned by reservists from the 101e DIF. He continued to push forward in the evening twilight, and bumped into elements of the 1ère DCR and the 5e DIM stopped for the night along both sides of the road. The French were caught flat-footed by Rommel's Pz 38(t) light tanks, which moved down the road to Avesnes shooting up trucks and other wheeled vehicles. All of the 1ère DCR's artillery was captured and the 5e DIM scattered. Rommel pushed on, entering Avesnes around midnight. A group of 17 H39 tanks from the 25e BCC/1ère DCR were in the town and engaged Rommel's tank in a wild four-hour melee. After the fighting in Avesnes died down, Rommel made the impetuous decision to dash forward

another 18km to the Sambre River crossing at Landrecies. Around 0600 hours on 17 May, Rommel captured an intact bridge, thereby compromising Giraud's effort to form a line on the Sambre. However, Rommel's advance guard had virtually exhausted its fuel and ammunition and was now isolated from the rest of Hoth's corps; bypassed French units lay all along Rommel's line of advance. Rommel made the raid at Avesnes the template for his personal method of warfare that he would employ for the next four years; accepting near-foolhardy risks in order to paralyse the enemy by the sheer boldness of his actions. In France, it worked. Later on, it did not.

At 0415 hours on 17 May, De Gaulle began his counter-attack towards Montcornet with two tank battalions (a total of about 90 tanks) and one motorized infantry battalion, the 4e Bataillon de Chasseurs Portés (BCP) embarked on buses, supported by a regiment of 105mm howitzers. De Gaulle only had a vague idea what German forces were located in Montcornet and his troops had never worked together before. Nor did he have radios to co-ordinate his troops, nor air support nor even reconnaissance troops – he simply pushed blindly into the hornets' nest. Nevertheless, De Gaulle's 4e DCR was far luckier than the three better-organized French armoured divisions and luck plays an important role in combat. Although delayed by some Char B1 bis tanks from 46e BCC getting stuck on a causeway over marshy terrain, De Gaulle's tanks overran the German outpost line on the road to Montcornet and shot up a German artillery convoy. A platoon of 3.7cm Pak guns were distressed to see their AP rounds bouncing off the armour of the French heavy tanks. Slowly, the French tanks advanced towards Montcornet. By chance, Major Walther Wenck, operations officer (Ia) of the 1. Panzer-Division, was wounded by fire from a French tank.

Unknown to De Gaulle, Guderian had established his command post for the XIX Armeekorps (mot.) at Soize, 4km east of Montcornet. In the town of Montcornet, the Germans only had a single company of Pioniere and a battery of four Luftwaffe 8.8cm Flak guns. At 0700 hours, Kleist flew into the Montcornet airstrip in a Fieseler Storch to

deliver a blistering reprimand to Guderian for disobeying direct orders and advancing past Montcornet. Guderian was temporarily relieved of command for a few hours, while the sound of approaching tank fire could be heard. Generalleutnant Kirchner, commander of the 1. Panzer-Division, also happened to be in Montcornet. Fate offered the French a fleeting opportunity to cut off the head of the snake by pushing rapidly into Montcornet and eliminating the key leadership of Panzergruppe Kleist. Unfortunately, the 46e BCC's Char B1 bis tanks ran short of fuel before reaching Montcornet and spent four hours refuelling from civilian trucks, which gave the Germans a chance to mine the approaches to the town and press six disabled tanks back into service. A frustrated De Gaulle finally urged the R35 tanks from the 24e BCC to press on to Montcornet; but its two companies attacked without any kind of support; these tanks were expressly designed to attack with supporting infantry, not alone into a town. The handful of German tanks and 3.7cm Pak guns repulsed the unsupported R35 tanks. By the time that the French heavy tanks finished refuelling and resumed the attack around 1500 hours, the German had managed to deploy the 8.8cm Flak battery outside Montcornet and it destroyed two D-2 and three Char B1 bis tanks. Among those French tankers killed was the commander of the 46e BCC. Soon thereafter, a Stuka attack inflicted further damage on De Gaulle's tanks and elements of the 10. Panzer-Division began to appear south-east of Montcornet. It was time to break off the action.

De Gaulle claimed that his troops had taken 130 prisoners, which is probably correct. Yet De Gaulle lost 23 of his tanks (nine Char B1 bis, two D-2, 12 R35), most of which had to be abandoned on the battlefield. De Gaulle's counter-attack at Montcornet can best be described as a raid but unlike Rommel's raid at Avesnes, the effects were only local.[7] Later in the day, De Gaulle received additional reinforcements including a regiment of Somua S35 tanks, some armoured cars and another motorized infantry battalion. French failure at Montcornet was due not to doctrine or poor leadership, but the limited resources applied to the effort and the mechanical short-

comings of French heavy tanks. With a bit of air support and faster medium tanks like the Somua S35, De Gaulle might have scooped up Kleist, Guderian and Kirchner in Montcornet. As it was, the French counter-attack brought Kleist and Rundstedt back to reality – Guderian was reinstated and he was authorized to conduct a 'reconnaissance in force' west of the Oise River. He also brought up 10. Panzer-Division to deal with Gaulle's 4e DCR.

While Guderian's forces were gaining bridgeheads over the Oise and the Sambre, the bulk of Blanchard's 1ère Armée and the BEF were slowly retreating to the Escaut River. The 7e Armée was dissolved and the remaining troops of the 60e and 68e DI near Antwerp were put under Belgian command. The 6,000-man French expeditionary force on Walcheren Island (a total of five infantry battalions and an artillery battalion), was isolated and overrun by the Germans, despite efforts by four French destroyers to provide naval gunfire support. Général de brigade Marcel-Emile Deslaurens, commander of the 60e DI, was killed leading a rearguard action that enabled about one-third of his troops to be evacuated by the navy. Deslaurens was a tough colonial officer who went down fighting with his troops.

Georges and Billotte continued to issue vague orders that hoped to create a new continuous front with the French armies south of the breakthrough zone, but without specific guidance on how this was to be accomplished. In order to protect Paris, Général de corps d'armée Aubert Frère was ordered to begin forming a new 7e Armée along the Somme around Péronne. He was promised four infantry divisions en route from GA 2 and GA 3, but initially he only had elements of the 23e DI and the 3e DLI (Division Légère d'Infanterie, or light infantry division) to protect the river crossings. Thanks to an intelligence windfall – the interrogation of a captured German officer – the GQG now knew with certainty that the enemy objective was to isolate GA 1 by reaching the English Channel, not make a push for Paris. The obvious response to this enemy course of action was to try to move as many units from Belgium as fast as possible, building up a new line of resistance south of the breakthrough zone. However, the Belgians

continued to drag down the Allied effort by expressing reluctance to abandon more of their soil – even though they were doing very little to defend it. Adding insult to injury, Belgian railway workers decided to go on strike, which affected the Allied use of the railroads. Nonetheless, the French leadership was reluctant to just cut and run and placed their limited reservoir of faith in the potential of joint Anglo-French action to stop or deflect the German exploitation across the Oise and Sambre. However, a number of senior British leaders were already beginning to think about how to evacuate the BEF.

On 18 May, the French gained a brief respite due to the restrictions placed on Guderian's advance and enemy supply difficulties, which limited the amount of fuel and ammunition reaching their spearhead units. Nevertheless, the 2e DCR's 'corks' were destroyed piecemeal and 2. Panzer-Division surged forward to capture St Quentin. Once the Germans were across the Oise in force, it was absolutely essential for the French and British forces to work together on the battlefield, but French reluctance to share information hindered this co-operation. It is important to remember that the first joint staff talks were only held at the beginning of the war and due to the inactivity of the Phony War, the French GQG and subordinate armies had few opportunities to share time-critical information. The existing procedures relied upon routine information sharing through liaison officers, which was completely inadequate for providing a common operational picture of a fast-moving battlefield. Even if Gamelin, Georges and Billotte had been more forthcoming with Lord Gort, their own understanding of current battlefield conditions was far from perfect. What information they did pass to Lord Gort was that the Germans were pressing westwards and the French were having great difficulty stopping them. Georges asked the BEF to provide some units to help protect the area between Arras and Amiens and Lord Gort offered his least effective units – the three TA divisions (12, 23, 46) involved in line of communication duties. The 12th Infantry Division sent its 35th Brigade to Abbeville, the 36th Brigade to Doullens and the 37th Brigade to Amiens, while the 23rd Infantry Division kept both its

brigades around Arras. These TA units had no artillery and no towed anti-tank guns, but they were told to expect only enemy reconnaissance elements. Unfortunately, the Territorials happened to be in the direct path of Panzergruppe Kleist to the English Channel.

As a further precaution, the British also decided to protect their logistic bases south of the Somme. Acting Brigadier Archibald B. Beauman, in charge of various depot units around Rouen, was ordered to form a mobile reserve to deal with any enemy units that might reach the rear areas. Beauman had been a distinguished battalion commander in the First World War but he fell afoul of Hore-Belisha in 1938 and was prematurely retired. He was recalled at the start of the war but rather than given a combat command, he was assigned to mundane logistic tasks. Now, with the threat to the BEF's line of communications suddenly apparent, Beauman moved with alacrity and skill to create two *ad hoc* tactical groups known as Beauforce and Vicforce from various support troops and replacements. Initially these groups were only lightly armed, but Beauman began to scrounge heavy weapons for them from across France.

As part of the effort to establish a line on the Sambre to protect the right flank of the 1ère Armée, Blanchard redeployed the 1ère DLM to conduct a spoiling attack against Hoth's Panzers moving through the Mormal Forest south of Mauberge. The fortified position of Mauberge, garrisoned by the 101e DIF, was supposed to be a lynchpin for the French field forces and Hoth's advance threatened to outflank it. The 1ère DLM's counter-attack commenced at 1830 hours on 18 May and it caused some temporary problems for the 7. Panzer-Division, but it was too little and too late to reverse the threat to 1ère Armée's right flank. The I. Flak-korps deployed 8.8cm Flak guns from the Flak-Regiment General Göring, which destroyed 18 French tanks in the forest. The 1ère DLM also deployed a blocking force at Jolimetz, consisting of 12 Somua S35 tanks and a company of Moroccan tirailleurs, who managed to hold off the 5. Panzer-Division for much of the day. When the Germans finally encircled and then assaulted the town, they overran the French group but lost 26 of their own tanks. In

addition to Hoth's Panzers, Blanchard's 1ère Armée was hard-pressed by Reichenau's 6. Armee, which entered Brussels on 17 May and Antwerp the next day. Blanchard's army was being squeezed between two jaws of a German vice and lacked the strength to simultaneously fight off both threats. With Rommel across the Sambre at Landrecies and the remainder of Hoth's troops pressing Mauberge from the south, Blanchard's position was untenable. As Blanchard's 1ère Armée slowly retreated to the Escaut, the five battalions of troops from the 101e DIF within the Mauberge forts were left to fend for themselves. Kluge's 4. Armee assigned two divisions from the VIII Armeekorps to reduce the forts, which all surrendered between 21 and 23 May.

The balance in the air battles continued to shift further against the Allies on 18 May as the AASF and Air Component began evacuating their most mangled squadrons back to England. Once the Blenheims were withdrawn, the BEF was left without bomber support. Those RAF units that remained in France were forced to relocate to avoid the German spearheads, further reducing the number of daily sorties. The loss of Hurricane fighters was also becoming serious, since many damaged aircraft had to be destroyed when airfields were evacuated. Consequently, the remaining RAF assets could not even adequately support the BEF on the ground, never mind helping the French effort. The RAF's ability to conduct reconnaissance missions over France also evaporated, which deprived Lord Gort of situational awareness about the location of the German vanguard units. As Allied fighter resistance slackened, the Luftwaffe resumed its attacks on Allied airfields and achieved some success; one raid destroyed 10 of 14 LeO 451 bombers on the ground at Persan-Beaumont airfield, north of Paris. The Luftwaffe was also quick to begin moving into captured Allied air bases, extending its reach over the battle.

With the campaign spiralling out of control, Reynaud finally moved to remove Daladier as minister of defence and Gamelin as commander-in-chief. Pétain was brought into the government, largely as a figurehead at this point. Weygand had been summoned from Syria and replaced Gamelin on the morning of 19 May. Reynaud

disliked Weygand, but knew he needed to replace the ineffective Gamelin and Weygand had a reputation from 1918 as a superb operational planner.[8] Although the replacement of the 67-year-old Gamelin by the 73-year-old Weygand has been described as 'an act of desperation', it made sense. Weygand was still in excellent physical and mental health and had not been 'out of touch' in Syria, but closely conferring with Gamelin on contingency plans. He was a vigorous, tough-minded officer who knew the French Army and its capabilities very well. However, by the time that Weygand was put in charge, the French Army no longer had the initiative and could only react to enemy moves. Even worse, just as Weygand assumed command, Rundstedt removed the operational restrictions on Guderian, allowing his armour to push west towards the Channel.

Guderian's stampede on 19 May demolished the last French defences that could cause any further delay. The 9e Armée headquarters was overrun and Giraud was captured. French units retreating or moving up to the front in column were bombed and ruthlessly shoved out of the way. Hoth's armour captured Cambrai, while Bapaume also fell. The flimsy excuse for a continuous front north of the Somme ceased to exist. Blanchard's 1ère Armée and the BEF were both forced to deploy forces to the south-west, to Arras, to avoid having their flank turned, but there was almost nothing except two poorly equipped British Territorial infantry brigades to prevent German armour from cutting the Allied line of communications to the south. In the final phase of the advance to the English Channel, the German armoured spearheads fanned out: Guderian's XIX Armeekorps (mot.) aimed for the Abbeville–Amiens sector, Hoth's XV Armeekorps (mot.) went for Arras and Reinhardt's XLI Armeekorps (mot.) headed for Calais. Blanchard's counter-attacks continued, with the 1ère DLM and 1ère DINA attacking Hoth's armour south-west of Mauberge in the Mormal Forest and Rommel's bridgehead at Landrecies. Two surviving Char B1 bis tanks from the 2e DCR succeeded in fighting their way into Landrecies, where they shot up over 50 vehicles, then left. Blanchard might have achieved more with air support, but little was

available. Since the AdA had few operational bombers left, the French Navy was called upon to assist Blanchard's counter-attack with 20 LN 411 dive-bombers from the Aéronautique Navale's AB 2 and AB 4. The French naval dive-bombers attacked Hoth's armoured columns near Berlaimont and ran into a veritable wall of Flak, which shot down nine dive-bombers and damaged seven more.

The BEF needed to move south immediately before its lines of communications to the south were severed. General Ironside arrived at Gort's headquarters on the morning of 20 May and ordered him to immediately attack south in force, but Gort instead claimed that this was not feasible due to his limited reserves of fuel and ammunition. In truth, Lord Gort was just as paralysed by the speed of events as Gamelin and Billotte were and he was reluctant to make a complete break with the agreed campaign plan. Nor did it help that King Leopold III was constantly whining that the Belgian Army would quickly break without the full support of the BEF to hold the Escaut River line, which distracted Lord Gort from ruthlessly committing his forces to a counter-stroke. As it was, the Belgians were defending a 65km stretch of the river with 11 divisions and kept six in reserve, while the BEF was forced to commit seven of its nine divisions to holding a 40km-wide stretch of the river. The unwillingness of the Belgian Army to make a greater effort prevented the BEF from concentrating a larger reserve for a counter-offensive. Lord Gort ordered the 5th and 50th Infantry Divisions and 1st Army Tank Brigade to assemble near Arras for a counter-attack, but refugees and air attacks made rapid movement impossible. The 1st Tank Brigade was only able to move 39km a day and lost 12 per cent of its tanks to mechanical problems.[9] Blanchard wanted the French 1ère Armée to contribute at least part of Prioux's cavalry corps to the counter-attack, although they were fully engaged in delaying actions against 6. Armee.

On the southern side of the German breakthrough zone, De Gaulle's reinforced 4e DCR launched another counter-attack; this time, due north towards Crécy-sur-Serre. Initially, De Gaulle's second counter-attack with three tank battalions made progress against the

German outposts, but the 10. Panzer-Division was solidly dug-in at Crécy-sur-Serre with infantry, tanks and anti-tank guns and had mined the approaches to the bridge. De Gaulle's *ad hoc* combined arms team was far too small to take on a full-strength Panzer-Division or to conduct a river crossing operation. German Stuka attacks also harassed the 4e DCR, which had no air support. French tanks did penetrate into Crécy-sur-Serre but most were knocked out by close-range fire. Instead, De Gaulle harassed the enemy for as long as he could, before retiring as evening approached. Altogether, the 4e DCR lost another 28 tanks, but unlike the other French armoured divisions, De Gaulle's division had not been routed and was still combat-effective. Recognizing that a breakthrough here was impossible, the GQG authorized De Gaulle to withdraw to the Aisne River in order to regroup his division. While De Gaulle's counter-attack failed to inflict significant material damage upon Panzergruppe Kleist, it did cause further consternation about Guderian's vulnerable flanks within the German High Command.

One of the few bright spots for the French was the stand of De Lattre's 14e DI at Rethel. A large-scale German attack with infantry and artillery on 19 May forced De Lattre to evacuate his bridgehead north of the Aisne. Before withdrawing from the northern bank, his three Char B1 bis tanks succeeded in knocking out 20 enemy tanks, nine armoured cars and 26 other vehicles. However, when the Germans began to cross the Aisne the next morning, they ran into a ferocious French counter-attack. De Lattre had succeeded in scavenging 11 more Char B1 bis tanks from various sources and he used his armour and two battalions of the 152e RI to crush the German infantry that crossed the Aisne before they could get heavy weapons across. De Lattre's troops captured 800 Germans – the largest haul of enemy prisoners taken during the French campaign.

Ignoring local French counter-attacks, Guderian was already looking to the next stage of the campaign and pushed his tired troops to seize crossings over the Somme before the newly organized French 7e Armée could establish a continuous front. Although Frère sent Foreign Legion

cavalrymen from the 97e Groupe de Reconnaissance de Division d'Infanterie (GRDI) to secure the bridges at Péronne, Kampfgruppe Nedtwig (Panzer Regiment 2 and I./Schützen-Regiment 1) managed to seize the unguarded bridge just before the French unit arrived.

Apparently as a welcome diversion from Guderian's free-wheeling push to the sea, the OKH authorized 16. Army to conduct operations to turn the left flank of the Maginot Line, even though this was not part of *Fall Gelb*. The retreat of Huntziger's 2e Armée from Sedan exposed the leftmost position of the Maginot Line, Fort La Ferté, which List's 16. Armee decided to attack. The German 71. Infanterie-Division spent two days fighting its way past two outpost positions against tough resistance from the 3e DIC, an active division. Fort La Ferté consisted of two main blockhouses and a 107-man garrison from the 155e RIF under the command of Lieutenant Maurice Bourguignon, but it had very limited artillery support. After bombardment by 21cm howitzers and other heavy artillery, the Germans mounted a full-scale assault on Fort La Ferté on the evening of 18 May, which succeeded in neutralizing all of the fort's weapons positions. However, fires within the fort prevented the Germans from entering and the entire garrison perished within from asphyxiation. Two French relief attempts, supported by tanks, were repulsed by German artillery fire. The German capture of Fort La Ferté was more of a tactical experiment than anything else. Despite the loss of the fort, the 2e Armée was able to maintain a continuous front with the neighbouring 3e Armée, so there was little point in the Germans expending further resources in this sector. Gamelin had taken seven of Prételat's 28 divisions in GA 2 to reinforce GA 1, but there were still too many French units assigned to the Maginot Line. The British 51st (Highland) Division, which was assigned to the 3e Armée, was withdrawn from the front line on 20 May and prepared for transfer back to the BEF.

Although Gamelin had recommended a counter-offensive against Panzergruppe Kleist before he was relieved, when Weygand assumed command he did not issue any specific orders. Instead, on the morning of 20 May he simply exhorted Billotte to attack 'like a beast' to break

out of the German encirclement and push southwards to link up with the forces that would push north from the Somme. Weygand was updated on the current situation and was shocked that Gamelin had withheld much of the worst reports from him. He was also surprised that communications with subordinate units were so poor and reporting about events was often contradictory, which greatly complicated his ability to affect events on the battlefield.

Général d'armée Antoine Besson, who had been watching the Swiss border with his GA 3 headquarters, was sent to take charge of the forces on the Somme. Unfortunately, there were almost no Allied forces on the Somme.[10] It was too late. On Weygand's first full day in command, the only Allied offensive action was some futile attempts by the Aéronautique Navale to bomb German motorized columns moving across the Oise River. Attacking without fighter escort, five of the 11 American-built Vought 156F dive-bombers from AB 1 were shot down by Bf 109E fighters, but the ten remaining LN 411 dive-bombers only lost a single aircraft. The RAF sent 47 Blenheims with fighter escort from England to bomb Reinhardt's armour south of Arras, which succeeded without loss.[11] However, these attacks were too puny to stop Guderian's avalanche which struck the British infantry brigades deployed like beads on a string as roadblocks between Arras and Amiens. In the morning, the 8. Panzer-Division overran one British battalion south of Arras, while 1. Panzer-Division overran another east of Amiens. By early afternoon, the 6. Panzer-Division struck Brigadier George Roupell's 36th Brigade at Doullens; desperately under-equipped to fight tanks, Roupell's troops managed to put up a stout fight before both of his battalions were shattered and overrun. Roupell, a Victoria Cross recipient from the First World War, managed to escape but he would spend the next two years in hiding in occupied France.

Amazingly, very few French troops were in Amiens. A unit of reservists, the 28e Régiment Régional, reinforced with ten elderly FT-17 tanks and a few 75mm guns, had organized roadblocks on all the main roads leading into the city. An engineer unit was tasked with destroying the bridges if the enemy approached, but the explosives

were not yet emplaced. In an effort to prevent the Allies from transferring reinforcements into Amiens, the Luftwaffe heavily bombed the city on 18 and 19 May; the 7th Battalion Royal Sussex was caught in the train station during the raid and suffered over 100 casualties, including its commanding officer. Afterwards, with the track damaged, the battalion de-trained and waited for orders that never came. Abbeville was also bombed on the morning of 20 May, with the main bridges and the telephone centre destroyed, which left the British 35th Brigade in the dark about enemy movements. Frère's 7e Armée had seven divisions under his command – most still in the process of arriving by road and rail – and the nearest regular units were about 20km south of Amiens. Blanchard's 1ère Armée tried to redeploy part of the 21e DI by road and rail from Belgium to assist Frère, but only two motorized squadrons of the divisional reconnaissance unit (27e GRDI) under Capitaine Marie Salesse-Lavergne managed to reach Abbeville before the Germans. Upon reaching Abbeville, the two squadrons moved south of the river to an assembly area to await the rest of their group, but the horsed elements were delayed by refugee columns and would remain in Belgium. Despite transportation shortages and disruptions caused by enemy air raids and refugees, the French were somehow still able to move 79 Belgian collaborators, including Leon Degrelle, by road to Abbeville.

Around 0830 hours on 20 May, the first motorcycle scouts from Gefechtsgruppe Balck (II./SR 1, II./PR 1) from the 1. Panzer-Division appeared along the Albert–Amiens road.[12] The French roadblock on this avenue consisted of 15 soldiers with a machine gun and two FT-17 tanks, each armed with a machine gun. Once elements of the divisional armoured reconnaissance battalion – Panzer-Aufklärungs-Abteilung 4 – arrived, they assaulted the barricade with at least one tank, several armoured cars and motorcycle troops. After firing furiously, both French FT-17s were destroyed by the German tank and the barricade overrun. The men from Kradschützen-Bataillon 1 rolled into the city past the burning French barricade, reaching one of the main bridges around 0930 hours before engineers could destroy it.[13]

Once they realized that Germans were behind them, most of the remaining French regional troops abandoned their roadblocks. Belatedly, a local French commander armed some prisoners in the citadel and put up resistance for seven hours, but this proved only a minor nuisance to the Germans. South of the city, the hapless 7th Battalion Royal Sussex – which was not deployed in a defensive posture – was unaware of what was going on. When Balck's troops discovered this British battalion around 1400 hours, they attacked and overwhelmed its bewildered troops with tanks. Afterwards, the German troops were rewarded for capturing Amiens by receiving captured British chocolate and coffee.[14]

Generalleutnant Rudolf Veiel's 2. Panzer-Division was desperately short of fuel but managed to move 90km in a single day and reach the outskirts of Abbeville by 1800 hours, where it found the British 35th Brigade still deployed north of the Somme as roadblocks. Caught by surprise, the three British battalions attempted to escape across the river but were quickly surrounded and only small numbers of survivors made it across the Somme. By 2030 hours, Abbeville was in German hands. Just before Abbeville fell, French gendarmes managed to spirit away Leon Degrelle, the pro-Nazi Belgian collaborator who was in French custody. Degrelle barely missed summary execution by overzealous gendarmes but after his release by German forces he would later go on to noteworthy service as a Waffen-SS officer on the Eastern Front. Guderian's Panzers had not only seized several crossings over the Somme and a major city, but they had demolished parts of the BEF's 12th and 23rd Infantry Divisions. To complete the day's triumph, a battalion of motorized infantry continued on to the village of Noyelles, 12km north-west of Abbeville, to occupy the main north–south rail line along the coast. By this action, a total of 16 French and nine British divisions were isolated in Belgium and the north-west corner of France.

By the end of 20 May, the RAF Air Component evacuated its remaining Hurricane fighters back to England. The AASF still had three Hurricane-equipped fighter squadrons (17, 73, 501) and six bomber squadrons in France, at bases south-east of Paris. Likewise,

most of the French fighters had withdrawn to bases around Paris and only 155 were still operational. Now, the Allied forces in Belgium were not only isolated but they were deprived of their remaining air cover. RAF Fighter Command promised to provide some sorties from southern England, but this was a drop in the bucket compared to the Luftwaffe's remaining 500 operational fighters. Although still resolute, the synergy of German mechanized firepower and overwhelming air support put the Allied troops in Belgium at an insuperable disadvantage.

After two days of hesitation and slow repositioning, the BEF was finally able to mount a limited counter-attack against Hoth's corps on the afternoon of 21 May, but it was far smaller than originally envisioned. Instead of two British divisions and a tank brigade, the counter-attack was conducted by an *ad hoc* group known as Frankforce, consisting of just two tank battalions (4 RTR, 7 RTR) with 88 tanks (58 Mk I, 16 Mk II Matilda and 14 Mk VIB), two infantry battalions, one reconnaissance battalion and one field artillery regiment with 24 25-pounders. The other brigades of the British 5th and 50th Infantry Divisions were assigned defensive tasks holding the line of the Scarpe River. Most of Prioux's Corps de Cavalerie was still engaged against 6. Armee, but the 1ère Armée was able to provide a mixed group from the 3e DLM (15 tanks and some armoured cars from the 12e Cuirassiers and one battalion of motorized infantry) and the 13e BCC with 45 H35 tanks to serve as a flank guard. Frankforce had no maps, very few radios, only a vague idea of enemy dispositions and no air support. Furthermore, Frankforce was only ordered to conduct a local 'mopping up' action south-west of Arras, not an all-out effort to sever Panzergruppe Kleist's lines of communication.

At 1430 hours on 21 May, Frankforce advanced southwards in a movement to contact. By sheer luck, the Allied counter-attack occurred just as Rommel was taking extreme liberties with the enemy. One of the basic tactical principles of war is to avoid marching obliquely past an enemy strongpoint, which is what Rommel was caught doing – he knew that the BEF held Arras in strength, but he simply ignored them. He advanced with Panzer-Regiment 25 (PR 25)

in the lead, separated by a considerable distance, followed by his motorized infantry and artillery. For some reason, the Luftwaffe failed to spot the approaching enemy armour and Rommel made the mistake of advancing without flank guards. Frankforce struck Rommel's division when it was strung out in long, vulnerable columns and the British tanks began to shoot up a number of wheeled vehicles from Schützen-Regiment 6. Initially, the German infantry were shocked to find their 3.7cm Pak anti-tank guns unable to penetrate the thick frontal armour of the British Matilda II tanks, which were able to absorb a tremendous amount of punishment. Although a number of British tanks from the 4 RTR and 7 RTR were able to penetrate into the depth of the 7. Panzer-Division's positions, they did so without much infantry support and could not call for indirect fire missions to suppress enemy positions. Lacking a high explosive round for their 2-pounder guns, the Matilda II tanks had difficulty engaging enemy infantry and concealed guns. One group of British tanks overran elements of the SS-Division 'Totenkopf' and shot up a number of their wheeled vehicles, which caused panic among these untried troops. Yet when the 4 RTR encountered a battery of 8.8cm Flak 36 anti-aircraft guns, the slow-moving Matilda IIs proved vulnerable and were shot to pieces. German field artillery also joined in, using direct fire to engage enemy tanks. Thanks to excellent radio communications, Rommel was quickly aware of the enemy counter-attack and was able to personally rally his forces. Within three hours, the British counter-attack had fallen apart and the commanders of both tank battalions were dead. The French joined the counter-attack later and bumped into Panzer-Regiment 25; in the ensuing tank battle, the French knocked out three Pz IV and six Pz 38(t) tanks, but lost 20 of their own tanks before withdrawing. Altogether, the Germans lost at least 20 tanks and about 500 casualties from the Allied counter-attack, but the entire action was over in less than five hours. The British had lost 53 of their tanks for no gain. Only two Matilda II tanks survived their first action and after Arras, the BEF had no real mobile reserve left.[15] Overall, British tanks had proved inferior in terms of firepower and

mobility. From the German perspective, the Battle of Arras validated their German pre-war investment in tactical communications and dual-purpose anti-aircraft guns, but also demonstrated that even aggressive commanders like Rommel were capable of making serious tactical errors.

While Frankforce was clanking towards defeat, Weygand made the ill-considered decision to fly to meet with Lord Gort, Billotte and Leopold III at Ypres on the afternoon of 21 May. Weygand naively sought to energize the Allied leaders with a face-to-face plea to mount a desperate breakout effort to the south, but the six and a half-hour long conference was a dismal failure due to diverging priorities. Leopold III was actively considering capitulation while Lord Gort no longer believed that the Allies could fight their way out of the pocket in Belgium. Weygand wanted to continue counter-attacks around Arras, but few intact units were left to participate. Weygand ended up wasting precious time in his conference, which would have been better spent at GQG devising a new defensive plan. Adding to the wastage, Billotte was mortally injured after leaving the Ypres conference when his staff car collided with a military truck and he died two days later. Blanchard moved up to take command over the wreck of GA 1, while Prioux took over 1ère Armée. Anglo-French military co-operation, already strained, began to fray visibly over Weygand's insistence upon continuing counter-attacks against Panzergruppe Kleist.

The RAF tried to assist the Anglo-French forces in Belgium with sorties flown from bases in England and from the remaining units based near Paris, but these proved of limited value. Between 18 and 25 May, the RAF flew 314 sorties with Blenheim light bombers against German armoured columns and lost 16 aircraft, a 5 per cent loss rate.[16] Accuracy from level-bombing at low altitudes was poor and there is little indication from German records that RAF bombers inflicted much damage. In order to keep casualties down, some British bombers attacked at night, using 'estimated time of arrival' tactics against road junctions and bridges, which were all but futile. Since the RAF had not invested in developing long-range fighters, Fighter

Command could not escort daylight sorties very far into France or Belgium, which was also a significant factor in limiting the ability of British airpower to influence events on the ground.[17]

Having almost no gun-armed tanks left, Lord Gort focused on forming a viable perimeter from Arras to Boulogne to protect his rear areas. The French had small naval garrisons at Boulogne and Calais, consisting mostly of anti-aircraft and coastal artillery troops. Billotte had managed to pull Général de brigade Pierre Lanquetot's 21e DI, an active division, out of the line in Belgium in order to reinforce the Boulogne sector. Unfortunately, the movement to Boulogne was chaotic and only part of the 21e DI reached the city; Lanquetot established a blocking position south of the city with a regiment of infantry and a few anti-tank guns. In London, Churchill was worried about the threat of German armour enveloping the BEF's open right flank and he ordered that reinforcements be sent immediately to safeguard Boulogne and Calais in order to protect the BEF's line of retreat to Dunkirk. Forthwith, Brigadier William Fox-Pitt's 20th Guards Brigade (two battalions) was sent to Boulogne and Brigadier Claude N. Nicholson's 30th Motor Brigade (two infantry battalions and a motorcycle reconnaissance battalion) was sent to Calais; both brigades had disembarked by 22 May. Nicholson's brigade had been detached from the 1st Armoured Division in April in order to provide the War Office with a ready reserve. The 3e RTR, equipped with 48 tanks, was also detached from the 1st Armoured Division and sent to Calais. Both British brigades began to establish thin defensive lines outside the ports, but lacked artillery and had to borrow 25mm Hotchkiss anti-tank guns from the French.

On the morning of 22 May, Guderian assigned the 2. Panzer-Division to take Boulogne and the 10. Panzer-Division to capture Calais, with the 1. Panzer-Division in support. Veiel's 2. Panzer-Division pushed through the 21e DI's positions south of Boulogne and reached the outskirts of the port by 1530 hours, then conducted probing attacks that identified the shape of the British defence. However, the bulk of the German armour was focused on enveloping

the British forces around Arras, which consisted of the 5th and 50th Infantry Divisions. After regrouping, Rommel's 7. Panzer-Division attacked north across the Scarpe River and by the afternoon captured the village of Mont St Eloi, 9km north-west of Arras, which threatened to isolate the two British divisions. However, Rommel handed the village off to a battalion from Schützen-Regiment 14 of the 5. Panzer-Division, which had no time to consolidate on the objective. Prioux gathered up a squadron of 11 S35 tanks and a battalion of motorized infantry from the 1ère DLM and launched a hasty counter-attack at 1700 hours, with some artillery support. For once, the French executed a brilliant combined arms counter-attack and aggressively assaulted into the village with grenades. Not only did the French cavalrymen retake the village, but they managed to capture 130 Germans.

Unlike the British effort at Arras, which was only a local action, the French 1ère Armée intended to make a real effort to attack south to sever the German line of communications. Général de corps d'armée Felix Altmayer's 5e CA, holding the Scarpe east of Arras, was chosen to launch the counter-attack on the morning of 22 May. The objective was Cambrai and in order to reach this, French engineers built pontoon bridges across the Canal de la Sensée during the night of 21/22 May. Infantry from the German II Armeekorps had moved into this sector around Abancourt, but the front was still fluid. Altmayer hoped to commit three divisions to the operation, but it was impossible to detach this much strength and still hold a continuous front. Instead, the counter-attack would consist of only one regiment (Colonel Gaetan Charbonnier's 121e Régiment d'Infanterie Motorisée (RIM)) from Général de corps d'armée Jean Molinié's 25e DIM, three reconnaissance groups and 13 H35 tanks from the 38e BCC, supported by over 70 artillery pieces. At 0900 hours, the French counter-attack began with Charbonnier's regiment attacking south across the Sensée and advancing 4km to capture Abancourt. The AdA even managed to provide fighter cover from the GC II/3 (D.520) and the GC I/4 (H-75A1), which managed to shoot down a dozen German aircraft, including eight Ju 87 Stukas.[18] French bombers also joined in

the attack. Hard-pressed, the German 12. Infanterie-Division frantically called for air support, which finally stopped the French assault only 3km outside Cambrai. After attacking all day and suffering 500 casualties and the loss of eight tanks, the French withdrew back across the Sensée.[19]

The French counter-attacks on 22 May are interesting because they demonstrate that the French Army was not hamstrung by the Methodical Battle doctrine and at least its active divisions had the agility to mount combined arms attacks with minimal planning – just like the Germans. French commanders like Colonel Charbonnier led from the front, just as German regimental commanders did and French infantry demonstrated that at the tactical level they were capable of going toe-to-toe with German infantry. However, the French forces involved were far too small to achieve any lasting results and the offensive potential of the Anglo-French forces evaporated quickly after this point.

At the senior levels, Allied decision-making was hampered by ignorance, wishful thinking and poor communications. British Cabinet records indicate a 'breakdown in communications' on 22 May between London and Lord Gort's General Headquarters (GHQ), which greatly reduced reporting on the status of BEF units and enemy movements.[20] In Paris, Reynaud informed the French Senate about the loss of Amiens but then took a departure from reality by suggesting that a miracle might restore the situation – alluding to the Battle of the Marne in 1914. Weygand finally got around to issuing his first operational order, two days after taking command, which airily directed the BEF and 1ère Armée to continue their counter-offensive south towards Cambrai, even though their best effort had just shot its last bolt. Weygand also mistakenly believed that Frère's 7e Armée was capable of offensive action when it could not even hold the crossings over the Somme. One odd decision Weygand made was to call one of his old cavalry comrades, the 65-year-old Général de corps d'armée Marie-Robert Altmayer, out of retirement to take charge of the Abbeville sector – which had virtually no French troops present.

When Churchill arrived in Paris for further consultations with Reynaud, he was initially impressed by Weygand's aura of leadership, which led him to believe that the situation could be restored by vigorous counter-attacks.[21] Yet Reynaud, Churchill and Weygand seemed to believe that battles could be won with speeches, instead of sound planning. Returning to London, Churchill told his cabinet that, 'the whole success of the plan agreed with [Weygand] depended on the French forces taking the offensive'.[22] Yet Churchill did not realize that the Anglo-French forces in Belgium were no longer capable of significant offensive action, with few operational tanks left, supplies running low and only sporadic air support.

At 0730 hours on the morning of 23 May, Guderian introduced the Allied leadership to harsh battlefield realities by mounting a set-piece attack on Boulogne with the 2. Panzer-Division. Four hours after the attack began, Fox-Pitt's outnumbered 20th Guards Brigade began retreating towards the harbour. Général Lanquetot managed to gather some of his troops from the 21e DI to reinforce the French naval garrison, but he had no direct communication with the British brigade. At 1800 hours, the decision was made – without consulting the French – to evacuate Fox-Pitt's brigade. Seven Royal Navy destroyers swooped in to rescue Fox-Pitt's brigade and RAF Fighter Command even committed a squadron of Spitfire fighters to prevent German bombers from interfering with the evacuation; three Spitfires were lost. Nevertheless, the evacuation was something of a shambles, with German tanks and artillery engaging the British destroyers with point-blank fire and the captain of HMS *Vimy* was killed by sniper fire. During the night of 23/24 May, the Royal Navy succeeded in evacuating two-thirds of the brigade, but hundreds were left behind. When Lanquetot found out about the sudden British evacuation, the French were furious and openly talked of betrayal. Despite being heavily outnumbered, Lanquetot's troops held the old medieval citadel in eastern Boulogne, which was surrounded by thick stone ramparts. Two German assaults on 24 May were repulsed with the help of naval gunfire support from French destroyers and the 2. Panzer-Division's

infantrymen were forced to mount an old-fashioned assault with scaling ladders, grenades and flamethrowers. Lanquetot's beleaguered garrison did not surrender until 0830 on 25 May. The apparent abandonment of the French garrison in Boulogne created great acrimony between the British and the French senior leadership about the commitment to the war. The French accused the British of having a 'cut and run' mentality, which stung Churchill's sense of honour.

At Calais, the 3 RTR was given a string of confusing orders until it bumped into Kampfgruppe Kruger from the 1. Panzer-Division 8km south of Calais in the afternoon of 23 May and lost seven of its tanks. The 3 RTR retreated towards Calais and Nicholson organized a hasty defence of the city. Despite evidence that German tanks were moving to isolate Calais, Churchill actually suggested reinforcing the defence of the city with the 3rd Canadian Infantry Brigade under Major-General Andrew McNaughton, although this unit would later be sent to Brest.[23] One of the reasons that the British were intent upon holding Calais is because it held a large stockpile of rations for the BEF. By this point, the supply situation for the BEF was becoming acute and Lord Gort ordered his troops placed on half rations. The RAF – which, unlike the Luftwaffe, had not invested in medium-size cargo aircraft – was forced to use civilian aircraft to fly in about 20 tonnes of food per day, while the Royal Navy was able to deliver some supplies to Dunkirk. Even Churchill was beginning to change his mind and thought that, 'it might be best for the BEF to fall back on the Channel ports'.[24] By the evening of 23 May, the Germans were closing in around the Calais, isolating Nicholson's 30th Motor Brigade and the small French garrison (which included a single battalion from the 61e DI). Churchill decided that Nicholson's brigade would not be evacuated from Calais, in order to demonstrate British resolve to Reynaud's cabinet.

Kluge's 4. Armee was also squeezing the British 5th and 50th Infantry Divisions at Arras into a thin salient. At first, Lord Gort ordered that Arras be held 'to the last man' but once it became clear that two British divisions were about to be annihilated, he ordered the

city evacuated on the night of 23/24 May. The two British divisions fell back 25km to new positions behind the La Bassé Canal. Once Arras was lost, Weygand's plan to cut off Panzergruppe Kleist's line of communications was no longer feasible. Brooke wrote in his diary on 23 May, 'nothing but a miracle can save the BEF now and the end cannot be very far off.'[25] Weygand regarded the British retreat from Arras as a betrayal and tried to affix blame for the failure of his planned counter-offensive upon Lord Gort, without acknowledging that the two British divisions would have been encircled and destroyed if they had remained in place.[26]

Even though the situation at the front was going exceedingly well for the Germans, a meltdown was occurring at Rundstedt's headquarters in Charleville. The proximate cause of Rundstedt's command anxiety was his distaste for small Panzer Kampfgruppen dashing all over the place, beyond his control. It was a messy, chaotic battlefield that he could not understand any better than Gamelin or Georges. Rundstedt was a conservative, old-style officer, retained by Hitler as a symbol of the traditional Prussian General Staff officer, not because of any innate command skill. On the evening of 23 May, Rundstedt decided to reimpose an understandable, linear front upon Guderian, Hoth and Reinhardt. At 2000 hours, a halt order was issued by Heeresgruppe A, mandating a temporary suspension to further advances until the infantry divisions had caught up with the Panzer-Divisionen. Rundstedt's order did not apply to the infantry in Kluge's 4. Armee, which was engaged with the BEF. Nor did the halt order apply to Bock's Heeresgruppe B forces in Belgium.

Of course, commanders at the front like Guderian and Rommel tried to ignore Rundstedt's halt order, but when Hitler arrived at Heeresgruppe A headquarters, he issued his own stop order at 1245 hours on 24 May. When the halt order arrived, the 1. Panzer-Division and 'Großdeutschland' Regiment were approaching the Aa River near Gravelines. SS-Obergruppenführer Sepp Dietrich's LSSAH had just been attached to Guderian's command and was also approaching the Aa. Although the western approaches to Dunkirk were virtually

unprotected on 21 May, the French had moved with great alacrity to reinforce this sector once Boulogne and Calais came under attack. Most of Général de corps d'armée Marie Fagalde's 16e CA (primarily the 16e DI, one regiment of the 21e DI and a brigade of reservists) were rushed to secure a 35km-wide sector behind the Aa from Gravelines to St Omer. Fagalde was provided with 11 battalions of field artillery in support and was also given a substantial number of anti-tank guns. Initially, the BEF contributed 'Usherforce' (one TA infantry battalion from the 23rd Infantry Division), some of its corps artillery and the 12th Lancers (Mk VI) to help secure the Aa. Ostensibly, Hitler's stop order temporarily halted the German advance towards Dunkirk from the west for the next 36 hours, but Dietrich ignored the halt order and began crossing the Aa near Watten on the morning of 25 May. Dietrich was a headstrong combat leader and ardent Nazi, who throughout the war would demonstrate a willingness to disobey inconvenient orders, even from Hitler. Guderian, who also had a habit of disobedience, supported Dietrich's unauthorized crossing by sending the 'Großdeutschland' Regiment across as well.[27] Yet Watten was in a remote, marshy area, 23km south-west of Dunkirk.

Guderian and others have used the controversy over the halt order to claim that Hitler and Rundstedt stopped them from pushing on to Dunkirk and thereby preventing the escape of the BEF. However, nobody on the German side yet knew that the British were planning to evacuate the BEF by sea, so a 36-hour pause did not seem critical. Furthermore, Guderian's Panzer-Divisionen were clearly in need of a rest after two weeks of continuous combat; half of his vehicles were non-operational due to combat damage and mechanical defects and the troops were exhausted. In Calais, the fighting in the city dragged on for two days because the tired motorized infantrymen from 10. Panzer-Division had lost their edge. Even without the halt order, it is not at all evident that Guderian would have fought his way into Dunkirk before Operation *Dynamo* began. Fagalde was able to establish a defence in some depth behind the Aa and the direct route through Gravelines was a tough position, reinforced with a Vauban-

era fortress. For once, the French had local firepower superiority, with plentiful artillery support compared to Guderian who had most of his artillery tied up at Calais. RAF Fighter Command was able to provide more fighter cover over the Gravelines–Dunkirk sector and there were also plenty of anti-aircraft defences in this area, which somewhat reduced the Luftwaffe's close air support capability. A strong case can be made that the sacrifice of Nicholson's brigade at Calais and Fagalde's defence on the Aa did more to save the BEF than the stop order.

While Panzergruppe Kleist had been making such dramatic progress on the German left flank, the German right flank in Belgium had virtually stopped. Once mopping up operations were completed in Holland, Bock redirected Küchler's 18. Armee against the Belgian forces deployed around Ghent, but only four German infantry divisions were committed against eight Belgian divisions. Reichenau's 6. Armee deployed nine infantry divisions against seven British and three Belgian divisions behind the Escaut. For four days (19–22 May), the front along the Escaut was static. On the morning of 23 May, the German XI Armeekorps managed to get across the Escaut River and maul the British 44th Infantry Division. As a result, the BEF and Belgians decided to fall back behind the Lys River on the night of 23/24 May, but 6. Armee followed hard on their heels. On 24 May, Reichenau attacked the Belgian 1st Infantry Division near Courtrai with four of his own divisions from XI Armeekorps and succeeded in getting across the Lys River in strength. Belgian morale, already flimsy since the beginning of the campaign, began to crack once their last real line of defence was pierced. The next day, Reichenau brought the IV Armeekorps across the Lys and they pivoted west towards Ypres. With Belgian resistance evaporating, Lord Gort was forced to reposition his 5th Infantry Division to prevent the envelopment of his left flank. Thanks to the fact that Reichenau had only committed infantry to the attack, the BEF was able to seal the gap in time. However, it was now obvious that the total collapse of the Belgium Army was approaching and that the only viable course of action was to retreat to Dunkirk. The Royal Navy had already begun evacuating

surplus non-combatant troops from Dunkirk on 24 May and preparations were under way to establish a strong perimeter defence around the port. At 2230 hours on 25 May, Blanchard gave the order for the BEF and the 1ère Armée to fall back towards Dunkirk.

Mopping Up, 26 May – 4 June

On the morning of 26 May, *Fall Gelb* entered its mopping up stage. The OKH staff was already thinking about the follow-on operation against France, *Fall Rot* (Case Red). In order to enable Rundstedt's staff to focus on planning and preparation for *Fall Rot*, Bock's Heeresgruppe B was assigned the task of reducing the Dunkirk *Kessel* (pocket). The Anglo-French divisions were in a thin salient, 90km long but only 28km wide, and were highly vulnerable to being cut off from the Channel. Against the faltering Belgian Army, the Germans had two infantry divisions from 18. Armee and seven divisions from 6. Armee. Reichenau's 6. Armee also had six infantry divisions attacking the BEF units on the eastern side of the salient. Kluge's 4. Armee had six infantry divisions opposing the 1ère Armée at Lille. Kleist had eight Panzer-Divisionen and four motorized infantry divisions on the western side of the Allied salient. The BEF had only a small number of Mk VI light tanks left, while the remnants of Prioux's three DLMs formed a composite squadron with 21 S35s and 18 H39 tanks. The 1ère Armée should have evacuated Lille by this point, but remained in place because its divisions were still supposed to participate in Weygand's mandated counter-offensive south to Cambrai.

Bock was not entirely satisfied that he had been given the task of eliminating a cornered enemy, but not been provided with any Panzer-Divisionen. He complained that several of his infantry divisions, composed of older reservists, were exhausted.[28] The German IV Armeekorps was making good progress near Ypres, but the rest of 6. Armee was advancing at only a glacial pace. In an effort to choke off supplies to the isolated Allied forces, the Luftwaffe began large-scale

bombing raids against Dunkirk. At 1857 hours on 26 May, the Royal Navy was directed to begin Operation *Dynamo*, the evacuation of as many Allied troops as possible from Dunkirk. Around the same time, the 10. Panzer-Division completed the destruction of Nicholson's brigade in Calais and captured the port. Late in the day, Hitler also rescinded his halt order, but relatively few German tanks were involved in the final push.

On the morning of 27 May, Guderian attacked Gravelines with the 1. Panzer-Division, and managed to isolate the garrison, but Fagalde's infantry would not yield. Further south, the 10. Panzer-Division crossed the Aa and the fresh 20. Infanterie-Division (mot.) advanced towards Wormhoudt, which was held by the British 48th Infantry Division. Hoth attacked across the La Bassée Canal with the 3. and 4. Panzer-Divisionen and smashed the British 2nd Infantry Division, tearing a hole in the BEF's line. Rommel's 7. Panzer-Division vaulted forwards and by evening had established contact with infantry from the X Armeekorps, thereby trapping 40,000 troops from five active French infantry divisions (1ère DM, 1ère DIM, 15e DI, 2e DINA, 5e DINA) in the Lille pocket. Only three French infantry divisions under Général de corps d'armée Léon de la Laurencie, commander of 3e CA, succeeded in escaping towards Dunkirk. The Luftwaffe bombed Dunkirk harbour with all its might, dropping 350 tonnes of bombs, which sank multiple ships and destroyed the docks. However, the RAF Fighter Command's Group 11 was able to contest the Luftwaffe over Dunkirk, shooting down 15 bombers. On the eastern side of the salient, the impending collapse of the Belgian Army left a gap on the developing perimeter around Dunkirk, further weakening the Allied position.

After brief notice to his erstwhile allies, Leopold III agreed to the German capitulation terms, which went into effect at 0400 hours on 28 May. Both Churchill and Reynaud were quick to condemn Leopold III's capitulation, but the truth of the matter was that Belgium had been more of a liability than an asset from the opening moments of the campaign. Until the final four days of its 18-day campaign, most of the Belgian Army had studiously avoided fighting and allowed its

allies to deal with the German invasion. There was no surprise in Belgium's military ineffectiveness, which was the result of years of budgetary neglect and wishful thinking at the highest level. Had the Anglo-French recognized how poorly Belgium would perform as an ally, it is unlikely that the Dyle Plan would have been adopted.

After the collapse of the Belgian Army, the Germans moved quickly to crush the trapped French forces in Lille, which were under the command of Général de corps d'armée Jean Molinié. For once, the French caught a lucky break when a patrol managed to capture Generalleutnant Fritz Kühne, commander of the 253. Infanterie-Division. Kühne was carrying operational documents which showed German dispositions around the city, which Molinié used to plan a breakout attempt on 28 May. Unfortunately, the French units lacked the firepower or mobility to conduct a successful breakout and the result was three days of heavy fighting until Molinié's troops exhausted their ammunition. Molinié's resistance at Lille helped to tie down seven German divisions, which bought time for the BEF and remnants of 1ère Armée to establish a continuous perimeter around Dunkirk. By 29 May, some French units were beginning to surrender, including Général de brigade Alphonse Juin's 15e DIM, but other French troops managed to escape the Lille pocket before the end. Among them, Capitaine Philippe de Hauteclocque, chief of staff of 4e DI, managed to reach the positions of the 7e Armée on the Somme. Molinié did not surrender until 1 June, by which point Operation *Dynamo* was well under way. Unusually, the Germans allowed Molinié's troops the honours of war, marching out of the city in formation and carrying their arms.

Küchler's 18. Armee was not fast enough to take advantage of the Belgian capitulation, which enabled two regiments from the French 60e DI and the British 12th Lancers to plug the gap on the eastern end of the Dunkirk perimeter at Nieuport. The bulk of the BEF, along with the French 12e DIM and the remnants of the 1ère DLM, ran the gauntlet of German artillery and air attacks to reach Dunkirk, suffering heavy casualties along the way. The British 48th Infantry Division tried to hold back the tide of German armour sweeping in from the

west and its 145th Infantry Brigade made an epic stand at the town of Cassell against the 6. Panzer-Division. Two British battalions had created a hedgehog in the town, strengthened with anti-tank guns and artillery. On the morning of 28 May, the 6. Panzer-Division made the mistake of launching a frontal assault on the town, which was repulsed with heavy losses. However, the brigade was surrounded and forced to surrender three days later.

During the fighting on the western side of the salient, Waffen-SS troops were involved in two war crimes: the execution of 97 British prisoners at Le Paradis on 27 May and the execution of 80 British troops at Wormhoudt on 28 May. Just prior to these atrocities, the SS-Division 'Totenkopf' was involved in the execution of over 60 French civilians in the area. There were no immediate repercussions for the SS officers involved in executing Allied prisoners. From the moment of their introduction into combat, the Waffen-SS troops had decided that the accepted rules of war did not apply to them.

The Germans succeeded in compressing the Dunkirk pocket, but then the OKH ordered most of the Panzer-Divisionen pulled out of the line to refit for the next phase of the campaign, *Fall Rot*. Küchler's 18. Armee was assigned to destroy the pocket, but the only armour it was provided was the 9. Panzer-Division. Küchler launched several attacks on the Dunkirk perimeter, which were all repulsed. By this point, his infantry was exhausted and his artillery units were almost out of ammunition. The Heer relied upon the Luftwaffe to deliver the coup de grace to the trapped Allied forces in Dunkirk, in order to preserve its best units for *Fall Rot*. Nevertheless, the Allied troops within the perimeter were hard pressed and losses mounted. On 29 May, the last French stragglers from 1ère Armée made it into the Dunkirk perimeter, equivalent to only five infantry and four artillery battalions. The French troops under De la Laurencie, particularly the 68e DI, repulsed several large German attacks on the perimeter during 1–2 June – there was no collapse of morale even though the situation was hopeless. An ungrateful Brooke, who was about to embark with his II Corps thanks to De la Laurencie's rearguard actions, boorishly

commented in his diary that the 'French Army had become a rabble' and claimed that they were panic-stricken.[29] If true, Brooke never would have made it back to England.

Without the full support of RAF Fighter Command, Operation *Dynamo* would have been an utter failure. Dowding committed a considerable portion of his strength in an effort to protect the evacuation convoys; during the eight-day period from 27 May to 3 June, Fighter Command sent more than 2,200 fighter sorties over Dunkirk and lost 87 fighters. Although nine Allied destroyers were sunk and many other vessels were lost or damaged, RAF Fighter Command prevented a naval massacre. In comparison, the Luftwaffe committed more than 3,000 fighter sorties to the Dunkirk sector and lost 36 fighters.

As is well known, Operation *Dynamo* succeeded in evacuating over 350,000 troops from the Dunkirk perimeter by the night of 3/4 June. De la Laurencie's French rearguard put up a stiff defence and held off Küchler's 18. Armee for five critical days, allowing the bulk of the trapped armies – including Brooke – to escape. On the morning of 4 June, the German 18. Infanterie-Division entered Dunkirk and the remaining 40,000 French troops of the rearguard surrendered. Most of the BEF's personnel were saved, but all of its equipment was lost and the disarmed troops returning to England would stay there. In contrast, a total of over 148,000 French troops were evacuated from Dunkirk and priority was given to personnel from the DLMs and independent tank battalions. The bulk of the French evacuees were sent to either Cherbourg or Brest within a few days. The French GQG hurriedly tried to form these unarmed survivors into four rebuilt infantry divisions, plus two reduced-size DLMs, using new equipment. Yet by the end of May, it was evident that the French Army had lost its best divisions and that the BEF and RAF would not play much of a role in subsequent operations. The Dunkirk evacuation demolished the French strategy of fighting as part of a coalition.

All Quiet on the Somme, 21–26 May

While GA 1 was being demolished in Belgium, Frère was busy trying to establish a new continuous front along the Somme River, but initially there was just a vacuum. For four critical days, Capitaine Marie Salesse-Lavergne's two motorized squadrons from the 27e GRDI were the only French units blocking the roads south from Abbeville. This motorized detachment had about 250 troops with eight heavy machine guns, two Hotchkiss 25mm anti-tank guns and a single 60mm mortar. Without any instructions from higher command, the French cavalry captain on his own initiative organized roadblocks along the Bresle River and repulsed several enemy reconnaissance probes with furious automatic weapons fire. He reported numerous French stragglers retreating past his roadblocks, some armed, but none offered to join his defence.[30] Where it not for the selfless action of Capitaine Salesse-Lavergne's motorcyclists, the Germans would have pushed out of the Abbeville bridgehead and jumped the Bresle before a line was established.

Frère moved the 4e DIC and 7e DIC north to contain the German bridgehead at Amiens and the 7e DINA to Péronne, while the 5e DIC was in reserve. These were four good-quality colonial divisions, but he still had far too few troops to create a continuous front behind the Somme. Instead, he deployed six battalion-size reconnaissance units (2e GRCA from 1ère CA and the division-level 9e, 27e, 34e, 74e, 75e GRDI) as screening forces to cover the gaps. Altogether, these lightly armed reconnaissance units had fewer than 4,000 troops to cover at least 100km of front-line. Général Georges was still in charge of the north-east front but mostly focused on the fighting in Belgium. Général Besson's GA 3 assumed command over Frère's 7e Armée, but Besson's headquarters was located at Montry, back on the Seine. In order to provide additional command and control, the GQG transferred Général de corps d'armée Théodore-Marcel Sciard's 1er CA and Général de corps d'armée Pierre Grandsard's 10e CA. Sciard was a good choice to help restore the front, since he had experienced

German methods in Belgium, but Grandsard was not. Indeed, this was the same Grandsard who had performed so poorly at Sedan, who was now given another opportunity to command in a critical sector.

Guderian's Panzers did not remain on the Somme capturing Amiens and Abbeville, but shifted direction to march north along the coast. General der Infanterie Gustav von Wietersheim's XIV Armeekorps (mot.) moved in to occupy positions along the Somme with the 2. and 29. Infanterie-Divisionen (mot.) by 22 May. Wietersheim's motorized divisions were extremely short of fuel and ammunition by the time they reached the Somme and requested emergency supply by air.[31] Generalleutnant Paul Bader's 2. Infanterie-Division (mot.) took over the defence of both the Abbeville and Amiens bridgeheads. When Wietersheim noticed that the French only had reconnaissance units covering some of the other crossing sites over the Somme, he boldly took advantage of this by seizing additional bridgeheads at Aubigny and Fouilloy, 15km east of Amiens on 23 May. In response, the 4e DIC launched two regimental-size counter-attacks to recover these villages; the 16e Régiment de Tirailleurs Sénégalais (16e RTS) was repulsed at Fouilloy, but the 24e RTS managed to recapture Aubigny after heavy fighting. On the same day, the 7e DIC launched an attack at Dury, 5km south of Amiens, supported by some Somua S35 tanks from the 7e Cuirassiers. However, when several tanks were knocked out by artillery, the attack was suspended.[32] The next day, the German 13. Infanterie-Division managed to retake Aubigny and during the mop-up process, approximately 50 wounded African tirailleurs were executed.[33] Although Wietersheim did not have sufficient troops to further expand the bridgeheads across the Somme, he kept aggressively probing with his motorcycle and armoured car units to keep the French off-balance and gather information.

Lacking sufficient troops to form a continuous front behind the Somme, Frère instead focused on trying to organize the menagerie of broken and novice units dumped into his command. While Weygand wanted Frère to launch a counter-offensive to drive across the Somme

into the southern flank of the German breakthrough corridor, this was clearly impossible until 7e Armée was provided with tanks and more artillery. The GQG ordered De Gaulle's 4e DCR to transfer to Frère's command and the British 1st Armoured Division disembarking at Cherbourg was ordered to the Somme as well. Weygand stressed that the best way to buy time for the French Army to replace its grievous losses in Belgium was to win the fight on the Somme. He stated, 'It is essential that all intact bridges across the Somme be seized and bridgeheads on the northern bank be established.'[34] However, Weygand failed to appreciate the difficulty of moving units along roads that were often clogged by refugees and under frequent enemy air attack. It would require five days for De Gaulle's 4e DCR to move to 180km to the 7e Armée sector and 30 of his tanks broke down along the way.[35] Likewise, Major-General Roger Evans took nearly five days to unload at Cherbourg and move to the front, losing tanks from mechanical defects along the way.

Once he had established a rudimentary front, Frère attempted to launch the counter-offensive Weygand demanded, but the result was only a series of unco-ordinated local actions. Grandsard's 10e CA, responsible for the Amiens sector, did little to try to recover the city. Instead, Grandsard directed his fine colonial infantry divisions to dig in south of the city and mount patrol action against Bader's 2. Infanterie-Division (mot.). When finally pushed to make a counter-attack towards Amiens, Grandsard made the same kind of mistakes he had at Sedan, attacking with just a single regiment of the 4e DIC, the reconnaissance battalion of the 7e DIC and a few tanks on the afternoon of 24 May. The colonial infantrymen only made it to the eastern outskirts of Amiens, where they suffered about 30 per cent casualties from German artillery bombardment and air attacks. Sciard's CA 1 was more aggressive. Before dawn of 25 May, Sciard launched a local counter-attack with one regiment of infantry from the 19e DI and some tanks salvaged from the 2e DCR against the German bridgehead across the Somme at Béthencourt, south of Péronne. This sector was held by elements of the German 62. Infanterie-Division, a

unit of Silesian reservists. Thanks to support from a battalion of 105mm howitzers, the French counter-attack succeeded in recapturing the bridge over the Somme at Pargny and destroying the one at Béthencourt.[36] In this sector, the Germans were checked.

En route to the Somme, Evans' 1st Armoured Division began to receive a string of contradictory orders from the French GQG, the British War Office and local French commanders. Initially, Evans was directed by the GQG to proceed to the Somme in great haste and then recapture the crossings over the river. The British tanks went forward by rail and unloaded near Rouen, then began a 100km road march to the front, with virtually no information about friendly or enemy units at the Somme. The first unit from Evans' division, the 2nd Dragoon Guards (Queens Bays) arrived near Gamache around 2130 hours on 23 May and encountered Capitaine Salesse-Lavergne, still holding the road alone. At this point, the GQG ordered Evans to advance immediately with whatever part of his division was available, while Georges separately told him that the 1st Armoured Division should 'mop up enemy elements south of Abbeville'. On top of this, Altmayer arrived at Gamache and tried to add the 1st Armoured to the detachment he was forming.[37] In an effort to 'do something' Evans ordered the Queens Bays to reconnoitre the Longpré bridge across the Somme west of Amiens on 24 May. As a result, two MK VI tanks were lost to mines, which revealed one useful piece of information – the Germans had emplaced anti-tank mines along likely avenues of approach to the bridges. Following this, the Queens Bays and some infantry from the Border Regiment made an ill-considered attempt to infiltrate to three of the Somme bridges east of Amiens, but were repulsed with three Mk VI tanks knocked out by anti-tank guns.

After this failure, the 1st Armoured Division occupied assembly areas just north of the Bresle River, while division elements trickled in from Cherbourg. About 25 tanks fell out from mechanical breakdowns en route and there were no spare parts available for the cruiser tanks. Since Churchill had ordered his infantry brigade and 3 RTR to Calais, the only infantry support Evans had was three companies on loan

from Beauforce. Nor did he have any attached artillery units. Rather than an armoured division, Evans' command was essentially a tank-pure armoured group consisting of five tank regiments with a maximum strength of 232 tanks (109 Mk VI light and 123 cruisers). Doctrinally, this type of unit would be useful as an exploitation or pursuit force, but not to attack a prepared defence. Nor did the British tanks mesh well with French doctrine, which regarded tanks primarily as a shock force. Both the cruiser tanks and the Mk VIs had very thin armour and they lacked high explosive (HE) shells. A few Cruiser Mk IIA (close support) tanks had been modified to carry a 94mm mortar instead of the 2-pounder, but they arrived in France without ammunition. When the French leadership began to realize that the 1st Armoured might not be up for a counter-attack role, Georges and Besson considered using its tanks as *bouchons* (corks) to block further enemy advances, just as the 2e DCR had been horribly misused.

In addition to Evans' 1st Armoured Division, Général de division André Berniquet's 2e DLC and Général de brigade Marie Chanoine's 5e DLC arrived in the Gamache sector on 25 May. Having admirably accomplished his mission, Capitaine Salesse-Lavergne's 27e GRDI was allowed to go into reserve to rest and refit. Both DLCs were extremely depleted after their fighting withdrawal from the Meuse and had no more than one-third of their vehicles left, including some light tanks and armoured cars. Altmayer formed the two divisions into a semi-independent provisional cavalry group, but Evans was officially attached to 7e Armée. Frère wasted no time in informing Evans that his mission was to eliminate enemy bridgeheads south of the Somme. On 26 May, Altmayer ordered Evans to concentrate his division in the Biencourt area, 18km south of Abbeville, and to be prepared to support the 2e DLC and 5e DLC in a counter-attack against the Abbeville bridgehead the next day. Altmayer promised Evans that he would provide infantry and artillery support from the DLCs, although both of these units had been reduced to regimental-size battle groups. The 2e DLC only had 150 infantry, seven Panhard armoured cars and three H35 tanks, while 5e DLC had 200 infantrymen, six Panhards

and two H39s. Both divisions still had their artillery groups – each with 12 75mm guns and 12 105mm howitzers. The French DLCs had conducted a fighting retreat from the Meuse and were exhausted and worn out. Of course, tactical radio communications between the British tanks and the French units was non-existent.

Air combat over the Somme sector in this period was sporadic, as most attention was focused on the Dunkirk sector, but there were several air actions on 25–26 May in the Amiens–Abbeville area. Nevertheless, the RAF lost 11 Hurricanes and four Blenheims over the Somme sector, but claimed ten enemy aircraft.[38] The French AdA lost 19 fighters and ten bombers over the Somme, while claiming the destruction of 42 enemy aircraft. The French fighters continued to prove adept at shooting down unescorted enemy bombers and Stukas, but the MS.406 was clearly outclassed by the Bf 109E. The newer French bombers like the DB-7 and the Glenn Martin 167F were used against German road convoys near Amiens, but two were shot down by light Flak. Neither side had air superiority over the Somme at this point and it would remain a contested zone up to the start of *Fall Rot*.

While the Allies were trying to assemble a counter-attack force south of the Somme, German infantry divisions were inexorably advancing west, following the Panzer-Divisionen. Typically, the effort of the standard German infantry divisions is virtually ignored in histories of the 1940 campaign, but they played a critical part in consolidating the gains made by the Panzers. The first German infantry division to reach the Somme was the 62. Infanterie-Division, a unit of Silesian reservists, which arrived in the Péronne sector on 23 May. Another one of these hard-marching units was Generalleutnant Oskar Blümm's 57. Infanterie-Division, which consisted mostly of Bavarian reservists. Blümm's division was in reserve at the start of *Fall Gelb* and did not even cross into Belgium until 14 May. Once committed, the 57. Infanterie-Division forced-marched west along crowded roads, often marching 40–50km per day. After 12 days of constant marching, Blümm's infantrymen had nearly reached the Somme when the division was attached to Wietersheim's corps and told that it would

take over the Abbeville bridgehead from Bader's 2. Infanterie-Division (mot.).[39] Time was running out for the Allies to reverse their situation on the Somme.

Councils of War, 25–31 May

After the British evacuation of Arras and the BEF's retreat towards Dunkirk, Anglo-French relations became increasingly tense and prone to misunderstanding. Reynaud and most of his War Cabinet, including Weygand, believed that the BEF was running away from the fight and that the RAF had failed to properly support the AdA. Weygand was perturbed by Lord Gort's decision to fall back upon Dunkirk and abandon any further attacks to link up with the French forces supposedly driving north from the Somme. Unfortunately, Weygand's views were coloured by fragmentary information about British intentions and a mistaken belief that Frère's 7e Armée could easily mop up the German bridgeheads on the Somme and then push on northwards. Weygand's proposed pincer attack was a nice textbook solution to the Anglo-French debacle, but it was simply beyond Anglo-French means by 25 May. It took time for Weygand to grudgingly admit this reality.

In London, Churchill and his cabinet were perplexed by the flow of inaccurate information about actual battlefield conditions in Belgium and suspected the French High Command of gross incompetence. Although Britain already had two military liaison missions in France – Major-General Sir Richard Howard-Vyse's mission at GQG and Brigadier Sir John Swayne's at Georges' headquarters – Churchill decided to send another. He appointed Edward Spears as his personal representative to Reynaud and sent him to Paris on 25 May with the rank of major-general. That evening, Spears was invited to a meeting of the CSG at the Elysée in Paris to discuss both the current situation and possible courses of action after Dunkirk. In attendance were President Albert Lebrun, Reynaud, Weygand, Darlan, Vuillemin and Pétain.

The 25 May conference initially focused on events in Belgium. During the conference, a Commandant Joseph Fauvelle, chief of operations for GA 1, arrived to report on conditions in Belgium. Fauvelle delivered a very pessimistic account of conditions within the Dunkirk perimeter, which put a damper on the entire meeting. He was also the first to raise the idea of capitulation – which was rejected by Weygand and Reynaud. Spears was surprised by the passive reaction in the room to Fauvelle's impertinent suggestion and wrote in his diary that, 'in my view, nothing short of throwing Fauvelle out of the window would have been adequate.'[40] Soon afterward, Weygand went into a tirade that, 'This war is sheer madness, we have gone to war with a 1918 army against a German army of 1939.' Later, when discussing options for the 1ère Armée, Weygand said that, 'Blanchard's troops, if doomed, must disappear with honour.' Rather than assessing a situation from a sober professional military viewpoint, Weygand was looking at conditions through highly emotional lenses.

Yet aside from the unfolding disaster in Belgium, the rest of the French front was beginning to stabilize. Touchon's 6e Armée had established a strong front along the Aisne, with seven infantry divisions. Behind Touchon's front, the 1ère DCR was rebuilding and would soon have three full tank battalions. Huntziger's 2e Armée had also managed to stabilize the situation south of Verdun, in the area between the Aisne and the Meuse. Although a number of divisions had been withdrawn from Prételat's GA 2 to create the new lines on the Aisne and Somme, the Maginot Line and the rest of the eastern defences were still fully intact. Vuillemin's AdA had suffered heavy losses, but still had over 300 operational fighters, 100 bombers and 50 ground attack aircraft. While the Luftwaffe could establish local air superiority wherever it wished over northern France, the AdA was still capable of inflicting serious losses on the enemy. Far from the '1918 army' decried by Weygand, most of the French Army's equipment had proved adequate, but there just wasn't enough of it at the right place and time.

Nevertheless, it was clear that *Fall Gelb*'s opening moves had inflicted great damage on the French Army and the Third Republic

had been virtually stripped of allied forces in the field. Weygand pointed out that no more than 60 French and a handful of British divisions were now left to face up to 140 German divisions and the situation in the air was even worse.[41] Clearly, the altered strategic situation pointed to the need to delay the enemy until their offensive ran out of steam, which meant this was the time to dig in and hold on. However, once the prospects for his pincer attack faded, Weygand became increasingly pessimistic and did not place any great faith in defensive operations. Instead, he kept insisting on offensive actions in order to help restore morale in the French Army and generate the will to fight. The Somme front, which was still fluid, offered the possibility of recovering major French cities, Amiens and Abbeville, which could give the French Army a much-needed tactical victory.

Yet if the counter-attacks on the Somme failed, Weygand expected that the French Army still had the resources to make a proper final stand; but the outcome was unlikely to be favourable. He told President Albert Lebrun that 'the Army must resist firmly in the Somme–Aisne position, and when this resistance is broken, the fragments must stand fast to the end, to save our honor.'[42] For the first time, the idea of asking the Germans for an armistice was raised and Weygand suggested this might become necessary if the Germans achieved another major breakthrough. Reynaud sharply rejected any notion of an armistice and for the time being the idea was dropped, but it was now clear that the commander-in-chief was thinking about exiting the war.

It was also clear that Weygand was fixated on making his stand on the Somme, even though the Germans had already succeeded in establishing six bridgeheads, which meant that the river itself no longer had much defensive value. Some members of the General Staff and Spears suggested a retreat to the Seine but Weygand categorically rejected this idea, stating that it would put Paris in the front line and expose the Maginot Line to attack from behind. Prételat, commander of GA 2, thought it ridiculous to make a stand on a river line that was already compromised, but was ignored.[43] Weygand repeatedly voiced

a fear that military defeat could lead to social unrest and revolution, such as the Paris Commune of 1870. Having invested ₣5 billion in the Maginot Line, the French Army would not part with a single position now; the defences had become more important than what they protected. Weygand also rejected the idea of constructing any fallback positions behind the Aisne–Somme, claiming that once the front broke, an orderly retreat to any other position would be impossible. There would be no retreat. Weygand's strategy was based on frustration and emotional symbolism, not on cold, hard military reality. Vuillemin, also present, stressed that the RAF had failed to adequately assist his AdA and his criticism also shaped the group perception that France was being abandoned by its allies in its hour of need. As a result of Weygand's pessimistic assessment, the Cabinet decided to begin preparations to move the government to Bordeaux if necessary.

Given the limited state of French resources, a delaying action on the Somme and a main line of resistance behind the Seine would have made more sense. Weygand already knew that Panzer-Divisionen did not do well in cities, based upon the experience of the 4. Panzer-Division in Warsaw, so fortifying Paris would have caused major problems for German efforts to cross the Seine. Indeed, the Wehrmacht had a great distaste for city-fighting. It is particularly odd that the Third Republic, which based its entire military structure on the notion of the 'nation in arms,' should refuse to even consider involving the population in the defence of their capital. Using a combination of reservists and civilian labour to fortify the outskirts of Paris and the bridges along the Seine, the French might have been able to ignite the kind of popular fervour that had served them so well in previous invasions. Instead, Weygand rejected any idea of trading more space for time or involving civilians and acted as though making a gesture for the sake of history was enough. He was not, in fact, a man equipped to rally a nation in its darkest hours. In the days that followed, Weygand repeatedly told Reynaud that France's current misfortunes were a result of the failure to properly prepare for war. While there was some truth in what Weygand said, it was a sour grapes attitude that

ignored the fact that he had been one of those responsible for making key decisions about how the army was organized and trained for war.

On 26 May, the CSG approved Weygand's plan to defend on the Aisne–Somme positions, which was soon dubbed 'the Weygand Line'. By this point, the French General Staff knew quite a bit about German tactical methods, particularly their tendency to bypass strongpoints in order to get into French rear areas where they could spread panic and disruption. In his operational orders for the defence of the Aisne–Somme positions, Weygand mandated a defence-in-depth approach, with units forming '*quadrillage*' or hedgehog positions to block all likely enemy avenues of approach.[44] These hedgehogs would be based on infantry battalions, closely supported by anti-tank guns and artillery, and prepared for all-around defence. Mines and obstacles – which had not figured greatly in the fighting on the Meuse – would be employed to stiffen the Weygand Line.

French armaments production was just beginning to gain its stride and by the end of May, weekly deliveries of armoured fighting vehicles amounted to about 90 tanks and 20 armoured cars, enough to begin re-equipping the DCRs and DLMs. The new R40 was beginning serial production and this tank offered a significant improvement in mobility and anti-tank capability over the original R35 design. The Laffly W15 TCC tank destroyer, which mounted a 47mm anti-tank gun atop a Laffly tractor, was hastily rushed into production in late May 1940 and the first battery (51e Batterie d'Anti-chars Automoteurs, or BACA) was formed on 22 May. The W15 TCC was used to equip a total of ten independent motorized anti-tank batteries (BACA) by 13 June, each with five guns. French aircraft production was also greatly accelerated and the new D.520 fighter was finally being delivered in quantity, with three more fighter groups converting to it.

Even while the Dunkirk evacuation was under way, Churchill was eager to demonstrate to the French leadership that Britain was committed to maintaining both air and ground forces involved in the campaign in France. There were a total of about 140,000 British military personnel south of the Somme; although most of these were line of communications

troops, there were infantry and artillery training depots.[45] Lieutenant-General Sir Henry Karslake, a no-nonsense officer, was called out of retirement and sent over to France on 23 May to take command of the LOC troops and to organize them.[46] The Cabinet authorized the evacuation of 50,000 of these troops and large quantities of military stores back to England, beginning with the supply depots (including chemical weapons) in Le Havre and near Rouen.[47] However, Churchill directed that sufficient supplies would remain to support a second BEF contingent of up to five divisions. By 26 May, there were three armed British formations still in France: the 1st Armoured Division on the Somme, the 51st (Highland) Division en route to the Somme and arriving within two days and the improvised Beauman Division conducting rear area security near Rouen. The RAF contingent in central France continued to operate, with its three Hurricane-equipped squadrons sending daily patrols over the Somme front. On the night of 29/30 May, Churchill sent Reynaud a cable, assuring him that a new expeditionary force would be dispatched to France after the bulk of the BEF was rescued from Dunkirk and it would be based from St Nazaire. Churchill promised that the new BEF would include British regulars he was bringing from India and Palestine, as well as Australian and Canadian troops.[48]

One thing that is striking about the British War Cabinet minutes for this period is that while both the Germans and French were exclusively focused on the current campaign in Flanders, Churchill and his ministers were discussing a myriad of other issues and plans, including the nearly forgotten campaign in Norway. Considerable emphasis was placed on diplomatic efforts to get more material support from the United States, particularly aircraft and destroyers.[49] However, Churchill also had time to advocate a bomber offensive against Italian industry in case Mussolini entered the war, as well as contingency plans for Ireland, Portugal and Crete. Simply put, the British leadership was already drifting away from the main battle with Germany once the BEF evacuation began and too much attention was given to peripheral issues.

While the Anglo-French were trying to recover from the shock of the German encirclement of their best forces in Belgium, Hitler and the OKH began looking to the next phase of the campaign before Operation *Dynamo* even began. No one had put serious thought into follow-on operations prior to the commencement of *Fall Gelb* because the level of success that would be achieved was uncertain. Yet now that *Fall Gelb* had gone well beyond even Hitler's expectations, the OKH had to scramble to draft and plan and reorganize the field army for another offensive pulse. On the same day that he imposed the halt order on Panzergruppe Kleist, Hitler issued Führer Directive 13, which outlined his concept for *Fall Rot*; it explicitly stated its intent to 'destroy in the shortest possible time the remaining enemy forces in France'. He envisioned a three-phase offensive, beginning with a thrust from the Amiens sector by Bock's Heeresgruppe B against the weakest French forces, in order to reach the lower Seine. In the second phase, the main effort would consist of a double pincer attack by Rundstedt's Heeresgruppe A against the strongest French forces in the Reims sector, followed by a mechanized exploitation deep into Champagne. In the third phase, Leeb's Heeresgruppe C would conduct Operation *Tiger*, an attack against the Maginot Line near St Avold in order to penetrate the line. The Luftwaffe was tasked with maintaining air superiority and providing close air support to the Heer, but Hitler also wanted it to conduct 'an annihilating reprisal [against the English Homeland] for English attacks on the Ruhr'.[50]

The next evening, 25 May, Hitler held a conference at his Felsennest command post with Halder and the OKH staff to flesh out details for *Fall Rot*. He stressed that he wanted an army-size attack to break the French line on the western Somme, followed by a rapid armoured thrust to the Le Havre–Rouen area. However, he was a bit apprehensive about Paris and wanted to avoid dealing with the city until the main French forces were destroyed in the Reims area. Hitler stressed speed in the operation, indicating that he was also concerned that some *deus ex machina* might appear to spoil his victory, however unlikely.[51]

Hitler could command *Fall Rot* to be thrown together in ten days,

but it was the OKH that had to manage all the preparations for a second major offensive. During the *Kaiserschlacht* offensives in 1918, German unmotorized armies had typically needed five to six weeks to prepare for follow-on offensives and that was with well-established lines of communications. In the Second World War, the Wehrmacht had yet to mount a back-to-back series of offensives and had been organized with the idea that short, high-intensity operations would be followed by lengthy recovery periods. If the Allies had somehow managed to stop Panzergruppe Kleist short of the English Channel, that might have been the case in May 1940 as well. However, the rapid success of the Panzer breakthrough led to standard procedures being discarded. The Wehrmacht would not only mount a second consecutive major offensive, but it would do so as soon as possible in order to hit the enemy before they had a chance to recover their balance.

Behind the Panzers, there was chaos throughout much of Belgium and Luxembourg. Roads, rail lines and major bridges in both countries were still a mess, due to a combination of bomb damage, enemy demolitions and hard use by the rapidly advancing armies. German Pioniere troops had their hands full repairing just the main lines of communications. The OKH also had to help establish a military administration in the occupied areas and move hundreds of thousands of enemy prisoners to POW camps. Many Allied troops were still wandering around at liberty in the German rear areas; on the day before *Fall Rot* began, Bock decided to visit the Channel coast at Le Touquet and was astonished to see unsecured French soldiers still there, who politely saluted him.[52]

The man on the spot was Generalleutnant Eugen Müller, Generalquartiermeister des Heeres, but he delegated most of the logistical headaches to his deputy, Oberst Eduard Wagner. Guderian had rushed willy-nilly to the Channel and his Panzers were now desperately short of ammunition, fuel and spare parts; until this was dealt with, there would be no *Fall Rot*. Altogether, the ten German Panzer-Divisionen had lost 516 tanks (destroyed or requiring extensive repairs), or 20 per cent of their starting strength, during *Fall Gelb*.[53]

Losses among the most-capable Pz III and Pz IV medium tanks were particularly heavy. Several thousand trucks had also been lost, which impaired mobility. Many more vehicles suffered from mechanical defects or battle damage and were not fully functional. Due to the limited number of recovery assets, it would take days to gather up all the vehicles that dropped out along the way across Belgium and France.

Since the Heer had created combat units at the expense of support units in the lead up to war, it was necessary to send seriously damaged tanks and other vehicles back to Germany for depot level maintenance and repair, because they could not be repaired near the front. German logistics were also heavily based upon the use of rail transit, not wheeled transport, which required large amounts of fuel. This approach was more cost-effective, by centralizing mechanics, power tools and spare parts in the rear, rather than trying to cart them around the battlefield where they could be destroyed by enemy artillery or air attacks. However, Hitler's directive to conduct *Fall Rot* within ten days meant there was no time to send damaged vehicles back to Germany, so interim repairs would have to be carried out in Belgium.[54] Oberst Wagner directed Armee-Kraftfahrparke 561 (AKP 561), a vehicle repair facility, to establish itself near Mons. While AKP 561 had the mechanics and tools to repair simple defects, the shortage of spare parts was acute. The Heer had started the campaign short of spare parts, particularly track pads for tanks, and the forward divisions quickly exhausted their small allotment of parts in the rush to the Channel. Consequently, cannibalization (removing parts from damaged vehicles to repair others) was employed.

Replenishing the fuel and ammunition expended in *Fall Gelb* was also a monumental task given the needs of mechanized warfare. Only a day after the last French forts capitulated in Mauberge, Wagner organized an ammunition base in the city. German doctrine stipulated that to be in full supply for a major offensive, each assault division should be provided with four basic loads of fuel. One basic load or *Verbrauchssatz* (abbreviated VS) was the amount of fuel required for every vehicle in a given formation to move 100km.[55] The amount of

fuel in 1 VS varied based upon unit structure and equipment; in the 5. Panzer-Division, 1 VS equalled 182,000 litres of petrol, 26,000 litres of diesel and 5,000 litres of motor oil, totalling 213 tonnes.[56] A German military fuel train (*Betriebstoffzug*) could carry a typical load of 400,000 litres or 295 tonnes of fuel. After crossing so many rivers and streams in the race to the Channel, each Panzer would also need to replace all the grease in its road wheels and many vehicles would be suffering from oil leaks, which would require POL (Petroleum, Oil & Lubrication) replenishment. In order to provide just the ten Panzer-Divisionen and six motorized infantry divisions with 4 VS of fuel and basic replenishment of POL products for *Fall Rot*, the OKH had to ensure that over 10,000 tonnes of fuel and 1,000 tonnes of POL (equivalent to about 40 fuel trains) was transported over 200km from supply depots in Germany to forward supply dumps in Belgium.

Although the expenditure of artillery ammunition was relatively light due to the speed of the advance, resupplying the motorized units with one or more loads of ammunition would entail moving thousands more tonnes of material to Belgium. On top of this, the Luftwaffe combat units, many of which had moved forward to captured air bases in late May, also needed thousands of tonnes of fuel and ammunition sent forward before *Fall Rot* could begin. Altogether, when spare parts, medical supplies, troop rations and fodder for horses are included, the OKH and the OKL needed to push at least 50,000 tonnes (about 200 train loads) of material and supplies to the forward depots, in the brief interregnum between *Fall Gelb* and *Fall Rot*. Surprisingly, previous histories on the Fall of France have simply ignored or glossed over the gargantuan German logistic effort that was required to make *Fall Rot* possible in early June. It was a demonstration of the ability of the Wehrmacht to improvise and adapt which would serve it well throughout the Second World War, but in May–June 1940 it was an unprecedented accomplishment.

In addition to the logistical requirements of preparing for *Fall Rot*, the OKH and OKL also had to reorganize and redeploy their forces for the next phase of the campaign. Most of the Panzer units were given

three or four days to rest personnel but by early June they were redeploying to forward assembly areas.[57] Unlike *Fall Gelb*, where 70 per cent of the armour was weighted in Heeresgruppe A, the Panzer-Divisionen would be more evenly distributed for *Fall Rot*. A tactical lesson already learned from *Fall Gelb* was that the Panzer-Divisionen did not have enough organic infantry and the motorized infantry divisions were often too far back. Consequently, when the motorized forces were reorganized for *Fall Rot*, a total of five motorized corps were formed, each with two Panzer-Divisionen and one motorized infantry division. Rundstedt's Heeresgruppe A would use Panzergruppe Guderian (XXXIX and XXXXI Armeekorps) as its main assault force and Bock's Heeresgruppe B would employ Panzergruppe Kleist (XIV and XVI Armeekorps) and the separate XV Armeekorps in the same manner. It is important to note that the OKH and army group commanders had noted the personal friction between Guderian and Kleist during *Fall Gelb* and decided to upgrade the insubordinate Guderian from merely a corps commander to a Panzergruppe commander; this indicates that the Wehrmacht was willing to tolerate a certain amount of headstrong behaviour in its commanders – as long as it resulted in battlefield success. The Luftwaffe also redeployed its short-range Bf 109 fighters and Ju 87 dive-bombers to airfields around Cambrai, Mauberge and Laon, but most of the level-bombers remained at air bases in Germany because they required more logistic resources.

Intelligence shaped both sides' preparations for *Fall Rot*. Although the OKH knew that the French Army had been badly hurt in Belgium, Halder expressed concern in his diary that up to eight French colonial divisions would be sent from North Africa and Syria to reinforce the metropolitan army.[58] The Wehrmacht had already discovered that the colonial units were tough on the defence and did not rout as the Reserve B divisions had. It is likely that the Germans were also aware that French industry had greatly increased armaments production since the invasion had begun and there was concern that formations evacuated from Dunkirk might be re-equipped and re-enter the battle.

Despite its material deficiencies, the French Army was able to develop a pretty clear intelligence picture of the likely enemy course of action. By late May, the Deuxième Bureau stated that it expected the next phase of the German offensive to be a two-pronged attack: in the west, a breakout from the Amiens bridgehead and in the centre, a push towards Reims. This appreciation was very close to the actual plan for *Fall Rot*. Weygand decided to create a new army group under Huntziger, GA 4, consisting of the 2e and 4e Armées, to block the enemy thrust towards Reims, but this reorganization did not occur until after *Fall Rot* began. One lesson that Sedan had taught the French was the importance of unity of command in the sector that the enemy chose to make their main effort. Weygand also decided to upgrade Altmayer's detachment to army status on 31 May, making it the 10e Armée. Altmayer was expected to contain, if not eliminate, the enemy bridgeheads over the Somme. The French also expected the enemy offensive to open with an aerial attack to try to destroy the weakened AdA on the ground, so Vuillemin began to disperse his squadrons. Unlike the opening phase of the campaign, the Wehrmacht would no longer enjoy operational-level surprise; the French knew where and how they were going to attack.

Chapter 5

Failure at Abbeville

'It's not Christian but it's a great pleasure to shoot an enemy especially with the state of mind of the time: France was invaded, the Germans everywhere.'

Sergeant Pierre Courteville, fighter pilot in GC II/9

Even though it was obvious after 25 May that there was no hope of a link-up between the isolated Allied forces in Belgium and the Allied forces south of the Somme, Weygand's demand that the German bridgeheads across the Somme should be eliminated as soon as possible forced Frère and Altmayer to adopt an offensive posture, even though the circumstances favoured regrouping in order to develop a defence-in-depth. Yet if Frère and Altmayer could not even hold the entire south bank of the Somme, the Weygand Line would be fatally compromised before the Germans even started the next phase of their campaign. From the German point of view, Wietersheim's XIV Armeekorps (mot.), was forced to hold a 45km-

wide sector from St Valery to Amiens with just Bader's 2. Infanterie-Division (mot.). The Abbeville bridgehead, which was 8km deep and 12–14km wide, was held by the I. and II./Infanterie-Regiment 25 (mot.), reinforced with the 2. Batterie of I./Flak-Regiment 64 (mixed) with four 8.8cm Flak guns. The bridgehead across the Somme Canal at St Valery was held by the III./Infanterie-Regiment 25 (mot.). Bader weighted his defence towards Amiens, which was held by the three battalions of Infanterie-Regiment 5 (mot.) and Maschinengewehr-Bataillon (machine-gun battalion) 3.

Once Brigadier John Crocker's 3rd Armoured Brigade arrived, Evans had five tank regiments – which Altmayer wanted to use against the Abbeville bridgehead. Evans tried to point out the limitations of his tanks and his lack of supporting artillery and infantry, but Altmayer brushed these objections aside and claimed that Berniquet's 2e DLC and Chanoine's 5e DLC would provide the necessary support. Altmayer planned a very simple operation, with essentially two broad wedges advancing towards Abbeville: Brigadier Crocker's 3rd Brigade and the 5e DLC on the left and Brigadier Richard McCreery's 2nd Brigade and the 2e DLC on the right. Both groups were expected to reach the high ground overlooking the Somme, but there was no mention about actually recapturing Abbeville. Given the limited resources available to Altmayer, it was critical that any forces committed to a counter-attack begin with accurate knowledge of the opposition they would face. Unfortunately, both French light cavalry divisions arrived in this sector at nearly the same time as Evans' division, which meant they had no knowledge of enemy strength or dispositions in Abbeville. Nor did the occasional aerial reconnaissance missions provide much insight. Altmayer's staff did have one source of information that could be quite useful – the hundreds of military and civilian refugees streaming south, some of whom no doubt had knowledge of German forces in the Abbeville sector – but nobody made the effort to collect any useful information from refugees.

On the morning of 27 May, the sun rose at 0500 hours but the Allied counter-attack did not begin for another hour because it took

the 2e DLC and 5e DLC longer than expected to get their artillery into position. In any event, both British armoured brigades finally began their advance around 0600 hours without any French artillery preparation. Evans decided to keep the 9th Lancers in reserve, so each brigade attacked with two tank regiments, totalling about 90 tanks in each wing. In accordance with French doctrine, which stipulated that infantry would follow tanks, the French infantry allowed the British tanks to pass through their positions. Apparently, Crocker and McCreery were ignorant of French armoured doctrine, since they were perplexed by the lack of close support. Nevertheless, the British tanks pressed on, as a tank-pure assault. Furthermore, the British armoured regiments did not advance within supporting range of each other but, rather, spread out as if anticipating a meeting engagement. McCreery's 2nd Brigade advanced with the 10th Hussars on the left and 4km to their right flank, the Queens Bays. Given the heavy fog, it is unlikely that either British regiment could see each other. Attacking under the cover of fog is an excellent tactic since it usually helps to reduce casualties from enemy fire, but when visibility is limited it is foolish to lead with tanks. Despite their inherent mobility, the British cruiser and light tanks moved slowly, uncertainly, peering through the fog for the enemy.

Only minutes after crossing their line of departure, McCreery's tanks encountered the German outpost line between the villages of Huppy and Bailleul, which consisted of an infantry company and a few anti-tank guns. In German doctrine, the purpose of an outpost line is to force an enemy to deploy and to provide early warning to the troops in the main line of resistance (*Hauptkampflinie* or HKL). In this case, the German outpost line was 6km south of the HKL. Schütze Hubert Brinkforth**,** from the 14. (Panzerabwehr) Kompanie (anti-tank company) of Infanterie-Regiment 25, was manning a concealed position with his 3.7cm Pak on the south side of the village of Huppy, supported by a single machine-gun team. Brinkforth and his comrades were alerted by the sound of many tank engines and then at 0632 hours they spotted the first of 30 enemy tanks at a

distance of less than a kilometre, heading in their direction. It was the 10th Hussars.

The 10th Hussars advanced across open, rolling ground – perfect tank country. Brinkforth waited until the enemy tanks were within 200m and then opened rapid fire, destroying the two lead Mk VI tanks. The 3.7cm Pak was perfectly suited to penetrating the thinly armoured British tanks at ranges out to 500m, but at point-blank range the armoured piercing rounds sliced through even the frontal armour. Brinkforth destroyed two more tanks before the British even returned fire, then repositioned his gun. Resuming fire, Brinkforth knocked out more tanks, but now the British tanks identified his gun flashes and returned fire. Brinkforth later said, 'It is raining hot steel. The projectiles strike the road to the left of us, the hedge to the right of us, the trees above us, the air is filled with crackling, hissing, humming and whistling. Branches fall.'[1] However, the British fire was inaccurate and none of Brinkforth's crew were hit. In 20 minutes, Brinkforth's gun fired 96 rounds and managed to destroy ten of the 10th Hussars' tanks. Other British tanks suffered mechanical breakdowns. With half its numbers out of action, the 10th Hussars retreated, having accomplished nothing.

On McCreery's right flank, the Queens Bays press on towards Bailleul, unaware of the repulse of the 10th Hussars. Near the Bois de Limeux, the Queens Bays ran into another German anti-tank gun position and four tanks from the lead squadron were quickly destroyed. The Germans also massed fires from machine guns, 8cm mortars and 7.5cm infantry guns against the British tanks, keeping them buttoned up. An attempt to outflank the position cost three more tanks destroyed. The British tanks fired back at muzzle flashes, but the 2-pounder gun was not designed to suppress concealed anti-tank guns. At this point, the radios on the British tanks were not functioning properly and the close support tanks – which were intended to blind enemy anti-tank guns with smoke shells – had no ammunition. A few Cruiser Mk IIIs apparently made it past the German outpost line and may have reached the area around

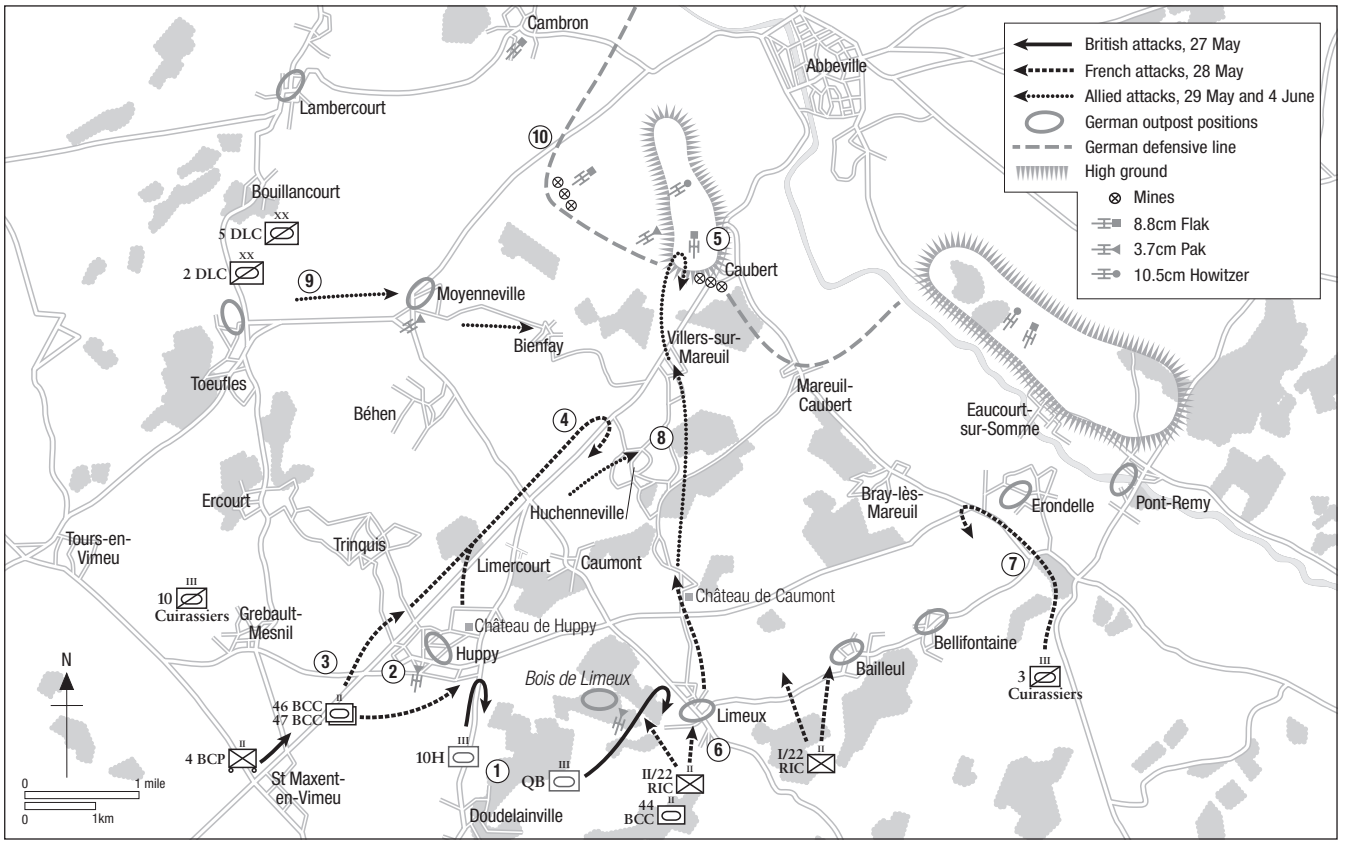
Map Key

1) 27 May, failed British armoured attack by 10th Hussars and Queens Bays.
2) Brinkforth's 3.7cm Pak position.
3) 28 May, French heavy tanks overrun the German company in Huppy.
4) French tanks reach their objective at Les Croisettes but are repulsed by 8.8cm Flak guns.
5) The 2. Batterie,/64 Flak position near Caubert (Caesar and Dora).
6) French combined arms attack punches through German outpost line and reaches Caumont.
7) Attempt by 3e Cuirassiers to outflank German outpost line is repulsed by 8.8cm Flak guns from across the river.
8) 29 May, the 4 DCR resumes the offensive and captures Villers-sur-Marauil, which breaks the main German line of defence. However, an attempt to storm Mount Caumont is repulsed.
9) While the Germans are distracted by De Gaulle's attacks, the 2 DLC and 5 DLC manage to roll up the German outpost positions in Moyenneville and Binefay.
10) 4 June, Final German perimeter after last Allied attack on Abbeville bridgehead.

Huchenneville before encountering two 8.8cm Flak guns, which smashed them to pieces. After losing 12 tanks, the Queens Bays withdrew. McCreery's attack was a complete failure, having lost a total of 47 tanks for no gain whatsoever.

Meanwhile, Crocker's 3rd Armoured Brigade encountered much less resistance on the western side of the Abbeville bridgehead. The 2 RTR advanced in two groups; one was stopped by a German anti-tank strongpoint at Moyenneville, but one squadron managed to reach the high ground overlooking the Somme at Saigneville. Meanwhile, the 5 RTR swung towards the coast and reached the outskirts of St Valery before it was stopped by anti-tank guns. Crocker's brigade lost 18 tanks, but the lack of supporting infantry forced them to abandon their gains.[2] With just 200 infantry available,

Battle of Abbeville, 27 May – 4 June, 1940



Chanoine, the 5e DLC commander, only had enough troops to move his own outpost line forward, but he obviously did not have the strength to retain exposed positions like Saigneville.

Altogether, Evans' 1st Armoured Division lost 120 (51 Mk VI and 69 cruisers) out of 180 tanks engaged, but only half the losses were due to enemy action. The cruiser tanks proved mechanically unreliable and prone to breakdown, but there were few mechanics and no spare parts to repair defects, so the tanks were effectively lost. McCreery's 2nd Brigade was withdrawn to the Rouen area to reorganize, but Crocker's 3rd Brigade was retained as a mobile reserve. Although the French contributed to the disastrous attack by the 1st Armoured Division, the fact remains that the unit was not properly equipped, organized or trained for continental warfare against a first-rate opponent such as the Wehrmacht. Even with better training and preparation, Evans' four tank regiments would not have been able to eliminate the German Abbeville bridgehead on their own.

German losses from the British attack were about 40 dead and 110 wounded or missing, mostly from Infanterie-Regiment 25. Despite the failure of the British attack, the commander of the XIV Armeekorps (mot.), Wietersheim, was alarmed by the large number of enemy tanks appearing in his sector and he reported to the OKH that he was being attacked 'by a British tank corps'.[3] During the night of 27/28 May, the Infanterie-Regiment 25 pulled back its outposts to a shorter line and Pionier-Bataillon 41 began laying anti-tank mines to block the approaches to Abbeville. Blümm's 57. Infanterie-Division began to move into the Abbeville bridgehead to relieve Bader's division, so the motorized unit could refit for its role in *Fall Rot*. Generalleutnant Erich von Manstein's XXXVIII Armeekorps also arrived to take over the Somme sector from Wietersheim. Halder, jealous of Manstein's interference with the planning for *Fall Gelb*, had kept him out of the campaign thus far, but the brilliant success of the *Sichelschnitt* concept made that obstruction no longer tenable. Thus, the Germans had somehow managed to get a foot-marching infantry division to the critical Abbeville sector before the Allies could do the same and they

had one of their best operational-level commanders in place to direct the defence of the bridgehead.

While the British counter-stroke against the Abbeville bridgehead was floundering, Grandsard's CA 10 made another attack on Amiens with five battalions from the 7e DIC and 21e tanks. The German 9. Infanterie-Division had just arrived to defend the Amiens sector. The assault units succeeded in capturing the strongpoint at Drury, but lost eight tanks and were pounded by German artillery and air strikes. Grandsard called off the attack and dug in.

Both De Gaulle's 4e DCR and Major-General Victor Fortune's 51st (Highland) Infantry Division began to arrive in the Abbeville sector on 28 May. The 4e DCR had been moving much of the night to avoid enemy air attacks and its tanks did not begin to reach the assembly area at Fontaine-le-Sec, 16km south of Abbeville, until mid-afternoon. Fortune's division – the last intact British division in France – had spent an entire week moving by road and rail from the Saar and it would take a couple of days to reassemble the division and prepare it for combat. Although the 51st (Highland) was a TA unit, it was fairly well equipped and included some regular troops. When deployed to the Saar, the 51st Highland had been augmented with additional artillery and other assets, making it a 21,000-man-strong reinforced division. De Gaulle had just been promoted to Général de brigade while en route to the Somme and he had no intention of waiting for Fortune to organize his division. Instead, at 1300 hours De Gaulle informed his commanders that he had decided to commence a hasty attack against the Abbeville bridgehead at 1700 hours. The weather was rainy, so there would be no air support.

The 4e DCR had been reinforced since the fighting at Montcornet and Laon. The division had over 150 tanks assigned, but en route to the Somme De Gaulle had been obliged to detach the 19e BCC (Char D-2 tanks) to support the 7e DIC's counter-attack against the Amiens bridgehead. In compensation, Frère provided De Gaulle with three additional infantry battalions – Lieutenant Colonel Le Tacon's 22e Régiment d'Infanterie Coloniale (22e RIC) from the 5e DIC.

Nevertheless, De Gaulle still had two battalions (46e, 47e BCC) of Char B1 bis tanks, three battalions of R35 infantry tanks (2e, 24e, 44e BCC) and a cavalry regiment (3e Cuirassiers) equipped with Somua S35 and H39 tanks. He also had a squadron of Panhard armoured cars for reconnaissance, three battalions of partly motorized infantry, five batteries of the excellent 47mm anti-tank and a battery of 25mm anti-aircraft guns. He also received the first battery of the new W15 TCC tank destroyers. Frère further augmented the 4e DCR with additional artillery, giving De Gaulle a total of 72 artillery pieces (48 75mm, 24 105mm). This was one of the rare occasions during the campaign that the French would be able to amass a fairly decent combined arms force for an operation and under a commander who was not indecisive.

De Gaulle quickly planned a simple concentric attack against the Abbeville bridgehead. Thanks to the British attack on the previous day, the French now had a fairly good picture of German dispositions in this sector – although they were not aware that the 57. Infanterie-Division had just relieved Bader's 2. Infanterie-Division (mot.). The Infanterie-Regiment 217 had moved into the Abbeville bridgehead with its three infantry battalions and two companies of Panzerjäger-Abteilung 157. The Huppy–Caumont–Bailleul sector was held by the III./Infanterie-Regiment 217. The Germans had a total of 36 3.7cm Pak anti-tank guns in the bridgehead, plus the 8.8cm Flak battery which remained in place.

The French Char B1 bis tank battalions were the last to arrive in the assembly areas and they had barely 30 minutes to refuel and prepare for action; some tanks were still refuelling when the attack began. By 1700, the 46e and 47e BCC were gathered in an assembly area just 2km south of Huppy. Although many details slipped through the cracks – like ensuring all subordinates had the proper radio frequencies and call signs – the French Army regulars demonstrated their professionalism here by slapping together a plan based upon verbal orders and executing it within less than an hour. Indeed, the German Heer is often praised for its ability to execute hasty attacks based upon verbal orders – the essence of the so-called *Auftragstaktik*

– but De Gaulle's tankers demonstrated that the better French units were also capable of conducting hasty attacks. Most criticisms of the French Methodical Battle doctrine do not mention actions such as Abbeville, but instead prefer to focus on the early clumsy efforts to conduct counter-attacks at Sedan and Flavion.

At 1700 hours, the French artillery began a 15-minute artillery preparation, with the heaviest concentrations delivered upon the Huppy–Caumont sector. De Gaulle's two artillery groups equipped with 105mm howitzers fired 6,000 rounds at Huppy in 15 minutes.[4] This was one of the first occasions in the campaign where the French artillerymen got a chance to support a major attack. At 1715 hours, the bombardment shifted onto the Mount Caumont area and the 4e DCR commenced its attack. The main effort was a frontal attack upon Huppy by Colonel Aimé Sudre's 6e Demi-brigade Blindée (light armoured brigade), with 32 Char B1 bis tanks of 46e and 47e BCC, supported by the 4 BCP, while Colonel Léon Simonin's 8e Demi-brigade Blindée (65 R35s) and Le Tacon's 22 RIC attacked the Bois de Limeux and Bailleul. Lieutenant Colonel François' 3e Cuirassiers would mount a supporting attack on the extreme right near Bray with his 40 S35 and H39 tanks. De Gaulle's units attacked according to French tactical doctrine, with the tanks advancing in company-size groups, followed by infantry. However unlike the British tanks, the French tanks were designed to resist fire from 3.7cm anti-tank guns. Leaving its assembly area, Commandant Petit's 47e BCC had difficulty with some steep embankments which forced tanks to look for a way around, but then the battalion deployed with the 1ère Compagnie on the left and the 3e Compagnie on the right. Across the embankment, the Char B1 bis tried to reassemble into platoon-size wedges, each of three tanks. While the 46e BCC swept west of Huppy, Petit's battalion was supposed to sweep to the east and its first objective was the crossroads at Les Croisettes, 4.5km away.

The German troops in and near Huppy opened fire with every barrel at their disposal and called in artillery fire from two 10.5cm

batteries in Abbeville. However, the Bavarian infantrymen who had just taken over this sector were in for a rude surprise. The armour-piercing shells from the 3.7cm Pak bounced off the 60mm thick frontal armour on the Char B1 bis, which kept on advancing despite multiple hits. Capitaine Maurice Dirand's (1ére Compagnie) *Jeanne D'Arc* took 30 direct hits, but knocked out two anti-tank guns with its 75mm gun. Another projectile damaged Dirand's 75mm gun barrel, but he went on a rampage, crushing several anti-tank guns and machine-gun positions under his tracks. Petit, in *Conde*, also knocked out two anti-tank guns. Even the 57. Infanterie-Division diary admits that the 'ineffectiveness of our defensive weapons led to a tank panic' and some troops abandoning their positions. The French tankers, with limited visibility from their turrets, noticed some German infantry fleeing and others attempting to hide behind walls and hedges in the village. After most of the German crew-served weapons had been suppressed, the three companies of Commandant Bertrand's 4e BCP began entering Huppy. The French chasseurs were cautious and requested nearby Char B1 bis tanks to suppress enemy machine guns still in action, but there was some hand-to-hand combat. Around 1930 hours, one German platoon attempted to withdraw from Huppy but 200m outside the town they encountered French infantry and 25 Landsers surrendered.[5] The remnants of the German 10./IR 217 made a last stand in the Château de Huppy then surrendered at around 2130 hours. The 4e BCP recaptured Huppy at a cost of six dead and 12 wounded.

Even before the 4e BCP had cleared Huppy, Petit's 47e BCC began to advance towards their objective of the Les Croisettes crossroads. However, six of his 19 tanks had already dropped out due to mechanical problems, particularly with the Naeder steering system used to turn the tank to fire the hull-mounted 75mm gun. Capitaine Ghislain's 3e Compagnie had seven of its ten tanks out of action, but only two were due to enemy fire. Nevertheless, Petit ordered the attack to continue with the remaining handful of operational tanks. Dirand's *Jeanne D'Arc* made it to the objective and crushed a 2cm Flak gun defending

the crossroad, but had been hit a total of 90 times and all its weapons were damaged. Alarmed by reports of an enemy tank breakthrough, Generalleutnant Blümm rushed to the position of Hauptmann Erich Kiel's 2. Batterie near the village of Caubert.[6] Blümm directed Kiel to engage French tanks advancing to the south with his two 8.8cm guns. The distance was about 2km. Dirand's luck ran out when an 8.8cm round slammed into his tank, wounding him. Dirand and his crew abandoned the disabled *Jeanne D'Arc* and made it back to French lines. Lieutenant Paul Bauché's *Crouy* was also hit by 8.8cm fire, which killed the platoon leader. Blümm also directed an artillery battery on Mount Caumont to concentrate on the French tanks near Les Croisettes and three tanks were damaged by near-misses. Commandant Petit was angry that the French artillery – which he could not communicate with by radio – did not suppress the German artillery and Flak guns that halted his advance. Indeed, the disadvantage of relying upon the short-range 75mm gun to support an armoured unit was now apparent. At 2130 hours, Blümm committed his reserve – the III./IR 179 – to reinforce the gap created between Les Croisettes and Caumont, but it would take hours for this battalion to arrive on foot. Short of fuel and ammunition, Petit's tanks withdrew to resupply in Huppy.

On the right, two battalions from the 22 RIC attacked on schedule at 1700 hours but the three units of R35 tanks (2e BCC, 2/24e BCC and 44e BCC) did not arrive until 1800 hours. With the help of the tanks, the 22e RIC cleared the Bois de Limeux and Bailleul. Once most of the 10./IR 217 outpost positions were overrun, the 22e RIC committed its reserve battalion, which enabled the advance to continue to Caumont. The R35 tanks did fairly well against the 3.7cm Pak and had decent infantry support, so only two were destroyed. On the extreme right, François' 3e Cuirassiers lost 17 of 20 Somua S35s to a single 8.8cm Flak gun. By nightfall, Blümm had lost the bulk of the III./IR 217, which suffered 59 killed and about 200 captured. He decided to shorten his line, but the position at the Les Croisettes crossroads was very exposed. He erroneously reported to higher

headquarters that the French were using 69-tonne Char 2C heavy tanks against his division, even though none of these obsolescent tanks were at the front. For his part, De Gaulle knew that he had achieved some success and he wanted to continue to demolish the German bridgehead the next day, even though many of his tanks were already non-operational.

During the night, the French artillery kept up a strong harassing fire on the German HKL. Blümm requested a Stuka attack at first light, but the Luftwaffe said this was not possible due to rainy weather.[7] The remaining French tanks refuelled during the night and at least seven damaged Char B1 bis were recovered from the battlefield – an unusual occurrence. At 0715 hours on 29 May, De Gaulle resumed the offensive. Seven Char B1 bis tanks attacked northwards from Les Croisettes and seriously stressed the II./IR 217, while the 4e BCP infiltrated through Huchenneville. Shortly after the French attack began, the III./IR 179 arrived to reinforce the German line around Villers-sur-Mareuil.[8] Around 1100 hours, Simonin's 8e Demi-brigade launched a powerful attack with R35s and two battalions of colonial infantry. The French attack was conducted with maximum violence; Lieutenant René Bardel, an R35 platoon leader in the 44e BCC, described the attack:

> As soon as we started, the khaki coats jumped behind us and followed across the plateau … the infantry seemed to be particularly eager this morning. Smoke now hid the hedgerow in front of us. The German machine guns hidden there were firing madly, keeping our infantry down on the ground. At full speed our platoon attacked them – this was the tank's job! The red bursts of our 37mm guns flashed all along the hedgerow; earth, branches flew up. But the enemy held their ground. A sudden shock rang out on my armour and a flame flashed into the turret. We had been hit! I hastily trained the turret to the right and there, between two trees, I saw the white flash of a 37mm AT gun firing at us. Of us two, who was going to die? I would prefer that it was them. One shot after another, I fired three shots, the cases falling down into

> my tank …Suddenly a firework display lit up under the trees. I had probably hit their ammunition box…I fired half a magazine from my machine gun and another shell… I had got them![9]

German artillery fire from Mount Caumont pounded the advancing battalions of the 22 RIC, inflicting serious casualties. Nevertheless, the R35 tanks and colonial infantrymen managed to fight their way into Villers-sur-Mareuil against tough German resistance. Anti-tank guns from the III./PzJgAbt 157 and machine guns fired at them from each side, but the defenders were gradually overwhelmed. The French riflemen used VB rifle grenades, a new weapon, to suppress firing from buildings. Bardel described the scene in Villers-sur-Mareuil: 'there were bodies everywhere – in the streets, in the gardens, in the houses.' A few German troops, like Schütze Heinrich Hubel and Schütze Johann Wunder, were captured by the colonial infantryman.[10]

Hauptmann Kiel's 8.8cm Flak guns destroyed a number of R35s, but two of his guns were destroyed. Around 1600 hours, four Char B1 bis tanks from 47e BCC moved to exploit the success at Villers-sur-Mareuil by attacking Mount Caumont, but German 10.5cm guns firing in direct fire mode destroyed the *Eylau* and *Tourville* and shot the track off the *Lodi*. A Char B1 bis from 46e BCC, the *Albert*, was also destroyed in this action. Once the Char B1 bis heavy tanks were out of the fight, the French attack on Mount Caumont faltered. The artillery and mines laid by Pionier-Bataillon 157 were the only thing that prevented a complete French breakthrough. De Gaulle kept pounding on Blümm's line until dusk, hoping to find a weak spot. To add insult to injury, the AdA made an appearance at 1800 hours and subjected Blümm's tired troops to three hours of bombing and strafing; one LeO 451 bomber and one DB-7 bomber were shot down by Flak. The 57. Infanterie-Division diary recorded that, 'the lack of our own aircraft while we were being attacked by heavy tanks left us with a feeling of helplessness.'[11] The diary also admitted that the division had lost 20 anti-tank guns in the first two days of De Gaulle's attack.

While Blümm was distracted with De Gaulle's tanks, Berniquet's 2e DLC managed to evict the 7./IR 217 from Moyenneville on the west side of the Abbeville bridgehead. Chanoine's 5e DLC pushed in the outposts of the 5./IR 217 and took Bienfay. Blümm ordered a counter-attack to retake the two lost villages, but it failed. The only real strong point south of Abbeville was Mount Caumont, where there were at least two operational 8.8cm Flak guns and a battery of 10.5cm howitzers, which had been ringed with mines and barbed wire obstacles. During the night of 29/30 May, another battery from the I./Flak-Regiment 64 crossed the Somme to reinforce the German bridgehead with four more 8.8cm Flak guns.

De Gaulle's 4e DCR and attached units had compressed the German bridgehead, but lacked the firepower to eliminate the remaining hard core of resistance on Mount Caumont. Interestingly, Blümm later commented about the accuracy of the French artillery, although it was not enough to suppress the German artillery on Mount Caumont. Clearly, this would have been an excellent place to employ the French 155mm GPF howitzers – the GQG controlled six regiments of these weapons – but none was allocated to this critical sector. Instead, De Gaulle had to make do with light artillery, which could not eliminate the German guns on Mount Caumont. After two days of intense combat, only a few tanks were still operational but battlefield recovery efforts managed to salvage several Char B1 bis. No thought was given to using the fragile tanks of the British 1st Armoured Division, now in reserve, since they had fared poorly against even light enemy anti-tank guns.

On 30 May, De Gaulle decided to have one last go against Mount Caumont but the attack launched at 1700 hours quickly fizzled out when the last operational Char B1 bis tanks were knocked out by German artillery. By the end of the day, the 4e DCR only had about 40 tanks left, mostly light R35 and H39s. Some of the Char B1 bis heavy tanks would be repaired, but the division was fought out. De Gaulle had lost over 100 tanks in his three-day counter-attack. French infantry strength was also ebbing, with half of the 4e BCP

casualties, while the 22 RIC had suffered 626 casualties, including 104 dead. Blümm's 57. Infanterie-Division had suffered close to 1,000 casualties and every 3.7cm Pak 36 anti-tank gun in the bridgehead had been destroyed, but the division had not broken.[12]

Weygand directed the 4e DCR to pull back into reserve and the Abbeville sector was turned over to Fortune's 51st (Highland) Division, which was finally reassembled. De Gaulle's troops had captured almost 300 German prisoners, who were taken to a POW camp at Hannaches, 55km south-west of Amiens. On 31 May, the Luftwaffe belatedly showed up in force over the Somme sector and BF 109 fighters from JG 3 and JG 53 shot down at least three French fighters and seven bombers. Hauptmann Werner Mölders (JG 53) shot down a LeO 451 bomber south of Abbeville, his 21st victory. After this, the AdA became more circumspect about operating around Abbeville–Amiens. On the opposite side of the Somme, Manstein pressed Kluge (4. Armee) to allow him to conduct a counter-attack at Abbeville using the 2. Infanterie-Division (mot.) and some tanks from 9. Panzer-Division, in order to take advantage of the withdrawal of the 4e DCR, but Kluge refused.[13] Kluge wanted his mobile divisions well rested for *Fall Rot*, not frittered away in local actions, as the French had just done.

However, Weygand was not finished with the Abbeville bridgehead. He believed that one more push, with fresh units, could drive the Germans off Mount Caumont. Seizing this objective would not erase what had happened on the Meuse or in Belgium, but it would be a victory. Altmayer's command, now elevated to the status of 10e Armée, received the 31e Division d'Infanterie Alpine (DIAlp), a Reserve A mountain infantry division, from the Swiss frontier and the 2e DCR, now under Colonel Jean-Paul Perré. The 2e DCR had been partly rebuilt with three new companies of Char B1 bis tanks (347e, 348e, 349e Compagnies Autonomes de Chars de Combat, or CACC), a company of Char D2 tanks (346e CACC) and a company of H39 light tanks (351e CACC). These tanks came from many sources; a few were from new production but many came from schools or repair depots. The 347e CACC was equipped with a dozen of the original

Char B1 tanks, which were particularly prone to mechanical problems. On paper, the 2e DCR had been provided with about 140 tanks, but fewer than 100 were actually operational.

Général de division Marcel Ihler and his small staff stood up the 9e CA headquarters, in order to direct operations in the Abbeville sector. Although Altmayer and Ihler should have taken charge of planning the next counter-offensive, they instead delegated it to Major-General Fortune. The decision to let a British infantry division commander plan an operation in which the main strike force was going to be a French armoured division bordered on the ridiculous. De Gaulle had returned to Paris to consult with Weygand, but certainly those 4e DCR officers who were in reserve were more knowledgeable about the enemy and terrain in this sector than Fortune's staff. Nor were liaison officers assigned to help translate, so Fortune's staff could barely communicate with the French units with which they were supposed to co-ordinate. Instead, the planning process was confused and made worse by an overly complex scheme of manoeuvre. The basic concept was to simultaneously attack the 57. Infanterie-Division's bridgehead in three places, from the west, south and south-east.

Rather than make an all-out effort to crush the Abbeville bridgehead, both Allied infantry divisions would only contribute three of their battalions to the operation: the 31e DIAlp provided Colonel Jean-Baptiste Favatier's 15e Régiment d'Infanterie Africaine (RIA) and the 51st (Highland) provided Brigadier Herbert W. V. Stewart's 152nd Infantry Brigade. The 2e DCR would provide one motorized infantry battalion, raising the total to seven infantry battalions. Although a total of about 250 British and French artillery tubes were amassed to support the operation, most of it was light 75mm and 25-pounder guns. Nor was much effort put into obtaining air support. While the Allies were preparing their attack, Blümm rotated depleted units out of the Abbeville bridgehead and brought in the three fresh battalions of Oberst Heinrich-Anton Deboi's Infanterie-Regiment 199 (List); this unit carried the lineage of the unit in which Hitler had served in the First World War. The II./IR 199 dug in atop Mount

Caumont, while the other two battalions were assigned to protect its flanks. German pioneers spent the first days of June emplacing new minefields around Mount Caumont, which somehow Allied reconnaissance missed.

At 0330 hours on 4 June, the Allied counter-attack began with a ten-minute artillery preparation, focused on Mount Caumont. However, the German troops were in deep trenches and relatively safe from the light Allied artillery. The barrage was ineffective. The main effort began up the main highway to Abbeville, with 21 Char B1 bis tanks, mostly from the 348e CACC, advancing along with a motorized infantry battalion in the lead. At the same time, Favatier's 15e RIA and the R35s of the 48e BCC advanced on their left to clear out Bienfay. The British 4th Battalion Seaforth Highlanders and another group of French light tanks followed as a second echelon. Within 30 minutes of beginning their advance, the French tanks began to encounter mines, which knocked out four of the lead Char B1 bis tanks. A number of R35s were also knocked out by mines. Apparently, nobody had thought about sending sappers with the tanks to clear mines, even though De Gaulle's tanks had already encountered enemy mines in this sector. Another Char B1 bis was destroyed by fire from a German 10.5cm gun. German mortars and machine guns pinned down the Allied infantry, which could make very little progress. Colonel Favatier was incensed when he saw some of his infantrymen retreating without orders and he ordered the supporting R35 tanks to fire on them if they did not stop; this prevented further retreats, but few infantrymen were advancing. When Colonel Favatier was killed by enemy artillery fire, any remaining forward impetus disappeared.

Stripped of most of their infantry support, the remaining Char B1 bis heavy tanks began to slowly climb up the slope of Mount Caumont, shooting up everything in sight. The first tank to the top, the *Kléber*, was brought under heavy artillery fire but emerged unscathed. Oberleutnant d. R. Alfons König, commander of the 6./IR 199 atop Mount Caumont, watched the French heavy tank approaching his trench with dread. Two more French tanks soon also reached the crest,

causing a near-panic among the German gunners and infantrymen when they overran some trenches. Once again, it was the Luftwaffe's 8.8cm Flak guns which saved the day. Lieutenant Marcel Blondelet's tank, *Crécy-au-Mont*, had just reached the crest when it was destroyed at point-blank range and the remaining Char B1 bis tanks decided to withdraw because they had no infantry support. Only three tanks that ascended Mount Caumont returned to French lines. Altogether, the 2e DCR lost about 40 tanks, including 15 Char B1 bis (five to mines). The 15e RIA suffered about 250 casualties, including its commander.

Meanwhile, the British 152nd Infantry Brigade had achieved very little. On the right, the 4th Battalion Camerons got into a nasty infantry fight with the III./IR 199 near Mareuil-Caubert and suffered 50 per cent casualties. In the centre, after the supporting R35 tanks fell victim to enemy mines and artillery, the 4th Battalion Seaforth Highlanders tried to attack up the slopes of Mount Caumont on their own but were slaughtered by intense machine-gun fire. The only real success of the day – and a minor one at that – was the attack of the 1st Battalion Gordon Highlanders, who succeeded in clearing German troops out of the woods west of Cambron. Altogether, Stewart's brigade suffered 563 casualties and several companies were virtually destroyed.[14] German casualties on 4 June were relatively light, with Infanterie-Regiment 199 suffering about 40 killed. By early afternoon. Fortune decided to call off the attack since it was clear that losses were heavy and nothing further could be achieved. The appearance of Stuka dive-bombers over the battlefield – unmolested by Allied fighters – also discouraged further attempts to send more troops against Mount Caumont.

By the afternoon of 4 June, it was obvious that Weygand's bid to eliminate the Abbeville bridgehead had failed, but it was not for lack of valour. Allied troops had made multiple attempts against the bridgehead, regaining some terrain, but ultimately failing on each occasion because German firepower – particularly the 8.8cm Flak guns, their divisional artillery and their anti-tank mines – were superior to the forces the Allies committed to the operation. Given the

semi-static nature of the Battle of Abbeville, this would have been a good place for the French heavy artillery and remaining bombers to make a contribution; it is puzzling that Weygand made so little effort to get additional firepower support into play in this critical sector.

Blümm's 57. Infanterie-Division had been badly stressed by the attack of heavy French tanks and had lost almost all of its 3.7cm Pak anti-tank guns. Indeed, Panzerjäger-Abteilung 157 wrote up a report on the Battle of Abbeville which stated that, 'the penetration of the 3.7cm Pak is no longer sufficient against medium tanks like the Somua S35. Against heavy tanks, good results were only achieved with the 8.8cm Flak and mines.'[15] A post-battle survey of abandoned French tanks around Mount Caumont indicated that of 74 wrecks examined, 33 were destroyed by 8.8cm Flak, 21 by mines, six by 3.7cm Pak, five by artillery and nine by other causes.[16] The meaning here was clear – the Heer had not invested adequate resources into developing its anti-tank guns and this deficiency would prove even more serious during the Russian campaign in 1941–42. However, fielding the improved 5cm Pak was not a priority and this weapon was still in development.

From the Allied perspective, Abbeville was a fiasco. Not only had the Allied counter-attacks at Abbeville failed to eliminate the bridgehead, but they had squandered well over 200 tanks and 2,000 troops in the course of the fighting. Three Allied armoured divisions were mauled at Abbeville and left in poor condition to resist *Fall Rot*, when it began on 5 June. Any hope of creating a mobile reserve for the Weygand Line with these divisions was shattered. Having retained their bridgeheads at Abbeville and Amiens, the Germans could now use them as springboards to push their replenished Panzer-Divisionen across the Somme.

Chapter 6

The Weygand Line

'To be a soldier and a leader, to train others in his wake, one must be a living rule, a permanent example. One can only do so if one is possessed of the passion of serving God through the service of his country.'

Capitaine François Huet, 1er GRDI

The Luftwaffe Strikes, 1–3 June

Since 20 May, the French AdA had been trying to conserve its strength for the next round. In material terms, the combat strength of the AdA was still largely intact after three weeks of combat because combat losses were not exceeding new production (338 fighters were lost by 1 June, but the AdA accepted 329 replacement fighters).[1] While both the MS.406 and MB.152 fighters had proved inferior to the Bf 109, the H75A1 was capable of holding its own and there were now enough D.520 fighters to equip four fighter groups. The quantity and quality of the French bomber force actually increased as significant numbers of

DB-7, Glenn Martin 167F, Leo 451 and Amiot 354 aircraft entered service, but readiness rates were significantly lower. Lacking sufficient trained mechanics and ground crews, the AdA was having difficulty repairing even minor defects. The one mission area where the AdA had grown noticeably weaker was in reconnaissance, with half the force eliminated in the first three weeks. Vuillemin's prediction that the AdA would be destroyed in three weeks had been proven incorrect. However, in human terms, over 40 per cent of the AdA's fighter pilots were casualties in the first three weeks (at least 151 casualties, including 86 dead or captured). The top French fighter ace, Capitaine Jean Accart of GC I/5, was badly wounded on 1 June. Simply put, France was running out of trained pilots, even though it still had plenty of aircraft.

Unlike the RAF, who delayed putting foreign pilots into active service, the AdA had little choice. Four Polish fighter squadrons were forming and the first became operational as GC I/145 in April. However instead of receiving MS.406 fighters, the Polish unit was equipped with the Caudron C.714 and assigned to provide air cover over Lyon. The C.714 – which was not used by any French squadrons – was soon recognized as a seriously flawed design and the French Air Ministry ordered it pulled from combat duty. Lacking any better aircraft, the Polish pilots continued to fly the inadequate C.714. A large number of Czech pilots were integrated into French squadrons, such as Sergeant Frantisek Perina, who was flying Hawk H75A1s with GC I/5. As more and more French pilots became casualties, the Czech and Polish pilots became the only real reserve.

In addition, the relative ineffectiveness of the French early warning system was proving to be a serious operational liability. Although the French radar-like device known as DEM was technically superior to the British Chain Home stations, they were not linked into an efficient fighter control system like that of the RAF, which could correlate its data and help to direct their fighters in real time. Instead, the system relied upon a communication system that was often affected by enemy action and warnings often arrived far too late to be effective. Consequently, on occasion the Luftwaffe was able to catch

French squadrons on the ground. On 26 May, German He 111 bombers raided the airfield at Le Plessis-Belleville, 38km north-east of Paris, and destroyed seven MS.406 fighters from GC III/1 on the ground. A day later, a group of Bf 109E fighters from JG 53 strafed the airfield at Damblain in the Vosges, destroying eight MS.406 fighters of GC I/2 on the ground, as well. French anti-aircraft protection (DCA) for the airfields was inadequate and without early warning, the forward air bases were increasingly vulnerable.

With the RAF contribution in France reduced to just three Hurricane squadrons, the balance in the air had swung overwhelmingly against the AdA. Although it was obvious to the French leadership that the British role in ground defence was now negligible, the RAF could still make a difference. Reynaud began by sending Churchill a cable through Spears, at 1315 hours on 1 June, which warned about 'the battle about to begin on our front' and requested greater assistance from the RAF, particularly from Fighter Command. Reynaud stressed the importance of British fighters operating from bases in France, rather than from bases in southern England.[2] From southern England, the RAF's short-ranged fighters could only operate effectively over the Somme, but not central France. Shortly thereafter, Weygand sent a similar cable to Churchill's principal military advisor, General Ismay, which stated that:

> If British aviation remains based in Great Britain to fight the eventual German offensive, French armies will have to carry the weight of battle alone. It is essential that the maximum of British aviation, both Fighters and Bombers, should continue to make a maximum effort in the forthcoming land battle on which the future of Britain will depend as much as that of France. With this end in view, it is necessary that numerous air squadrons, particularly Fighters, should immediately be based in France so as to act in intimate liaison with our forces against the front and the immediate back areas of the enemy.

Vuillemin also sent a cable to his opposite numbers in the RAF which made a specific request for up to 20 more fighter squadrons in order

to defeat the expected enemy air offensive:

> The enemy is in a position to launch at short notice a fresh attack on our front, prepared and assisted by their bombers; interception of these bombers by a powerful force of Fighter aircraft is bound to have a decisive influence on the result of the battle. French Fighter aircraft, of which at the present only 350 are available, would soon be overwhelmed, if they are not heavily reinforced right from the start of the enemy attack by British Fighter aircraft. If we succeed in concentrating French and British fighters against the German bombers, we will be able to inflict losses of crews on the German bombers which they will be unable to replace for a considerable time; this will be for England the finest protection against air attacks.

However, the RAF had already lost hundreds of Hurricane fighters in France and Dowding was adamantly opposed to more 'wastage' in a campaign that had turned sour. He believed that Fighter Command should be preserved for the defence of Britain's air space and he placed no value on operations in France.

Even while the Luftwaffe was focused on interdicting the evacuation of Dunkirk, some effort was being put into planning the next phase of the campaign. Luftwaffe leaders were eager to demonstrate that airpower could inflict a decisive 'knock-out' blow before *Fall Rot* began and they were forced to return to the tactical support role. However, rather than focusing on a single target set, Luftwaffe leaders recommended a potpourri of targets to suit a variety of purposes. For prestige purposes, Göring wanted his bombers to attack Paris and other French cities, in order to shatter morale, as the bombing of Rotterdam had done. Front-line Luftwaffe commanders wanted to attack the AdA's air bases around Paris in order to complete the destruction of their fighter force, while some also advocated attacking French aircraft factories, such as the Morane-Saulnier plant in Paris, to disrupt the flow of replacement aircraft. However, the Heer wanted attacks on French railway centres to disrupt military traffic just prior

to *Fall Rot* as well as port facilities such as Marseille and Toulon, where fresh divisions from North Africa were expected to disembark.

On 26 May, staff members from four *Fliegerkorps* (air corps) met to develop an actual operational plan for the air offensive. In true committee fashion, the Luftwaffe staffs included targets from each category to satisfy everyone and planned on striking two geographic areas: first the Rhône River valley, then Paris and vicinity. The offensive was designated *Unternehmen Paula* (Operation *Paula*) and Generalleutnant Ritter von Greim's V Fliegerkorps would make the opening move from bases in southern Germany. By chance, the administrative message that led to this meeting, relayed via the Luftwaffe's Enigma cypher, was the first item from that source which the British managed to decrypt in advance of the event.[3] From this intercept and other communication lapses, the Allies were able to deduce that the Luftwaffe was planning major air attacks, but the specific objectives were unknown. Vuillemin ordered a large portion of the remaining French fighters concentrated at air bases in the greater Paris region under a plan known as Operation *Tapir*, with about 150 operational fighters controlled by GC 23. He hoped that with adequate warning, he could get enough fighters in the air to decimate the German bombers.

Around 0400 hours on 1 June, 18 Ju 88 bombers began taking off from Lechfeld air base in Bavaria and began flying south-west along the German–Swiss border. The Luftwaffe had been deliberately violating the Swiss border since the beginning of *Fall Gelb* and there had already been shooting incidents with Swiss fighters. On this occasion, there was no incident and the German bombers flew towards Lyon, then due south along the Rhône River. The target was Marseille, which had not yet seen enemy aircraft. One specific target within the city was the Kuhlmann chemical plant, which had been involved in the manufacture of French chemical weapons in the First World War. Around 0700 hours, the Ju 88 bombers appeared over the port and began their bombing runs. The dock area was hit and the 20,000-tonne British troopship *Orford* was set afire and had to be beached. A French

auxiliary cruiser, the *Chella*, was also wrecked by the bombing. Marseille was only protected by a few batteries of elderly 75mm anti-aircraft guns, but they did succeed in damaging one Ju 88, which tried to make it to Italy but crashed in the Alps. Altogether, the Luftwaffe dropped fewer than 20 tonnes of bombs on Marseille, resulting in 32 civilian deaths. Another group of 35 He 111H bombers from KG 53 (Kampfgeschwader, or battle wing, 53) tried to conduct a raid on Lyon, but on this occasion, they were intercepted by Swiss B-109D fighters when they flew over 16km into Swiss territory. Two of the He 111s were shot down and five crewmen killed. Near Lyon, the GC III/9 scrambled MB.152 fighters from Lyon–Bron airfield and claimed two bombers destroyed, but German defensive fire damaged nine fighters and wounded four pilots. Lyon Bron was a major training base for the AdA, with both Polish pilots and new French pilots stationed there in large numbers. A Polish pilot, Lieutenant Gabscewicz, shot down an He 111.

On 2 June, V Fliegerkorps employed essentially the same tactics to attack Grenoble, Lyon and Chasse-sur-Rhône. Targets included rail yards, factories and airfields. Once again, the German bombers violated Swiss air space and were intercepted by Swiss fighters, with another He 111 being shot up. GC III/9 scrambled again but failed to intercept. The German bombers scattered bombs over several targets, inflicting the heaviest damage in Givors, south of Lyon, where a factory that made parts of the LeO 451 bomber was located; 46 people were killed in the raid. A fuel dump at the Lyon–Bron was also destroyed. Overall, the damage done by V Fliegerkorps raids in southern France was miniscule to the Allied war effort and not worth provoking border incidents with Switzerland.

The main event was the Luftwaffe raids scheduled for the Paris area, beginning on the afternoon of 3 June. French fighter pilots in Groupement de Chasse 23 (GC 23) had been on alert since 0430 hours, waiting for the word. A few fighters were placed on airborne patrol over the city, but most waited on strip alert. Finally, a total of more than 200 bombers, escorted by large numbers of Bf 109E and Bf 110 fighters, was

spotted approaching Paris from the north-east. At 1306 hours, a radio alert was sent out from the Eiffel Tower, but due to communication problems, only GC I/3 received the message; four minutes later, the group scrambled 17 D.520 fighters. One airborne patrol from GC I/8, with nine MB.152 fighters, was north of the city but was not immediately aware of the enemy attack. As they approached the city, the German bomber groups split up to attack different objectives.

Général d'armée Pierre Héring, military governor of Paris, had relatively few anti-aircraft guns to protect the capital. The most effective weapons defending the capital were the five batteries of 90mm anti-aircraft guns operated by the French Navy. At 1325 hours, the first bombs began to fall on Paris. Targets included the Air Ministry, the Citroën and Renault plants, the Gévelot armaments plant and a dozen other industrial facilities, plus 16 airfields. A total of 20 French aircraft, including 16 fighters, were destroyed or damaged on the ground but the airfields were only temporarily disrupted. French anti-aircraft fire was largely ineffective. Héring estimated that the Germans dropped a total of 1,538 bombs in the Paris area, roughly 300 tonnes of bombs. Altogether, 254 people were killed in the bombing and 652 injured, 80 per cent of whom were civilians.

The French fighters were unable to engage the German bombers over the city, but managed to intercept some of the formations as they exited to the north-east. Five minutes after the bombing began, nine MB.152 fighters from GC I/8 scrambled from Claye-Souilly east of Paris and intercepted a group of Ju 88 bombers from KG 51. One was shot down and among the surviving crew members was Oberst Josef Kammhuber, commander of the *Geschwader* (wing). The D.520 fighters from GC I/3 managed to shoot down a Bf 109 fighter and damage three bombers, but lost two of their own fighters. Another senior Luftwaffe officer, Oberst Gerd von Massow, was also captured. Altogether, the AdA conducted a total of 253 fighter sorties on 3 June and managed to destroy ten enemy aircraft (five Bf 109, one Bf 110, two Do 17, two Ju 88) but lost another ten fighters (six MB.142, two MS.406 and two D.520) and 12 pilots killed and eight wounded in

aerial combat. The loss of trained pilots was more serious for the AdA than the loss of aircraft. On the same day, RAF fighters in France conducted a total of 19 sorties, with three Hurricanes lost and two Bf 110s claimed.[4]

In retaliation for Operation *Paula*, Reynaud authorized the AdA bomber force to attack German cities. On the night of 4/5 June, Groupement de Bombardement 6 sent ten LeO 451 and four Farmann 221 bombers to attack the BMW plant in Munich. This was the first Allied raid on that city. Another six bombers were sent to bomb a factory that made German tank engines in Ludwigshafen. One French bomber failed to return. One the same night, RAF Bomber Command sent 57 bombers to attack a number of targets across northern Germany. Without proper night navigation aids and with light bomb loads, these puny raids could not achieve anything of real military value.

By 4 June, the Luftwaffe had lost a total of 96 Bf 109s, 34 Bf 110s, 32 Ju 87 Stukas and 176 bombers since the beginning of the campaign. Additional aircraft were damaged or were non-operational due to mechanical faults.[5] Nevertheless, the two Luftflotten could still employ more than 500 operational Bf 109E fighters, as well as over 200 Ju 87 Stukas and 700 bombers. While Operation *Paula* failed to inflict a mortal blow upon French morale or the AdA, it was evident that the French did not even have the ability to defend the airspace over their capital, never mind Allied units on the front line. Yet the Luftwaffe also demonstrated inadequate operational planning with Operation *Paula*, by attacking far too many targets, without any real focus on defeating a particular centre of gravity. Indeed, Luftwaffe planners would repeat this mistake in the subsequent aerial campaign against Great Britain in 1940–41. The Luftwaffe was able to achieve greater success against the AdA because of the French lack of an efficient fighter control system, but the Germans were unable to completely crush French air power – this should have been a lesson taken to heart when later dealing with the RAF.

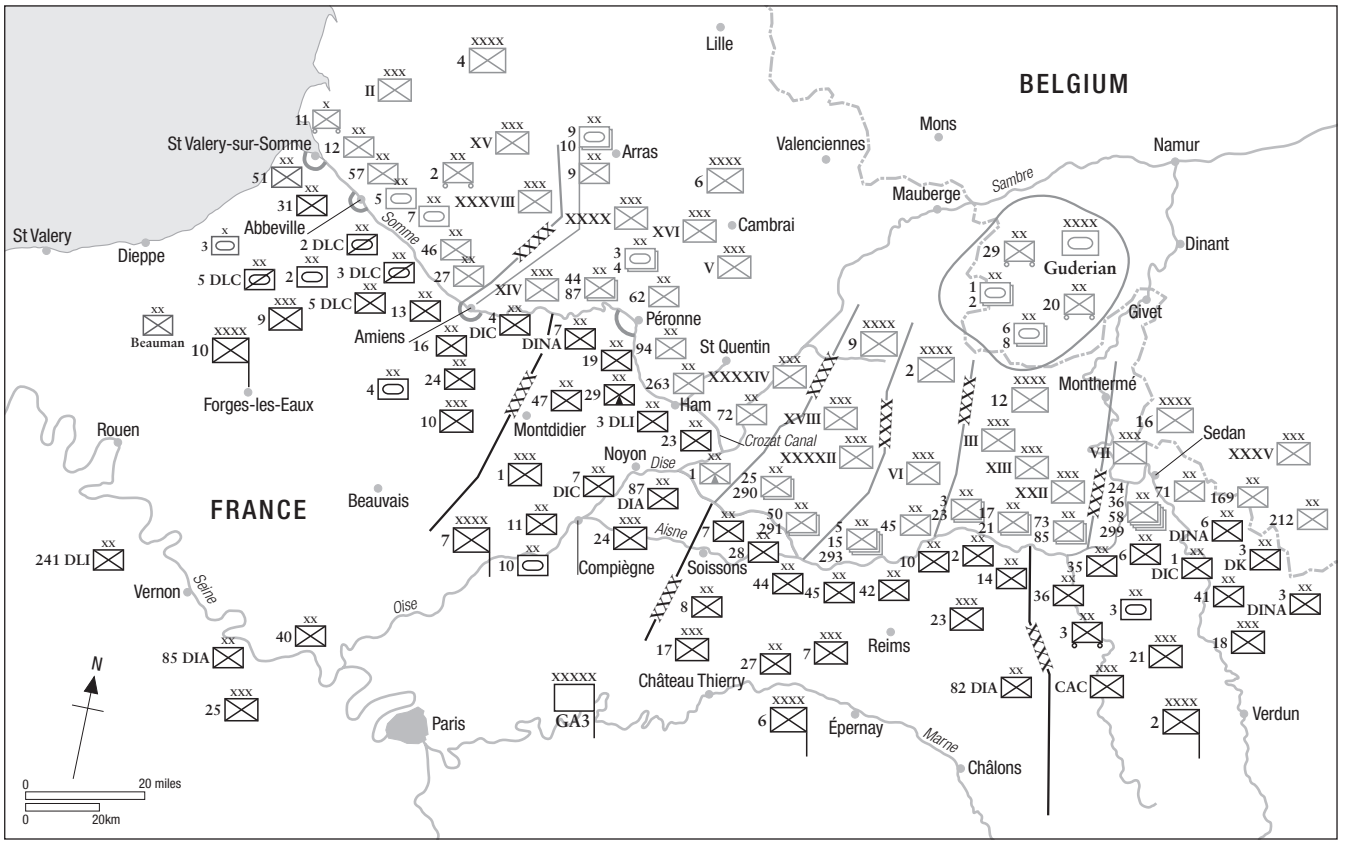
Calm Before the Storm, 4 June

After the Allied failure at Abbeville, a brief calm settled over the front before the German offensive began. Altmayer's 10e Armée was left holding an 85km-wide front on the lower Somme with seven infantry divisions and the remnants of three light cavalry divisions. He also had three mauled armoured divisions (2e DCR, 4e DCR and British 1st Armoured) with a total of about 300 tanks. Weygand had promised Altmayer additional reinforcements from units arriving from overseas, but these would not arrive before the Germans struck. While the Allied counter-attacks had compressed the German bridgeheads at St Valery and Abbeville, the bridgehead at Amiens represented a serious threat to Altmayer's right flank. Behind Altmayer's 10e Armée, General Karslake had deployed the improvised Beauman Division along the Bresle to deal with any enemy breakthrough on the lower Somme. Although it was unable to stand up to a Panzer-Division, Karslake and his staff had worked wonders to equip Beauman with some artillery, anti-tank guns and even a few tanks. Like the French Army, the BEF had not stockpiled any appreciable equipment reserves in France, so it was impossible to fully re-equip even a single division.

It is important to note that at this point the remaining British ground forces in France had no supreme commander after Lord Gort had embarked at Dunkirk. On 2 June, Brooke was appointed to take command of the new BEF but, incredibly, he chose to dally in England for the next ten days. The appointment of Brooke was an inspired bad choice, given his low opinion of the French Army and emotional rejection of this mission, evident on every page of his diary entries for June 1940. In the meanwhile, non-combat officers like Karslake and Beauman conducted the thankless task of trying to put the British forces remaining in France in the best state of readiness possible.

Frère's 7e Armée held a 90km sector of front from the lower Somme to the Aisne with nine infantry divisions. He also had the partly rebuilt 1ère DCR in reserve, giving him a total of about 150 tanks. Like Altmayer's army, Frère's divisions were virtually all regular army and

Front-line Situation, 4 June, 1940



comprised a good portion of veteran colonial officers and troops. However, Frère's front was not anchored on any natural obstacles, having lost control over the south bank of the Somme, and his right flank was vulnerable. Furthermore, his front was bent backward which made it longer than military logic recommended, but Frère was guarding the direct route to Paris and there could be no question of voluntarily giving up ground in this sector. Touchon's 6e Armée had 11 infantry divisions holding a 100km-wide front behind the Aisne from Soissons to Rethel. Five of Touchon's divisions were active duty units and the other six were Reserve A formations; on the whole, these were good troops with effective leadership. The boundary between Frère's 7e Armée and Touchon's 6e Armée was located in the Chemin des Dames, north of the Aisne. Each army had positioned one division behind the Ailette and the Oise–Aisne Canal to hold this 48km- wide sector. The 6e Armée had about 120 infantry tanks, but the 1ère DCR was in the process of moving to provide a mobile reserve in this sector. Touchon did possess considerable artillery support, including regiments such as the 184e Régiment d'Artillerie Lourde (heavy artillery regiment), equipped with 155mm GPF howitzers. Altogether, Général Besson's GA 3 had to hold a 275km-wide front with 27 infantry divisions, which meant that each division would be defending a wider sector than recommended by doctrine. Consequently, the kind of operational-level defence-in-depth desired by Weygand was impossible and, at best, depth could only be achieved at the tactical level by weighting the sectors the enemy was most likely to attack. Besson only had tactical reserves – perhaps 700 tanks – and none of his units had mobility comparable to the enemy's Panzer-Divisionen. Besson had been assigned to defend a fixed line without any kind of prepared fallback positions, the kind of orders that soldiers recognize as a 'die-in-place' mission.

Meanwhile, the four armies in Général Prételat's Groupe d'Armées no. 2 (GA 2) sat almost as spectators, since the German breakthrough on the Meuse had swept past them. Général Henry Freydenburg's 2e Armée protected an 85km-wide sector between the Aisne and Longwy

with ten infantry divisions and the Montmedy Fortified Sector (SFM, a division-size fortress unit). Freydenburg's army was the most capable formation in GA 2 and it included the elite Corps d'armée colonial (Colonial Corps). Half of Freydenburg's divisions came from North Africa. Although the 2e Armée had no river line to stand behind, the terrain in this sector was hilly and heavily forested, which favoured the defence. In terms of armour, Freydenburg had the 3e DCR and five tank battalions, giving him a total of over 200 tanks. The rest of Prételat's GA 2 was committed to holding the Maginot Line – its only real mission. Général Condé's 3e Armée held the left flank of the Maginot Line with five infantry divisions, while the rest of the line down to the Swiss border was protected by 11 divisions from Général Victor Bourret's 5e Armée and Général August-Marie Laure's 8e Armée. Altogether, Prételat had 27 divisions and about 500 tanks, but he had already transferred his best units to reinforce GA 3, leaving him with the bulk of the remaining low-quality Reserve B infantry units, which the GQG was unwilling to risk again in critical sectors. Inside the fortified sectors of the Maginot Line, there were about 135,000 French troops in 26 fortress infantry regiments and 15 artillery regiments, but these troops were fixed in place and unequipped for any kind of field operations. Thus, more than half the French Army in metropolitan France was assigned to sit on the sidelines during the decisive moment of the campaign.

Weygand tried to re-equip troops returning from Dunkirk and use them to form new units, but there was little stockpiled equipment to dispense. On 27 May, the GQG began forming the first of nine light infantry divisions (DLI) from various sources, including training schools and personnel returning from overseas. The DLIs were small divisions, with just two infantry regiments, a single artillery regiment and a handful of anti-tank guns. Most of the DLIs had negligible motor transport and could only move by train or walking. The DLIs were the first instance in the Second World War of countries forming 'instant' divisions in extremis, but this measure would be repeated by the Soviet Union in 1941 and Germany in 1944–45. These French divisions were

better than militia, but they were still poorly equipped and likely to fall apart quickly in combat. It appears likely that Weygand felt the need for quantity in the line rather than quality, in order to offset the perception of the German numerical advantage, but forming the DLIs was a serious waste of resources. Instead, it would have been more efficient to use the troops put into these divisions to replace losses in the existing front-line divisions and to provide them with some reserve regiments.

Just before the next phase of the German offensive began, the French GQG also made frantic efforts to bring several fresh divisions from North Africa and to return the French troops sent to the Norwegian campaign. The 85e Division d'Infanterie Africaine (DIA) arrived from Algeria and was in reserve on the Seine; two more divisions were en route by sea. Général de division Sylvestre Audet, who had just commanded French forces in Norway, was given command of the 25e CA near Paris and his veteran chasseurs alpins brigades were quickly re-formed into the 40e Division d'Infanterie (40e DI). Two Polish infantry divisions were trained and ready for active service and a Polish tank brigade was nearly ready. However, Weygand's reserves were just a handful of 'leg' infantry divisions, with very limited mobility and firepower. According to Horne, the Germans had 104 'fully manned' divisions against 49 Allied divisions, giving the Germans an overall 2–1 numerical advantage.[6] Other sources claim the Germans had 143 divisions, by counting units mopping up in Holland, the static divisions in Heeresgruppe C and units in reserve in Germany, but this is facile bean-counting. In fact, most of the front-line German divisions had suffered significant casualties which had still not been replaced. For example, Panzer-Regiment 35 in 4. Panzer-Division had suffered 25 per cent personnel casualties among its tank crews in just two weeks of combat, and refilling tank command and platoon leader billets was a challenge for Germany throughout the war.[7] Panzer-Regiment 8 in the 10. Panzer-Division only had 70 per cent of its tanks operational at the start of *Fall Rot* and many were in poor running condition. The actual number of German divisions committed to *Fall Rot* was 90, with 50 in the first echelon. The OKH pulled many of the less-capable reserve and

Landwehr divisions back into reserve and relied upon the ten Panzer-Divisionen and the best of the 1. Welle infantry divisions to finish off France. Weygand had 49 divisions in the area that the enemy intended to attack, but negligible reserves. In other words, the Germans had no significant numerical advantage at the line of contact – but they had a decisive 12–1 advantage in terms of operational reserves.

Having failed to prevent the Luftwaffe from bombing Paris, there was little hope that the AdA could seriously contest enemy efforts to gain air superiority over the battlefield in the forthcoming operation. Vuillemin still had 367 operational fighters and 126 bombers, but his squadrons were sliding into the role of a 'guerrilla air force' rather than a serious contender. The D.520 fighter had demonstrated that it was a significant improvement over the flawed MB.152 and MS.406 fighters, but the Bf 109E was still the best fighter flying over France and there were many more of them. The two French assault groups equipped with the Bréguet 693 ground attack aircraft were probably the best available tactical resource, but they were not enough to be decisive. Nor would the RAF be of much help in resisting the Luftwaffe, with only 30 Hurricanes and 70 Fairey Battles still in France. The optimal manner to use an outnumbered force like this would have been to mass all the bombers and ground attack aircraft into a *corps d'aviation d'assaut* (attack aviation corps) which could be hurled at the point where the Germans chose to make their breakthrough. All available French fighters would similarly be focused on the breakthrough zone, in order to deny the Germans air superiority in the critical sector. However, the AdA could not mass its remaining combat power and instead frittered it away in a series of small-scale operations.

French Aircraft in Northern France (ZOAN/ZOC/ZOAE)

Type	10 May 1940	5 June 1940
Fighters	518/369 (71%)	476/367 (77%)
Bombers	106/71 (67%)	267/126 (47%)
Ground attack	23/23 (100%)	67/55 (82%)
Reconnaissance	421/325 (77%)	237/143 (60%)

French aircraft in northern France (On-hand/Operational)

Unlike Gamelin, Weygand had an excellent idea of where the enemy was going to attack and he tried to make adjustments. On 3 June, he directed Huntziger to form the GA 4 between GA 3 and GA 2, with Freydenburg's 2e Armée and Général Eduard-Jean Réquin's 4e Armée, which inherited the 23e CA from Touchon's 6e Armée. In theory, this move would improve unity of command at a critical point and prevent the Germans from driving a wedge between the two French army groups. In practice, major command alterations like this only added to confusion just before the enemy offensive struck this sector. Weygand also tried to form three operational-level reserve groups to counter-attack the expected enemy breakthroughs: Groupement Petiet behind Altmayer's 10e Armée, Groupement Audet near the boundary of 10e Armée and 7e Armée and Groupement Buisson behind the 2e Armée. In reality, these were only *ad hoc* collections of heterogeneous units that were not concentrated for rapid response and some of their component units, like the 2e DLC and 3e DLC, were committed to the front line before *Fall Rot* began. At best, these units only represented tactical reserves, too small to influence more than a local action.

Lacking reserves, effective air support and any meaningful Allied assistance, the French situation appeared grim. Yet the one critical difference for the defenders was that the shock of the initial German offensive had worn off after three weeks and the enemy would no longer enjoy surprise. Furthermore, most of the French front-line troops along the Somme and Aisne had been exposed to enemy artillery fire and bombing and many were professional soldiers, not unmotivated, poorly trained reservists as at Sedan. The French defence on the Weygand Line was thin, but anchored on regular and colonial units that knew how to fight. Nor would the enemy be able to employ any fancy outflanking manoeuvres or use airborne troops to spread chaos in the rear. This time, the enemy would be forced to mount frontal attacks against a prepared defensive front. Nor was the French High Command dumbfounded by enemy tactics as it had been in

early May – now there was a better understanding of enemy methods and how to slow down their attacks. French front-line morale had stiffened and many units were determined to defend their sectors …

Bock Makes the First Move, 5 June

Hitler had set 5 June as the target date for *Fall Rot* to begin on the Somme front, but Bock found that only Generaloberst Günther von Kluge's 4. Armee was fully ready to attack. Reichenau claimed that his 6. Armee still needed a few more days to recover from the fighting around Lille and Strauß's 9. Armee also requested a delay, so these armies would only make local attacks on the first day of the offensive. Kleist's Panzergruppe was intended to be the exploitation force for Bock, but Kleist was reluctant to commit his Panzers into the constricted bridgeheads until the infantry had gained more ground south of the Somme. Nevertheless, Wietersheim's XIV Armeekorps (mot.) moved into Amiens and Hoepner's XVI Armeekorps (mot.) moved into the Péronne bridgehead. Kluge had his own armour – Hoth's XV Armeekorps (mot.) consisting of the 5. and 7. Panzer-Divisionen – which he would use to create new crossing sites in the area in between Abbeville and Amiens, while the infantry of II Armeekorps broke out of the Abbeville and St Valery bridgeheads. Manstein's XXXVIII Armeekorps would also seize bridgeheads over the Somme west of Amiens. Kluge's intent was to push Altmayer's army back from the Somme, then pierce his disorganized front at several locations with armour in order to effect a breakthrough. Kluge's intermediate objective was Rouen and crossings over the lower Seine.[8]

June 5 began with a muggy, misty morning. Kluge left it up to the individual corps commanders to decide how best to kick off their attacks. In the St Valery-sur-Somme sector, General der Infanterie Carl-Heinrich von Stülpnagel's II Armeekorps began a sporadic artillery barrage around 0330 hours, which continued for an hour. Sunrise was at 0444 hours. Once the first glint of sunlight appeared, Oberst Günther

von Angern's 11. Schützen-Brigade, supported by 12. Infanterie-Division, assaulted the British 154th Infantry Brigade, which held a series of fortified villages 4km south-west of St Valery-sur-Somme. Brigadier Arthur Stanley-Clarke had deployed two of his battalions up front in a series of fortified villages across an 11km-wide front. In some places, his companies were more than 1,000m apart and communications were completely dependent upon wire/telephone back to the supporting artillery and battalion headquarters. The 51st Highland tried to construct a hedgehog-style defence as recommended by Weygand by positioning some individual artillery pieces forward, but the whole idea of '*quadrillage*' was to create strongpoints that were self-sufficient and capable of all-round defence. Unfortunately, the Highlanders did not have a single position that was held in any real strength and had constructed little more than a reinforced outpost line, with individual platoons deployed like beads on a string. General Fortune had 112 artillery pieces available – instead of the standard 72 – as well as the tanks of the composite regiment, but proved unable to stop an enemy attack that was led by infantry. Although British accounts emphasize the wide sector that the 51st (Highland) Division had to hold, Fortune's division had far more troops and firepower than any other Allied infantry division then on the Western Front.

The German infantry conducted a classic infiltration attack at multiple points in company strength and bypassed the British-held villages. In some places the Highlanders put up very stiff resistance but in other places junior officers retreated without orders. By 0700 hours, several of the front-line British companies were isolated and unable to call for artillery fire because their communications wire was severed. Soon, German infiltrators began to close in on the headquarters of the 7th Battalion Argyll and Sutherland Highlanders in the village of Franleu and forced British artillery batteries to displace rearward. The Germans used their mortars and snipers to whittle down the British defenders, who quickly exhausted their own supply of 3in mortar bombs. Based upon Brigadier Stanley-Clarke's request, Fortune committed his division reserve, the 4th Battalion Black Watch, to

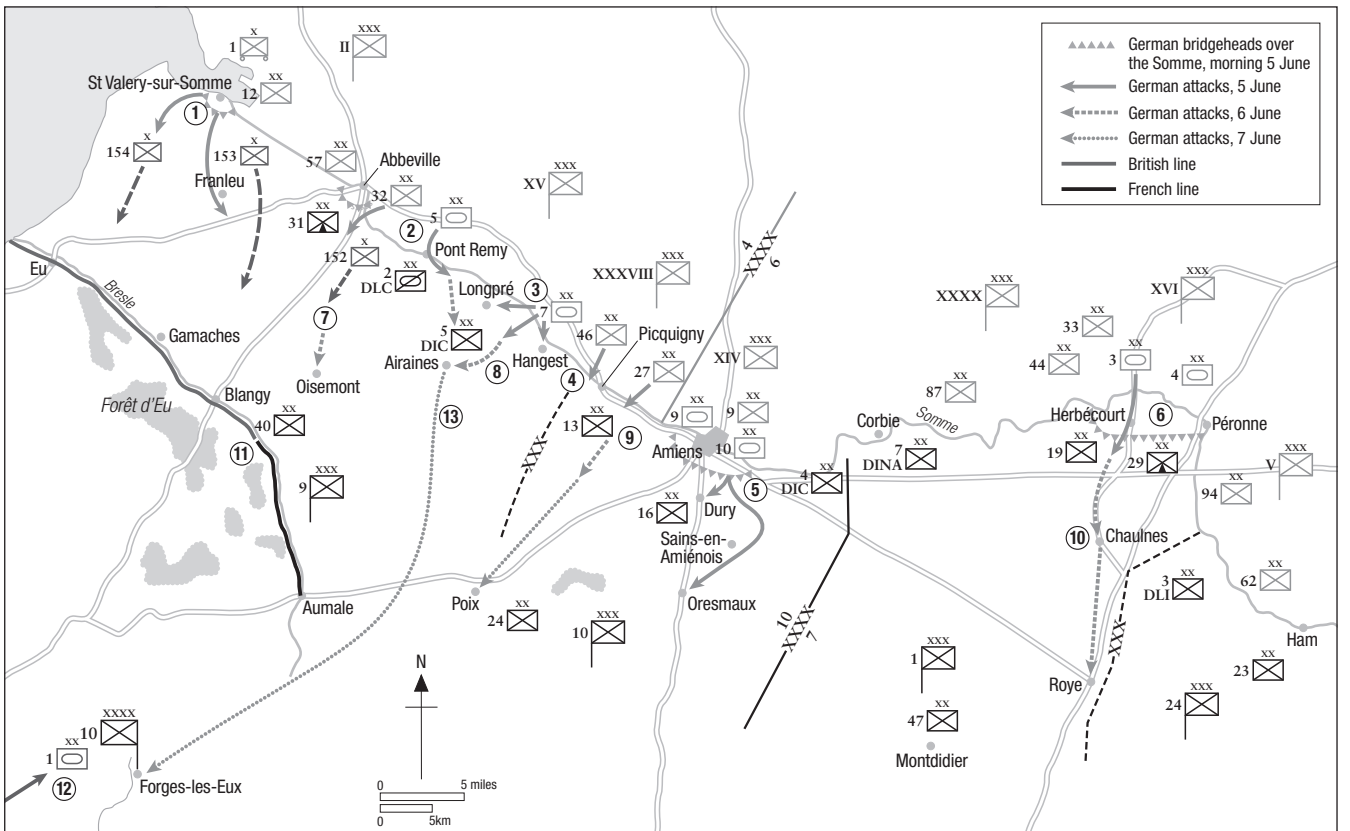
mount a counter-attack to relieve the encircled remnants of the 7th Battalion Argyll and Sutherland Highlanders. However, once it became evident that German infantry were already approaching the Bresle River the 4th Battalion Black Watch aborted the counter-attack. Although a few members of the 7th Battalion Argyll and Sutherland Highlanders later managed to escape back to British lines, the encircled battalion was gradually bombarded into submission and surrendered the next day, having suffered 523 casualties. The 8th Battalion Argyll and Sutherland Highlanders was also quickly sliced apart by German infiltration attacks, but about 200 survivors eventually managed to reach the river Bresle. In a matter of hours, the left flank of the 51st (Highland) Division had been pushed back 11–12km and the 154th Infantry Brigade badly mauled.

Brigadier George Burney's 153rd Infantry Brigade was attacked by the 12. Infanterie-Division and forced back 3–5km, abandoning positions gained south-west of Abbeville. Stuka attacks in the late morning partially interdicted the brigades' retreat route. While the French 31e DIAlp, which held the terrain immediately south of Mount Caumont, held its ground, the British 152nd Infantry Brigade and 1st Lothians and Border Yeomanry (1 LBH) on their right flank retreated under heavy attack from Blümm's 57. Infanterie-Division and the fresh 32. Infanterie-Division. With the 51st (Highland) Division falling back on both flanks, the French 31e DIAlp was obliged to fall back as well. The German II Armeekorps suffered over 600 casualties on the first day of *Fall Rot*.[9] During the night of 5/6 June, a discomfited General Fortune requested that his division be allowed to fall back to make a stand behind the river Bresle. Altmayer agreed, but stipulated that the Highlanders would hold the new line 'at all costs'. It was also decided that the British 152nd Brigade would move behind the 31e DIAlp and rejoin with its parent formation, in order to ease command and control for Fortune. After getting what he wanted from the French, Fortune next sought help from Karslake, who was the most senior British officer in France at that time. When apprised of the losses suffered by

Map key

1) 5 June, the German II Corps attacks out of the St Valery and Abbeville bridgeheads, with the main effort against the British 51st (Highland) Division. Under heavy pressure, the British left flank withdraws to the river Bresle.
2) The 5. Panzer-Division's attempt to cross the Somme at Pont-Remy is initially repulsed by the 2 DLC, but later succeeds.
3) The 7. Panzer-Division seizes a crossing over the Somme, but its advance is fiercely resisted by the 5 DIC.
4) The German XXXVIII Armeekorps seizes bridgeheads across the Somme west of Amiens.
5) The 10. Panzer-Division attacks out of the Amiens bridgehead but suffers heavy losses to French defensive fire. Although German tanks penetrate to the French divisional artillery, many strongpoints remain intact.
6) The 3. Panzer-Division attacks out of the Péronne bridgehead but fails to achieve a breakthrough.
7) 6 June, the German II Corps attacks the British right flank at Oisemont, finally forcing the 51st Highland to withdraw behind the Bresle.
8) Hoth's Panzers destroy the 5 DIC at Airaines, tearing a hole in the front of the French 10e Armée.
9) Manstein's XXXVIII Armeekorps pushes past the 13 I toward Poix.
10) Hoepner's Panzers break through to Chaulnes and advance south toward Roye.
11) The French 9 CA creates a new front behind the Bresle by rushing up its last reserve, the 40 DI.
12) Weygand orders the British 1st Armoured Division to occupy blocking positions behind the Andelle.
13) 7 June, Hoth's Panzers achieve a major breakthrough and reach Forges-les-Eaux, while Manstein's infantry protects their left flank.

German Attacks on the Somme Front, 5–7 June, 1940



the 51st (Highland) Division, Karslake offered to transfer a brigade from Beauman's division, which Fortune accepted.

Although Altmayer was dismayed by the 51st (Highland) Division giving up so much ground on the first day of the enemy offensive, the real problem was developing in the centre of his line, between Abbeville and Amiens. Général de division Marcel Ihler, commander of the 9e CA, had been concerned about this sector, which had only been screened by the badly depleted 2e DLC and 3e DLC. He had ordered Général de division Felix Séchet's 5e DIC to move up and relieve the 3e DLC, but this was not completed until the evening of 4/5 June. On the other side of the Somme, Hoth's XV Armeekorps (mot.) was preparing to cross in this sector. When the sun rose, Generalleutnant Joachim Lemelsen's 5. Panzer-Division tried to cross at Pont-Remy, but alert anti-tank gunners from the 2e DLC knocked out 15 tanks and halted this effort. In retaliation, German artillery reduced Pont-Remy to rubble. Seven kilometres to the south-east, infantrymen from Rommel's 7. Panzer-Division began crossing the Somme on a small railroad bridge that the French had left intact but blocked with obstacles. Rommel's tanks could not cross the bridge until the obstacles were removed, so he sent the infantry from Schützen-Regiment 6 across to clear the other side. A single company from the 5e DIC – Capitaine Husson's 6/44e Régiment d'Infanterie Coloniale Mixte Sénégalais (RICMS) – held this sector, but had no mortars or anti-tank guns. Husson's company managed to slow down Rommel's infantrymen for a few hours and directed artillery fire against the bridge, before being suppressed by mortar barrages. By 0600 hours, German vehicles were flowing across the Somme, soon followed by tanks. However, the constricted nature of the small bridge and the adjoining terrain in this sector forced the entire 7. Panzer-Division to move in one long, snake-like column. Tactically, this was daring but also another example of Rommel's arrogant disregard for the enemy. Sporadic French artillery fire fell around the bridge and one tank threw a track on the bridge which stopped the entire division for 30 minutes. Had even a few Allied bombers attacked this massive traffic

jam, Rommel's packed columns could have been decimated. Once across the bridge, Rommel was forced to slowly thread his vehicles across a rail line and assemble them in La Grande Vallée, while his Schützen advanced west to attack the French-held town of Condé-Folie and southwards to attack Hangest. The 5/44e RICMS put up a very resolute defence in Hangest as did the II/53e RICMS in Condé-Folie. Pushing forward to observe the attack on Hangest, Rommel's command half-track was hit by French machine-gun fire.

Eventually, once he had enough of his division across the Somme, Rommel committed a Panzer-Abteilung, his Kradschützen-Bataillon and the 15cm guns of Schwere Infanterie-Geschütz-Kompanie 705 (Heavy Infantry Gun Company 705) to eliminate the tough defenders in Hangest. Likewise, Capitaine Magnien's II/53e RICMS kept the Germans out of Condé-Folie until the town was smashed by German bombers, then attacked by Pioniere equipped with flamethrowers. Most of the French troops died in Condé-Folie, including Capitaine Magnien. These troops were tough Senegalese tirailleurs, with French officers and NCOs. Even before Hangest was flattened, the rest of Rommel's tanks began fanning out from the river and by 1800 hours reached the fortified village of Le Quesnoy, which was held by the 10/53 RICMS. Once again, the colonial troops put up very determined resistance and were only crushed by point-blank tank fire. By this point, Lemelsen's 5. Panzer-Division had finally gotten across the Somme at Pont-Remy and its vanguard advanced eastwards to establish contact with Rommel's troops near Longpré. However, the 1/53 RICMS held the town and mines blocked the road, preventing a link-up with Rommel that evening.

Interestingly, all of the 5e DIC strongpoints in the Longpré-Hangest sector were just company-size resistance nests, without supporting artillery and very few anti-tank guns. Yet five determined infantry companies had managed to hold off two Panzer-Divisionen for the better part of a day, at a cost of at least 250 killed and hundreds wounded. In every case, Rommel's troops prevailed because of superior firepower from tanks, self-propelled heavy artillery, flamethrowers and

Stukas. Séchet's 5e DIC only had modest artillery support and no tank support, but it had fighting spirit in abundance. Had the French been able to fully establish the *quadrillage* system in this sector with proper anti-tank defences, Rommel's attack would probably have been stopped at the water's edge. As it was, the determined resistance of the Senegalese tirailleurs brought out the worst in Rommel's troops, who murdered a number of captured West African troops in Hangest and Condé-Folie. These were not rabid Waffen-SS troops, but normal Heer troops who during the fighting on the Somme committed a number of atrocities against African troops and the French officers who commanded them.[10]

West of Amiens, Manstein's XXXVIII Armeekorps conducted an assault river crossing across the Somme at dawn with the 27. and 46. Infanterie-Divisionen. The lead assault battalions succeeded in crossing the 30m-wide Somme near Breilly with rubber boats but ran into trouble due to the marshy terrain in this sector, which forced troops to wade through watery areas even after reaching the far side. This sector was defended by the 60e RI from the 13e DI, an active division, but due to the marshy terrain the French had thinned out their defence in this area. A sector that was 8km wide was held by just two French battalions and in some places, there were gaps up to 500m wide between French positions. The commander of the 60e RI kept his third battalion in reserve, in order to respond to any crossing attempts. Once across the river, Manstein's infantry suffered significant losses from French 75mm artillery fire, but succeeded in securing a large enough bridgehead that pioneers could begin construction of small pontoon bridges. By afternoon, the German infantry began overrunning the spread-out positions of the 60e RI, although the French infantry resisted stubbornly. In his memoirs, Manstein pointedly described the French defence on the Somme in racist terms, writing that, 'the enemy fought bravely – the negroes with their characteristic bloodthirstiness and contempt for human life ...' He also claimed that the French artillery was not very effective, even though his troops would have said otherwise.[11]

Inside the Amiens bridgehead, Wietersheim's XIV Armeekorps (mot.) began its attack with an artillery barrage at 0400 hours. Then it attacked with three divisions: 9. Panzer-Division on the right, 9. Infanterie-Division in the centre and 10. Panzer-Division on the left. Général de division Eugène Mordant's 16e DI, a Reserve A formation, was holding a 12km-wide sector but it did have about 45 anti-tank guns (25mm and 47mm), plus 14 75mm guns deployed in the anti-tank role. Mordant had another 118 artillery pieces in support, including 48 corps-level 155mm howitzers. The French had also emplaced anti-tank mines in front of their hedgehogs. In each regimental sector, the French had deployed two infantry battalions forward and one further back, but the only tactical reserve was a company of R35 tanks from the 12e BCC and the divisional reconnaissance group, the 19e GRDI. Each village to a depth of 10km was fortified and defended by at least one or two anti-tank guns.

Generalmajor Ferdinand Schaal's 10. Panzer-Division was the strongest formation in XIV Armeekorps (mot.) and led the initial attack at 0530 hours towards the village of St Fuscien, which was defended by the III/89e RI. Schaal sent the six battalions of Schützen-Brigade 10 against St Fuscien, but the heavy French artillery and automatic weapons fire halted the dismounted German infantry. Contrary to military common sense, Schaal had 'led with his face', leaving himself no tactical reserve, and now his infantry were pinned by heavy French defensive fire and would take hours to pull back and reorganize. When another artillery barrage and Stuka attack failed to silence the French defenders in the town, Schaal decided to bypass the town with the tanks of Panzer-Regimenter 7 and 8, anticipating that the infantry would soon follow. However, the massed Panzers (about 200) ran straight into the 'kill zone' of several concealed French anti-tank gun positions. The French 47mm anti-tank guns had a field day, knocking out eight tanks at ranges up to 500m, and one Pz IV was destroyed by an anti-tank mine. Nevertheless, the Panzers pressed on, overrunning some French anti-tank guns, but losing more tanks. As the lead battalion from Panzer-Regiment 7 approached part of the

16e DI's divisional artillery near the village of Sains-en-Amiénois, it was engaged by four Model 1897 75mm guns from the 5e Batterie of 37e RAD at a range of 500m. Although the German tanks opened fire with cannon and machine gun, the French artillerymen fired 75mm APHE rounds at them in rapid succession, striking several of the nearest tanks. Even with machine-gun bullets striking their gun shields, the French artillerymen remained at their posts, furiously loading and firing. The action lasted only a few minutes and all four French guns were destroyed and 28 of 32 gunners killed, but the battery succeeded in knocking out 12 enemy tanks before it was eliminated.[12]

Continuing to advance southwards, the tanks of Panzer-Brigade 4 managed to reach the French artillery positions around Oresmaux-Grattepanche by 1200 hours, but the only infantry support they had with them was the VI./SR 69 mounted in the new SPW half-tracks. The rest of 10. Panzer-Division's infantry was 6km to the rear, vainly trying to overcome the single French battalion in St Fuscien. Isolated and under heavy fire from all directions, with more tanks falling victim to anti-tank guns and heavy artillery, Panzer-Brigade 4 was in an awkward position. At 1830, Mordant launched a counter-attack with his only reserves, the 19e GRDI and a dozen R35 tanks from 2/12 BCC, in an effort to relieve the threat to his artillery batteries around Oresmaux. The small R35 tanks came on, being hit multiple times by German fire, but only three were disabled and the Panzers were now desperately short of ammunition. Mordant's counter-attack was partly successful in that Panzer-Brigade 4 was forced to suspend its attack until Schützen-Regiment 86 captured Saint-Fuscien, which was not completed until 1900 hours. By dusk, the French *quadrillage* system was still fairly intact in this sector and Schaal opted not to attack the second line of fortified villages until the next day. At the end of the day, the 10. Panzer-Division only had 90 tanks still operational, having lost about 100 knocked out or immobilized by mines. Despite heavy bombardment by artillery and Stukas, followed by tank attacks, Mordant's reservists had succeeded in holding their ground on the first day of *Fall Rot.* In particular, the determination of French artillerymen

and anti-tank gunners to stand and fight to the death stunned the Germans, who had apparently expected the same kind of easy victories that had occurred on the Meuse.[13]

At the Péronne bridgehead, Hoepner's XVI Armeekorps (mot.) began an attack to enlarge its narrow foothold. Unable to commit his entire corps across the river at first, Hoepner initially conducted a limited attack on the first day with just the 3. Panzer-Division and a single infantry regiment from the 33. Infanterie-Division against Général de brigade Fernand Lenclud's 19e DI, an active unit. The 19e DI was deployed with all three of its infantry regiments on line, across a 12km-wide sector, but had no significant tactical reserves. The rightmost sector, anchored on the village of Villers-Carbonnal, was held by Lieutenant-Colonel Villiers-Mors' 22e RMVE, one of three new Foreign Legion units formed during the Phony War. The 22e Régiment de Marche de Volontaires Étrangers (RMVE) consisted primarily of Spanish Republican veterans from the Spanish Civil War and Jewish refugees from eastern Europe.

Hoepner began his attack at 0500 hours with a bombardment from 384 guns, followed by a ground assault at 0540, which focused on a triangle of villages in the centre held by the 117e RI. French defensive fire was heavy, which slowed the German dismounted infantry advance to a crawl, but the 3. Panzer-Brigade rolled over French trenches, bypassed the fortified towns and pushed south towards the French artillery. Due to the disconnect between their tanks and following infantry, the Germans were prevented from using proper combined arms tactics. By 1100 hours, the 3. Panzer-Brigade had reached its initial objectives, 12km in the French rear, but Panzer-Regiment 6 had lost 31 tanks and had no infantry support.[14] German tank companies fought attritional duels with French 75mm guns, with both sides taking heavy losses. Gradually, the Germans used their firepower advantage to assault one French-held village after another, taking Belloy-en-Santerre at 1100 hours, then Berny at 1400 hours and finally Estrées-Deniécourt at 1700 hours. By the end of the day, the French 117e RI was badly mauled in the centre, but the

22e RMVE was still holding solidly on the right flank. On the left flank, the 41e RI had not only repulsed several attacks by the Infanterie-Regiment 104 but mounted a successful local counter-attack with two Chenillette tractors and some infantry, which took 216 German prisoners. By the end of the day, Hoepner had not yet achieved a breakthrough, but the 19e DI had suffered heavy losses and could not sustain this kind of defence for long.

On the left flank of Bock's Heeresgruppe B, Reichenau's 6. Armee conducted some small-scale attacks on the Somme south of Péronne in order to put pressure on Frère's right flank. Near Ham, the 183. Infanterie-Regiment from the 62. Infanterie-Division attempted a crossing of the Somme, but was repulsed by the 3e DLI. About 100 German troops were captured during the failed crossing attempt. However, the main effort was a co-ordinated attack by Reichenau's 6. Armee and Strauß's 9. Armee against the three French divisions defending behind the Oise–Aisne Canal (also the Ailette River). At 0500 hours on 5 June, the Germans attacked at multiple points along the canal, with a total of seven German infantry divisions attacking and three in reserve. The Germans used smoke to obscure the crossing sites, while assault troops crossed the 20m-wide canal in rubber boats. Generalleutnant Fritz Koch's XXXXIV Armeekorps attacked the west–central end of the canal, defended by Général de brigade Henry Martin's 87e DIA, with the 1. Gebirgs-Division and the 72. and 255. Infanterie-Divisionen. The 1. Gebirgs-Division (mountain division) initially sent an infantry battalion, the I./Gebirgsjäger-Regiment 100, across but this unit was clobbered by French artillery, which inflicted 41 dead and 115 wounded. The Gebirgsjäger made more attempts, which finally succeeded, but the division suffered a total of 139 dead and 430 wounded on the first day of *Fall Rot*, which was nearly one-third of the casualties it suffered during the entire campaign in France.[15]

Koch's XXXXIV Armeekorps continued to pound on the 87e DIA all day and the Algerian tirailleurs of the 18e Régiment Tirailleurs Algériens (RTA) were gradually enveloped on both flanks. During the afternoon, the 87e DIA launched a counter-attack with infantry and three FT-17

tanks which resulted in 100 German soldiers captured but this provided only temporary relief. By 1500 hours, German infiltrators succeeded in advancing to a depth of 2–3km, which destabilized the left end of the French line. Several French positions were surrounded and fought on until they ran out of ammunition. In the centre of the French line, the 25. and 290. Infanterie-Divisionen from the XVIII Armeekorps attacked Général de brigade François Hupel's 7e DI; the 290. Infanterie-Division was repulsed with over 1,200 casualties but the 25. Infanterie-Division succeeded in gaining a small lodgement. At the eastern end of the French line, the 50. and 291. Infanterie-Divisionen from the XXXXII Armeekorps made a costly, but successful crossing near Chauvignon and threatened to occupy the high ground of the Chemin des Dames. The only available reserve was a Foreign Legion battalion (III/12e Régiment Étranger d'Infanterie, or REI) and a company of R35 tanks from the 1er BCC, which were used to conduct a spirited counter-attack. Although the Legionnaires prevented the loss of key terrain, the Germans pounded the hapless unit with artillery and Stuka attacks, resulting in the battalion suffering 75 per cent casualties. By the end of the day, the French position on the canal was shaky and there were no more reserves to eliminate any of the German penetrations. However, the four assault divisions from the 9. Armee suffered 2,953 casualties on the first day of *Fall Rot*, including 638 dead or missing.[16]

The AdA committed as much strength as it could to the Somme sector on 5 June, but ran up against strong Luftwaffe fighter sweeps. Around 0730 hours, a Potez 63 was sent on a reconnaissance mission to Amiens, escorted by 15 Hawk H75A fighters from GC I/4. However, they were intercepted by Bf 109 fighters from I./JG 3 and the reconnaissance plane was shot down. Another Potez 63 was sent, escorted by MS.406 fighters from GC III/7, but it too was shot down. Despite inability to gather aerial reconnaissance information about the enemy attacks, the AdA began sending its bombers and ground attack aircraft in to attack the suspected crossing sites. In the morning, three groups of Breguet 691 ground attack aircraft conducted a total of 39 low-level attack sorties against the 3. Panzer-Division in the Péronne

sector but suffered heavy losses from Flak and enemy fighters: five aircraft shot down, four more damaged and six aircrew killed. Around noon, 18 Martin 167F bombers attacked in the Péronne sector, but two were shot down and three damaged. At 1800 hours, 12 DB-7 bombers were sent to the same area, losing just one bomber to Bf 110 fighters. On the German side, Hauptmann Wilhelm Balthasar, commander of 1./JG 1 and a Condor Legion veteran, had a very good day, claiming five victories for himself. Overall, the French lost 34 aircraft, including at least 14 fighters during the course of the day and the RAF lost 2 Hurricanes. By the end of the day, the British AASF was left with only 16 operational Hurricanes in France. Nevertheless, it was also an expensive day for the Luftwaffe; with a total of 38 aircraft lost, including nine Bf 109 and three Bf 110 fighters. Losses were particularly heavy in Luftflotte 3, which opted to conduct several deep strikes against the Châteauroux plant (which built the MB.174 light bomber), Chaumont and Langres. Unescorted bombers from KG 51 and KG 55 suffered heavy losses when intercepted by French fighters.

Hauptmann Werner Mölders, now in command of III./JG 53, had a good morning on 5 June, claiming his 24th and 25th victories, which made him the highest-scoring Luftwaffe fighter ace to date. However, during a late afternoon sweep west of Compiègne, Mölders ran into trouble when his patrol of Bf 109Es was jumped by eight French D.520 fighters from GC II/7. A 23-year-old French pilot, Sous lieutenant Réne Pomier Layrargues, shot up Mölders's Bf 109E and forced the ace to bail out. Layrargues was himself shot down shortly thereafter, but Mölders was captured by French troops. While JG 53 claimed to have inflicted 3–1 losses on the French during the day, the Reich had temporarily lost its top fighter pilot.

Fight without a Spirit of Retreat, 6 June

During the night of 5/6 June, the 51st Highland and French 31e DIAlp managed to recreate a semi-continuous front north of the

Bresle River, but it was obvious that they could not hold off a determined assault. General Fortune importuned his nominal British superior, Lieutenant-General James H. Marshall-Cornwall, who was acting as a liaison at Altmayer's headquarters, to pull the 51st Highland out of the line but this was ridiculous, given that there were no reserves. Altmayer did agree to shorten the 51st Highland's front by 25 per cent by putting the fresh 40e DI into the line on the right flank of the 31e DIAlp. However, by committing the 40e DI, Altmayer was left with no defence-in-depth.

On the morning of 6 June, Stülpnagel's II Armeekorps kept up the pressure against the 51st Highland and 31e DIAlp. However, the German infantry attacks were not pressed as aggressively as on the previous day, in part because it took time to move up their artillery units, which were mostly horse-drawn. Angern's 11. Schützen-Brigade was able to infiltrate some infantry across the Bresle near Eu, but Fortune sent his Composite Armoured Regiment to prevent a major crossing attempt. The tanks surprised one group of German troops on the Bresle and captured 43 prisoners.[17] Brigadier Stewart's 152nd Infantry Brigade took the brunt of an attack from Blümm's 57. Infanterie-Division and the 32. Infanterie-Division which began at 1700 hours, but stubbornly held onto the town of Oisement with help from the Lothians (1 LBH). Stewart was wounded by artillery fire. At 2130 hours, the brigade was allowed to withdraw to the Bresle River, which was accomplished under pressure. Meanwhile, General Karslake arrived at Fortune's headquarters and discussed contingency plans for an evacuation by sea – via Rouen and Le Havre – in the event that the front collapsed. In France, the British Army was always looking over its shoulders for the nearest evacuation port, which French liaison officers were quick to note.

Altmayer did not like what he was hearing from Fortune, but the real problem was developing south-east of Abbeville, along the boundary between Ihler's 8e CA and Grandsard's 10e CA. By the morning of 6 June, Séchet's 5e DIC was still holding a few hedgehogs near the Somme in the towns of Conde and Longpré, but it no longer

could stop either Lemelsen's 5. Panzer-Division or Rommel's 7. Panzer-Division from advancing to the south. Both infantry regiments, the 44e RCIMS and 53e RICMS, were virtually destroyed and Rommel's tanks had overrun a battalion of 75mm guns. In this critical sector, the French had very little firepower, but plenty of courage. German artillery and bombers smashed these towns into burning rubble and the survivors eventually surrendered. The one key point Séchet's troops still held was the town of Airaines, situated at an important four-way crossroads. The Germans needed this crossroad taken as soon as possible and Rommel's 7. Panzer-Division had already bypassed it. However, the French garrison in Airaines was substantial, consisting of Commandant Seymour's 1/53e RICMS and one artillery battery, and German supply columns could not reach Rommel's vanguard until the crossroad was cleared. At dawn on 6 June, elements of Lemelsen's 5. Panzer-Division attempted to parley with Seymour under a white flag but once it was clear that the French would not surrender, they reportedly told him, 'we will annihilate you'.

After a brief artillery bombardment, the 5. Panzer-Division attacked the northern part of Airaines with infantry. This section of the town was held by the 5e Compagnie under the command of Capitaine Charles N'Tchorére; a 35-year-old from Gabon who was one of the few African officers in the French Army of 1940. N'Tchorére's company repulsed Lemelsen's infantry and drove them from the village – this did not sit well with the Germans. For the time being, the 5. Panzer-Division settled down to besieging the town, while the bulk of their armour and motorized infantry pushed south into the vacuum south of Airaines. Although the French 2e DLC and 3e DLC attempted to establish blocking positions, Rommel ordered his tanks to move cross-country, avoiding towns and other likely chokepoints. Consequently, Hoth's two Panzer-Divisionen drove a wedge into the French front which unhinged the right flank of Ihler's 9e CA. Altmayer did have two mobile armoured units in reserve, but they were never in the right place at the right time. The tanks of Colonel Perré's 2e DCR were used to

reinforce the screening efforts of the two DLCs, but their positions were bypassed as well. Evans' 1st Armoured Division had managed to assemble 92 tanks (43 cruiser, 42 Mk VI and seven new Matilda IIs) south of the Bresle, which Altmayer wanted to use to mount a flank attack before the enemy Panzers reached Rouen.[18] In the meantime, Altmayer relied upon air attacks and artillery to try to slow the German motorized columns. Grandsard's 10e CA was in trouble after Manstein's XXXVIII Armeekorps surged out of its bridgehead at Breilly and crushed the remainder of the 60e RI, widening the gap in the French front. By evening of 6 June, the remainder of Baudouin's 13e DI was given permission to fall back, which allowed Manstein's infantry to advance and occupy Poix.

Wietersheim's XIV Armeekorps (mot.) continued to pound on Mordant's 16e DI south of Amiens, until it was finally compelled to fall back to the Essertaux–Ailly road and dig in with its remaining infantry and artillery. After suffering heavy tank losses on the first day of *Fall Rot*, both the 9. and 10. Panzer-Divisionen were less bold on 6 June, preferring to mop up the remaining French positions that had been bypassed. The retreat of the 16e DI exposed the left flank of the 4e DIC, north of Ailly, but both that division and the adjoining 7e DINA refused to yield any ground.

Hoepner's XVI Armeekorps (mot.) finished crushing the last remnants of the 117e RI around Ablaincourt by 0615 hours, but Schützen-Brigade 3 encountered extremely stiff resistance from the Foreign Legionnaires of the 22e RMVE at Villers-Carbonnel. The 3. Panzer-Division's tanks were blocked until noon by a company-size French hedgehog in Chaulnes, which was blasted by artillery and Stukas. Once the strongpoint in Chaulnes was eliminated, the 3. Panzer-Division pushed southwards, advancing 14km by 2030 hours. Hoepner's forces also pushed eastwards with the 4. Panzer-Division, overrunning the left flank of the 29e DIAlp near St Christ Briost and isolating other positions. Early in the day, Frére had ordered the 1ère DCR committed to help stem Hoepner's advance and to relieve some of the pressure on the French 1er CA. However, since the

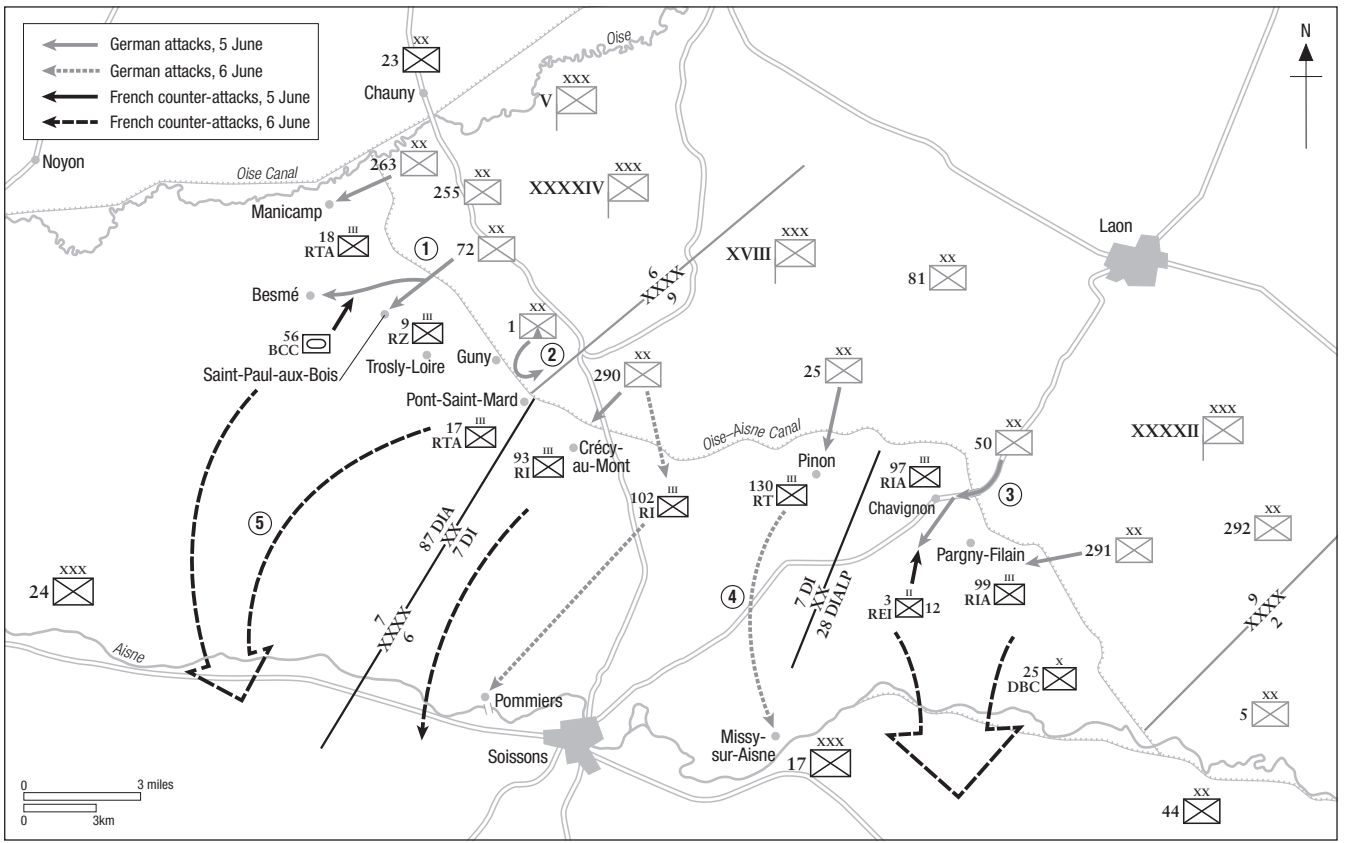
Map key

1) 5 June, the German XXXXIV Armeekorps gradually overwhelms the French left flank, despite local French counter-attacks.
2) The 1. Gebirgs-Division is initially repulsed with heavy losses, but finally succeeds in seizing a bridgehead across the canal.
3) The German XXXII Armeekorps crosses the canal near Chauvignon but is stopped by a French counter-attack.
4) 6 June, the German XVIII Armeekorps masses against the 7 DI and destroys two of its regiments, then advances by nightfall to the Aisne.
5) With the center of the front broken, the French units withdraw to the Aisne.

1ère DCR was located 50km south of the battle area, it required most of a day to move its three tank battalions towards the front. The lead elements of the 25e BCC (R35/R40 tanks) encountered the 3. Panzer-Division near Roye and lost 15 tanks. The Char B1 bis tanks of the 28e BCC were bombed by the Luftwaffe and many of its tanks were damaged or immobilized. Nevertheless, the 1ère DCR managed to launch a small-scale counter-attack with its remaining tanks which helped troops from the 29e DIAlp to withdraw. By nightfall, Hoepner's Panzers were close to breaking through the front of the French 1er CA and were poised to capture the road junction at Roye.

On the Oise–Aisne Canal, Reichenau's 6. Armee and Strauß's 9. Armee increased their attacks. Strauß had strong artillery support, including one battalion of 21cm Mörsers, six battalions of 15cm howitzers, three battalions of 10cm guns and one battalion of 105cm howitzers – altogether about 126 artillery pieces in addition to his divisional artillery.[19] The 87e DIA was under severe pressure from three German divisions but managed to hold its ground for most of the day, at great cost. The 9e Régiment de Zouaves (9e RZ) suffered 1,163 casualties in two days of fighting. Hand-to-hand fighting occurred around the French strongpoints, which were gradually isolated by enemy infiltration. The 1. Gebirgs-Division suffered heavy

Battle of the Oise–Aisne Canal, 5–6 June, 1940



casualties attempting to turn the 87e DIA's right flank and was stopped. Ruoff's V Armeekorps also suffered heavy casualties; the 94. Infanterie-Division suffered almost 800 casualties over a three-day period.[20] However, Speck's XVIII Armeekorps achieved a major breakthrough in the centre, thanks to powerful artillery and air support, which demolished two of the 7e DI's three infantry regiments. By evening, the 290. Infanterie-Division had reached the Aisne west of Soissons, while the 25. Infanterie-Division not only reached the river east of the city but managed to secure a small bridgehead on the southern side. With the centre of their line disintegrating, all three French divisions were obliged to abandon their positions and conduct a precipitous retreat across the Aisne. Touchon had positioned the 8e DI at Soissons to hold the Aisne, but this division included four training battalions and troops taken from fortress units. The only reliable troops in the 8e DI were the two remaining Foreign Legion battalions of Lieutenant-Colonel Besson's 12e REI (30 per cent were Spanish Republicans, 30 per cent German Jews and the rest Italian and Polish), but the regiment was assigned a ridiculous 12km-wide sector of the river to defend. The troops retreating across the Aisne were disappointed to find that defensive preparations in this sector were totally inadequate. The French government had decided to evacuate most of the civilian population of Soissons, which was a mistake, since civilians could have been drafted to help dig trenches and establish obstacles around their city. From the German point of view, not only had they won the Battle of the Oise–Aisne Canal in just two days, albeit at the cost of several thousand casualties, but they had done it without the assistance of any Panzer-Divisionen.[21]

The AdA conducted about 220 fighter sorties on 6 June, mostly in the Amiens, Péronne and Soissons sectors. At least 14 French fighters and eight fighter pilots were lost, but they managed to shoot down 12 Bf 109 fighters, six Bf 110s and two bombers. The AdA flew over 60 bomber sorties, mostly in the Péronne sector, in an effort to halt the breakthrough of Hoepner's XVI Armeekorps (mot.). Based upon

orders from the General Staff, the French bomber pilots were instructed to attack at a height of no more than 500m in order to achieve surprise, but this exposed the crews to a terrible amount of enemy Flak fire. At 1500 hours, seven LeO 451 bombers from GB I/11 and GB II/23 tried to attack armoured columns reported near Chaulnes, but their fighter escort failed to show up and the unescorted bombers were savagely attacked by Bf 109 and Bf 110 fighters; all seven LeO 451s were shot down. Another unit, GB II/12, attacked and lost three out of four LeO 451s. The faster American-built bombers had better luck; groups equipped with the Martin 167F made 25 sorties and lost only two bombers, while the DB-7 bombers made nine sorties and suffered no losses. However, the only French raid that did any real good was a strike by eight Breguet 691s which caught 3. Panzer-Division refuelling north of Chaulnes; the Germans admitted that 'painful casualties were taken' from French air strikes. Altogether, the AdA lost 17 bombers on 7 June. The AASF flew a small number of fighter sorties in the Abbeville sector, claiming two enemy aircraft for the loss of three Hurricanes. In addition, the RAF flew 36 Blenheim bomber sorties from bases in England to support the defence along the Bresle River, with five bombers lost.

Hoth's Breakthrough, 7 June

Ihler's 9e CA had managed to stabilize a line behind the Bresle River by the morning of 7 June and the fresh 40e DI was able to anchor the line at Aumale, which meant three Allied divisions had to hold a 45km-wide sector. Brigadier Frederick Moran's support group from the 1st Armoured Division, which had been detached from its parent division, was deployed to screen some of the gaps on the right. However, the relative stability of the Bresle line was now irrelevant because beyond Aumale the right flank had been torn asunder and a 20km-wide gap between Altmayer's two corps created by the advance of Hoth's XV Armeekorps (mot.). Most of the 5e DIC had been

obliterated, but Commandant Seymour's 1/53e RICMS managed to hold out in Airaines for most of the day, which greatly irritated Manstein's troops, who were mopping up French resistance centres in the wake of Hoth's Panzers. When their ammunition was exhausted, the French battalion finally surrendered. The African troops suffered badly at the hands of the vengeful German troops, likely from the 46. Infanterie-Division, and many prisoners were shot out of hand. Capitaine N'Tchorére was shoved up against a wall and shot in the head.

Bypassing resistance centres, Lemelsen's 5. Panzer-Division and Rommel's 7. Panzer-Division advanced to the south-west against negligible opposition from the fragments of French light cavalry divisions and Morgan's support group. Thanks to a captured operational order acquired from a dead German officer, Altmayer knew that Hoth was heading for Rouen, but there was precious little he could do to block this. Beauman's improvised division held a fallback line along the Béthune River, which could support a withdrawal by the 9e CA, but it was not strong enough to hold off a Panzer-Division. The logical course of action was to immediately order Ihler's 9e CA to fall back towards Le Havre, where it could be supplied or evacuated by sea. In order to buy time, Altmayer intended to use the British 1st Armoured Division, with its 78 remaining tanks, to launch a counter-attack against Hoth's flank before he reached Rouen. Unfortunately, Weygand arrived at Altmayer's headquarters in Lyons-la-Forêt on the evening of 7 June and quashed any ideas of retreating or using British armour in a counter-attack role. Instead, he said that this was 'the decisive battle of the war' and ordered Altmayer to hold his ground. He said, 'continue the battle of the Somme, continue holding at every point where you are, I need until 15 June to effect my plan.'[22] In a fine display of micro-management, he also ordered Evan's 1st Armoured Division and Petiet's fought-out 3e DLC to establish a 15km-wide defensive front behind the Andelle River to block the approaches to Rouen. When Evans protested that his unit was ill-suited for a defensive mission,

Weygand sarcastically told him that 'if he could not stop the enemy with his tanks, he must do so with his bare hands and bite him like a dog'.[23] As a sop to Altmayer, he provided the 10e Armée with a token reinforcement – the 17e DLI, a unit that was still in the process of re-forming with evacuees from Dunkirk.

Weygand's order was utter nonsense, based upon the troops available and the nature of the terrain. A mish-mash of lightly equipped troops and some thin-skinned tanks, spread out to cover all possible crossing sites, could not possibly stop or even seriously delay two German Panzer-Divisionen. The Andelle itself was little more than a stream, and could not pose a serious obstacle. Nor did Weygand have any 'plan' that would materialize in a week. While a counter-attack by the 1st Armoured Division could not stop Hoth's Panzers, it might have caused the Germans to slow down to deal with the threat to their flank, thereby gaining some time for at least part of Ihler's corps to withdraw towards the Seine. Instead. Weygand's mental inflexibility handed the Germans a tactical triumph on a silver platter. By the end of the day, Rommel's Panzers fought their way past French rearguards into Forges-les-Eaux, just 35km north-east of Rouen. A British armoured patrol was stunned to bump into Rommel's vanguard and two Mk VI light tanks were knocked out. Ihler's 9e CA was now in serious danger of being isolated against the coast. Weygand would disingenuously refer to Hoth's breakthrough as a 'tactical accident'.

In a desperate effort to delay Rommel's advance, the GC I/6 sent three MS.406 fighters at 1800 hours to strafe German motorized columns spotted near Forges-les-Eaux. Lieutenant Svatopluk Janouch, a 27-year-old Czech pilot, described the action:

> I spotted the assigned area in front of me and then I kissed a small gold cross, a gift from my mother. Already the enemy Flak was starting to target us. The motorized column raised dust off the road. We dived on the tail of the column. The cannon sounds. The Germans jumped out of their vehicles to disperse in the ditches and fields. What a panic! But they deserved it! Already two vehicles are in flames. Farther on, we are

going to sow panic in another column. But this time the Germans reply: bullets are flying around us and explosions of light Flak shells are appearing. I'm already over the column. Turning around, I see a plane in flames crashed in a field; I can still see the tricolour cockade. Again the flames devour a young life: it is Lieutenant Paturle. A new column soon appeared in the distance. One idea obsesses me: to kill, to revenge before they have my skin. I fly as near as possible to the ground to escape their fire for as long as possible. Dust flies ... the column is in a village. The Boches will not be able to scatter themselves in the fields. They shoot. Already there is a hole in my wing, but it does not matter. No way to escape: we are shot at from all sides. Where do they get all this ammunition? Again an impact on the wing. There are only two vehicles in flames and already my cannon is empty.

Where is Sergeant [Emil] Bendl? He's there. To my right, at the same altitude and he seems to pass me. I see his head and he beckons me. A glow reached my cockpit: I look at the instruments on board, then again to the right. My heart stops for a moment: Bendl's head disappears in the smoke of his plane, which in a matter of seconds is transformed into a mass of flames, slowly descending towards the ground. Bendl was doing his first mission today. It was also his last.

My plane is still manoeuvrable, but it seems to have lost speed. A new column appears before me. In my sights, I see a large car with at least a dozen officers with silver braid. My heart vibrates with hatred and vengeance when I press the trigger of the machine guns. The bullets lift the dust off the road. The car stops and catches fire. Among the passengers, no one moves. But I cannot make another pass because my machine guns are empty.

With the sun on my right, I head toward French lines, but the firing continues. Finally I leave this hell. More Flak, the sun still to the right, but the engine overheats, the plane is increasingly difficult to maneuver. The cockpit is in dire condition. I feel very tired. On the floor, I see blood. I open the canopy. It is only at this moment that I feel a pain in the left leg. Again, the pain takes hold of me. I think of jumping in a parachute. But I realize that if I am hurt, I will not be able to walk. The

> paths are full of fugitives and the Germans are not far away. So I stay in the plane. I finally arrive at our airfield where I manage, not without difficulty, to land. A wheel breaks at the end of the runway. The mechanics help me get out of the plane, which is riddled by machine-gun bullets and five cannon rounds. One hole in the cabin, another in the tail, three in the wings. Later, I woke up in a clean bed at the Château de Vincennes hospital.[24]

Meanwhile, Grandsard's 10e CA had refused its collapsing left flank south of Amiens, but was still able to slow the progress of Wietersheim's XIV Armeekorps (mot.). Grandsard pulled Mordant's battered 16e DI out of the line and replaced it with the 24e DI. By a miracle, the 4e DIC managed to keep Ailly for another day. Frère's 7e Armée had taken a pounding and Sciard's 1er CA was forced to abandon Roye and pull back south of the Avre River. The 29e DIAlp was replaced with the 47e DI, in an effort to stabilize the front. Parts of the 19e DI, including the 22e RMVE in Villers-Carbonnel, still held out north of the Avre, but their strongpoints were being overwhelmed one by one. The Foreign Legionnaires fought with great determination and refused to surrender; by the time the 22e RMVE was crushed, it had suffered nearly 70 per cent casualties. Yet despite the relative success of Hoepner's XVI Armeekorps (mot.), the OKH was perturbed by the heavy losses in this sector and had decided to transfer this formation to reinforce Rundstedt's offensive which would soon begin. Although he did not know it, the resistance of Frère's 7e Armée had succeeded in convincing the Germans to redirect one of their armoured corps – a singular achievement for any army prior to late 1941. Nevertheless, Frére deployed his only remaining reserves – the 85e DIA and the 4e DCR – near Beauvais to block the direct route to Paris.

After their victory on the Oise–Aisne Canal, Reichenau and Strauß moved quickly to exploit their success. Frère's 7e Armée was pulling back its right flank, which provided an opening for General der Infanterie Richard Ruoff's V Armeekorps to make a full-scale attack along the Oise River valley with three divisions – its objective was the

city of Noyon. The 23e DI put up very stiff resistance but was pushed back towards the city. Fougère's 24e CA committed its only reserve – the Renault R35 tanks of the 1er BCC. The tanks assisted the French infantry to withdraw under fire but a complete company was destroyed by enemy anti-tank weapons.[25] The retreating French troops attempted to make a stand in the streets of Noyon, but by evening the German 263. Infanterie-Division had occupied most of the city. The loss of Noyon further unhinged Frère's defence. On the Aisne front, Koch's XXXXIV Armeekorps seized a crossing over the river west of Soissons, while Speck's XVIII Armeekorps expanded its bridgehead east of the city. The 8e DI, even with some help from the decimated 7e DI, was unprepared to deal with a simultaneous pincer attack.

On 7 June, the AdA conducted about 140 fighter sorties, losing 17 fighters (including six on the ground) and six pilots. In return, the AdA managed to destroy ten Bf 109 fighters, one Ju 87 Stuka and five bombers. The AdA was able to fly 71 tactical bomber sorties over the Somme sector, mostly against German motorized columns. Some of the Breguet 691 aircraft flew as low as 5m above German columns; this tactic was disconcerting to the Germans but led to the loss of five of the ground attack aircraft. The AéroNavale even used Latécoère 298 seaplanes to bomb German columns south of Abbeville. However, the French lost another 11 bombers (including two on the ground) and a sortie/loss rate of 12 per cent was clearly unsustainable.

French bombers also made a total of 11 night sorties over Germany, including the first Allied raid on Berlin. The AéroNavale prepared a single twin-engine Farman NC.223 bomber (the 'Jules Vernes') at Bordeaux-Merignac for the raid, which flew a wide detour over the North Sea and approached the German capital from Denmark. This was the longest combat bombing mission flown to date – over 3,000km round-trip. The aircraft succeeded in dropping a 3-tonne bomb-load (eight 250kg HE and 80 10kg incendiary bombs) on Berlin's suburbs and then successfully returning to its base. While these pin-prick raids had no direct military value to the campaign in France, they showed French willingness to hit back and the fact that French military

technology was still competitive with other first-rate militaries.

The RAF in France had a very bad day on 7 June. Once *Fall Rot* began, Fighter Command allowed a token reinforcement of 12 additional Hurricane fighters to be sent to France (one six-plane flight each from No. 43 and No. 601 Squadrons) to replace losses. Yet no fewer than 11 Hurricanes were shot down over the Lower Somme region, against the claim of four Bf 109Es shot down. Two additional Hurricanes were lost through accidents, including the Hurricane flown by the RAF's top ace, Flying Officer Edgar 'Cobber' Kain of No. 73 Squadron. Kain was due to fly back to England but decided to impress his squadron mates with a ridiculous low-level aerobatic stunt over his runway; instead he accidently flew into the ground and obliterated himself. The RAF was left with less than a squadron's worth of operational fighters in France.

Belated Withdrawal, 8 June

Early on the morning of 8 June, Altmayer and his staff piled into cars and abandoned the 10e Armée headquarters in Lyons-la-Forêt, leaving their subordinate formations with minimal command and control. Unaware where Altmayer had gone, Ihler was able to contact Besson's GA 3 headquarters, who informed him the 9e CA was now directly subordinate to army group headquarters.

On the Bresle River front, General Fortune had received the 'A Brigade' from the Beauman Division and was preoccupied with mopping up small groups of German infiltrators who had made it across the river and into the woods. The opposing German II Armeekorps was satisfied with just probing actions in order to keep Ihler's 9e CA fixed, so it made no effort to cross the river in force. Consequently, Ihler's 9e CA was able to stabilize a continuous line behind the Bresle and then refused its flank as far as Neufchâtel. However, Weygand's order to form a line along the Andelle never materialized. The Germans were quick to realize how little was in front

of them and both of Hoth's Panzer-Divisionen attacked at dawn on the morning of 8 June. Lemelsen's 5. Panzer-Division began probing Allied positions near Serguex and quickly overran a company of the 2/6th East Surreys from Morgan's Support Group and several 2-pounder anti-tank guns. Intermixed elements of the Beauman Division, Evans' 1st Armoured Division and the 3e DLC fought delaying actions near Forges-les Eaux and at Sigy-en-Bray, but the Germans quickly called in the Luftwaffe, which turned Sigy and Neufchâtel into burning rubble. Hoth's divisions also had artillery support, which they used to suppress Allied defensive positions, whereas the Allies had very little artillery left in this sector. After some initial difficulty in getting across the Andelle, Rommel soon captured an unguarded bridge at Normanville and pushed his vanguard across this minor obstacle. Simultaneously, the 5. Panzer-Division advanced southwards from Serguex and it was soon clear that Beauman's Division, reduced to only two brigades, could not remain where it was without being crushed by the advancing Panzer-Divisionen.

Karslake ordered the Beauman Division to withdraw to Rouen, but he did not have authority over any other combat units, even the British ones. Recognizing that his corps was about to become isolated, Ihler appealed to Besson, who managed to elicit a last-minute approval from Weygand to withdraw the entire 9e CA to Rouen. Ihler quickly came up with a plan to leap-frog his divisions back to the Béthune, then to Rouen. The first units to retire to the Seine were the Composite Tank Regiment and Morgan's Support Group; moving southwards, the British tanks bumped into the vanguard of 5. Panzer-Division near Vieux-Manoir. A lively tank action ensued, but the British tanks succeeded in disengaging and crossing the Seine east of Rouen. Likewise, Morgan's Support Group escaped. However, the rest of the 9e CA could only retire at the speed of the slowest elements and both the French infantry divisions in the corps were non-motorized. General Fortune preferred to retire towards Le Havre but Weygand – with the concurrence of General Sir John Dill, the new CIGS – rejected this idea and insisted on a

withdrawal to Rouen. Unfortunately, Hoth's Panzers were already between Ihler's 9e CA and Rouen.

If Rouen was lost, the Germans would gain a foothold over the Seine and the retreat route of the 51st (Highland) Division would be blocked. Recognizing the importance of retaining Rouen and the Seine crossings, Karslake directed Beauman to establish blocking positions to delay the enemy advance and assemble boats to enable the 51st (Highland) Division to cross the Seine elsewhere if necessary. Three infantry battalions were available for the task, but all were lightly equipped. Two TA battalions left from the decimated 46th Infantry Division, the 2/4 King's Own Yorkshire Light Infantry (2/4 KOYLI) and the 2/6 Duke of Wellington's, were assigned to defend several bridges along the Seine east of Rouen. French engineers were detailed to prepare the bridges for demolition. The most dangerous task – delaying Hoth's Panzers from reaching Rouen – was assigned to a provisional battalion formed from new recruits. Major Alexander Syme, a regular officer, took charge of this *ad hoc* unit and marched it 6km north of Rouen, where he established a blocking position at the town of Isneauville. With his two brigades retiring behind the Seine, Beauman gave Syme four 2-pounder anti-tank guns, two machine-gun platoons and a small number of mines to reinforce his position. Around 1600 hours, the *Vorausabteilung* (advance battalion) of Lemelsen's 5. Panzer-Division came straight down the main road and ran into Syme's blocking position. Some accounts suggests that the Germans had placed a captured French tank at the front of their column as a deception effort, but so many German vehicles were dropping out from mechanical failure at this point that they were pressing captured vehicles into service to maintain momentum. In any case, the lead German tank platoon managed to get past the roadblock but was then shot up by the anti-tank guns. An attempt to outflank the strongpoint resulted in more tanks immobilized by mines and direct fire. Syme was able to conduct a retrograde movement under fire – an extremely difficult undertaking even for veteran troops – and fell back to a secondary position where he was able to repulse a third German assault. As usual, the Germans brought their firepower advantage into

play, calling for artillery and Stukas. Having disabled about 15 German armoured vehicles and inflicted delay on the 5. Panzer-Division, Syme decided to withdraw during a lull in the fighting. He marched his battalion back to Rouen and crossed the Seine. During the late afternoon and evening of 8 June, Beauman's two brigades crossed the Seine west of Rouen and assembled south of the city.

Lemelsen's infantry cautiously probed into the northern outskirts of Rouen during the evening, but did not press hard. A battalion of French recruits fought a delaying action in Bois-Guillaume. Other small units were deployed north of the river to delay the Panzers. Meanwhile, Ihler's Corps was falling back to the Béthune, but now knew that the route to Rouen was already blocked.

While the left wing of Altmayer's 10e Armée was being pushed back to the Seine, the right wing – Grandsard's 10e CA – was retreating to Beauvais, under pressure from Manstein's XXXVIII Armeekorps on its left and Wietersheim's XIV Armeekorps (mot.) on its right. Grandsard's five divisions, including 2e DCR and 4e DCR, were being slowly pushed back by five German divisions. As Grandsard's corps retreated, Frére was obliged to pull back his own left flank, Sciard's 1er CA, which had actually managed to hold its ground. After four days of fighting, Weygand's gamble to make a stand on the Somme had clearly failed.

Nor was the situation much better on the Aisne, where the Luftwaffe bombed Soissons and set the nearly empty city alight. Speck's XVIII Armeekorps was across the Aisne in strength and pushed against the city from the east. On the morning of 8 June, the French attempted a counter-attack near Serches with a battalion of chasseurs alpins and a company of AMC 35 cavalry tanks to try to slow the advance of the 25. Infantry-Division. However, German anti-tank fire disabled four French tanks and the infantry were decimated by mortar fire and machine-gun fire, repulsing the counter-attack. A Foreign Legion battalion, the II/12e REI, made a determined stand in the city centre, but the German 290. Infanterie-Division crossed the Aisne in two more places during the afternoon, threatening the city from the north-west

and the north-east. By 1700 hours, the Germans were fighting their way into the city and the remaining French troops withdrew before their escape route to the south was severed. During the fighting in the city, Generalleutnant Max Dennerlein, commander of the 290. Infanterie-Division, was seriously wounded. The sudden loss of Soissons was a major defeat for Touchon's 6e Armée. One of the underlying reasons for the rapid success of Strauß's 9. Armee was that Weygand's *quadrillage* system was designed to emphasize anti-armour tactics but was ill-suited for stopping enemy infantry infiltration attacks.

Due to the enemy success along the Aisne, the AdA was forced to divert some of its resources away from the Somme and Rouen sectors to deal with this other crisis. The AdA continued to contest the airspace over the battlefield, flying about 200 fighter sorties which probably shot down 14 enemy aircraft, including seven Ju 87 Stukas. At least 12 French fighters were lost, including two destroyed on the ground. The AdA also continued to hurl its bomber force into battle in an effort to stem enemy advances, by flying over 110 bomber sorties, mostly against enemy motorized columns, resulting in the loss of ten bombers. In addition, the AéroNavale flew a total of 60 sorties to assist the defence of the Seine. Given the steady depletion of the AASF, RAF Fighter Command finally agreed to send two more Hurricane units to France – No. 17 Squadron and No. 242 Squadron (Canadian) to provide some air cover over the Somme region. During the day, RAF fighters claimed two Bf 109s and two bombers, but lost a total of six Hurricanes.

Rouen Falls and the End of the 9e Corps, 9–12 June

Général de division Gaston Duffour, a 65-year-old infantry officer, had been recalled out of retirement at the start of the war and put in charge of the military region around Rouen. Weygand had ordered him to defend the lower Seine (designated as the SDBS or *Secteur Défensif de la Basse Seine*) with any forces available. Thus, Groupement Duffour was virtually conjured out of thin air. Unfortunately, aside

from the 31e Régiment Régional and its six obsolete FT-17 tanks, Duffour had very little to work with – it was Amiens all over again. He had a mixed variety of training, engineer and anti-aircraft units in Rouen, along with two infantry regiments (one each from the 17e and 236e DLI) and the 126e GRDI, plus two 75mm artillery groups. Somehow even a Polish anti-tank battery ended up in Rouen.[26] However, Duffour had almost no staff, little means of communicating with these disparate elements and no time to form them into a cohesive team. At best, he could order various units as they appeared to go and defend this or that bridge and hope that they did. Nor could he expect much co-operation from the British units around Rouen, most of whom had headed south after crossing the Seine.

In an effort to prevent French reinforcements from reaching Rouen, the Luftwaffe conducted several battlefield interdiction attacks against major regional train hubs. The city of Évreux, 50km south of Rouen, was devastated by a major bombing raid against its train station, which burned out the centre of the city and killed 560 people. As a result of this raid, a train heading for Rouen with the 236e DLI's other infantry regiment was delayed. However, the Luftwaffe also bombed a train at Gisors, 50km east of Rouen, which was moving 260 German prisoners away from the fighting; eight prisoners were killed and 25–30 wounded.[27]

The only bright spot for the French was that the GQG decided to send Duffour four of the newly formed motorized cavalry groups (*groupes francs motorisés de cavalerie*, GFC) to defend the lower Seine. The GFCs had been formed in early June from the survivors of the division-level reconnaissance units (GRDIs) lost in Belgium. Although only consisting of 180–250 troops, the GFCs were true combined arms teams and led by young, aggressive officers, indicating that the French Army was learning quite a bit about modern warfare. All of the enlisted soldiers in the GFCs were volunteers. Each group consisted of a platoon of tanks, a platoon of armoured cars, motorcycle reconnaissance troops, mortars, heavy machine guns and motorized anti-tank guns. The GFCs also received some of the new AMC 35 cavalry tanks, armed with a 47mm gun and the only French tank in 1940 with a two-man turret;

this tank was faster and better armed than the German Pz III Ausf E. The GFCs were designed to be highly mobile and well endowed with organic firepower. When four GFCs arrived at Rouen on 8 June, Duffour assigned each one to screen some of the bridges along the Seine. The 4e GFC, led by Capitaine François Huet, was assigned to defend two bridges on the Seine east of Rouen, near Pont-de-l'Arche. The British 2/4 KOYLI was also assigned this sector.

During the night of 8/9 June, Rommel had pushed his vanguard, the Kradschützen-Bataillon 7 and five tanks, towards the two bridges at Elbeuf, south of Rouen. Fatigue was becoming a factor for the German troops, but Rommel continued to push them onward regardless. Around 0300 hours, his vanguard reached Elbeuf, but when they tried to rush the bridges, alert French engineers detonated both of them. His tired troops would probably have been happy with taking a break right then and there, but Rommel quickly turned them around and headed 10km east, towards the bridges at Pont de-l'Arche and Le Manoir. Capitaine Huet's 4e GFC had set up two 25mm anti-tank guns in the village of Igoville to block the direct route from Rouen; this road was narrow and offered many potential ambush points in wooded areas and buildings. One company of the British KOYLI was also in Igoville. Around 0445 hours, the lead vehicles of Rommel's vanguard approached the town and the 25mm anti-tank guns disabled them. German infantry then dismounted from their vehicles and fanned out on both sides of the road, attempting to go after the defenders in Igoville. The Allied troops continued to resist for about 30 more minutes, then decided to break contact and make for the bridges. Disengaging under fire is extremely difficult and the British Territorials suffered heavy losses, including their company commander. Nevertheless, most of the KOYLI troops made it across the two nearby bridges, which were then destroyed by French engineers at 0600 hours. Apparently Huet's armoured detachment did not get the order to withdraw, because two of its AMC 35 tanks and two armoured cars remained on the northern bank. These four armoured vehicles sparred with Rommel's vanguard for two hours and then,

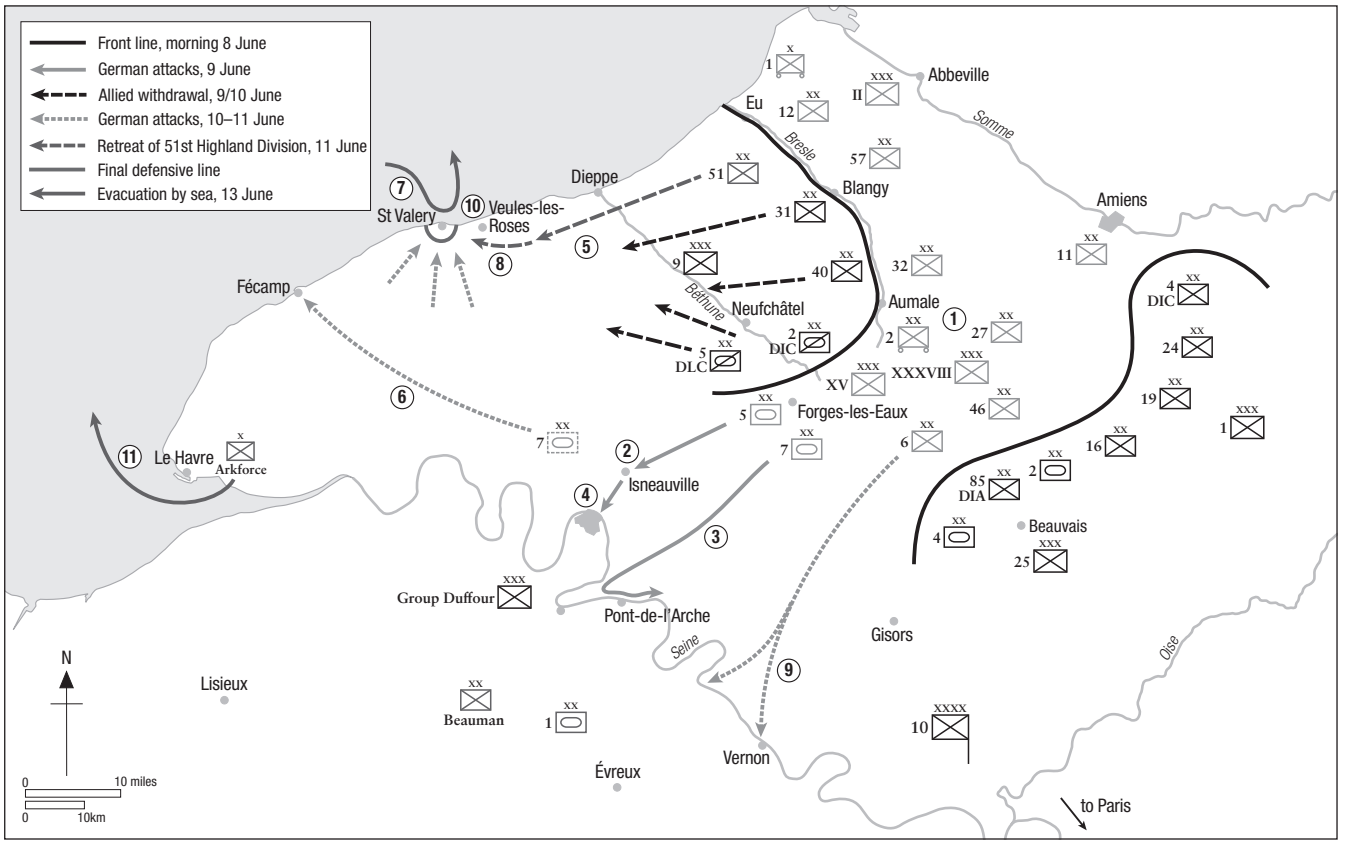
Map key

1) 8 June, Hoth's Panzers and the XXXVIII Armeekorps are pushing into the gap between the two halves of the French 10e Armée.
2) Major Syme's ad hoc battalion fights a delaying action against 5. Panzer-Division.
3) 9 June, Rommel's 7. Panzer-Division fails to seize a bridge over the Seine at Elbeuf. An attempt to seize a bridge at Pont-de-l'Arche and Le Manoir also fails.
4) The 5. Panzer-Division fights its way into Rouen against stiff resistance. All bridges over the Seine are destroyed.
5) Night 9/10 June, the 9 CA abandons its positions and retreats toward Le Havre. Arkforce is detached and sent ahead to Le Havre.
6) 10 June, Rommel's 7. Panzer-Division pivots west and reaches the coast near Fécamp, cutting the escape route of 9 CA.
7) The Royal Navy evacuates a small number of troops from St Valery-en-Caux before the Germans interfere with the evacuation effort.
8) 11 June, the 51st (Highland) Division reaches St Valery-en-Caux but is quickly surrounded by Hoth's entire corps and cannot form a defensive perimeter.
9) Manstein's XXXVIII Armeekorps seizes bridgeheads across the Seine near Vernon.
10) 12 June, the entire 9 CA is forced to surrender, but some troops are evacuated from Veules-les-Roses.
11) 13 June, Arkforce is evacuated from Le Havre in Operation Cycle.

when their ammunition was exhausted, their crews set their vehicles alight and successfully swam across the river. Rommel's attempt to bounce the Seine bridges had failed.[28]

After the difficulty encountered with Syme's battalion on the previous day, Lemelsen took no chances and opted to make a set-piece attack into Rouen in full daylight. After pushing past the recruit battalion in the outskirts, the 5. Panzer-Division began entering the

Destruction of the French 9e Corps, 8–12 June, 1940



city proper around 0830 hours. Capitaine Michel Ricaud's 5e GFC stood in their path and slugged it out with the German vanguard in the urban terrain. Ricaud had fewer than 250 troops, but many were Foreign Legionnaires and they were very well armed; the 5e GFC had five Somua S35 tanks, five Panhard 178 armoured cars, two Laffly W15 TCC tank destroyers, two 25mm anti-tank guns and plenty of automatic weapons. Ricaud lost more than half his troops, but delayed the 5. Panzer-Division for four hours, then retreated across the river. Other German units bypassed Ricaud's 5e GFC and headed down the Rue de la République towards the Pont Corneille. There were a few sand-bagged roadblocks, manned by reservists and supported by a few FT-17 tanks, but these were quickly overcome. French artillerymen on the southern bank held their fire until the first German vehicles approached the bridges, then unleashed a barrage. At 1015 hours French engineers began destroying the bridges and by 1100 hours every span was lying in the Seine. Duffour also had two groups of 220mm heavy mortars, which he used to shell German troop concentrations on the other side of the river. During the fighting in Rouen, one or more major fires started. Enraged by the stiff resistance in the city, the Germans allowed the fires to burn in Rouen for three days, which destroyed a large portion of the city.

With Rouen occupied, Ihler's 9e CA was nearly isolated and Hoth was quick to redirect his armour westwards to pin the Allied forces against the coast. Once informed of the loss of Rouen on the afternoon of 9 June, General Fortune decided to detach a mobile battlegroup dubbed 'Arkforce' under Brigadier Stanley-Clarke to move ahead of the main body. Arkforce consisted of troops from seven infantry battalions, three artillery regiments and a number of engineer companies. The mission of this force was to keep the route to Le Havre open for the main body. Fortune also sent messengers to the French commander of the port of Le Havre, asking him to arrange for naval transport to evacuate the entire force. A single British battalion, the 14th Royal Fusiliers, formed part of the garrison of Le Havre. Alert to the predicament of the 51st (Highland) Division, the Royal Navy was

quick to organize an evacuation mission, designated Operation *Cycle*. Both the Army and the Royal Navy requested air support and the RAF agreed to provide air cover over Le Havre.

However, once General Sir John Dill, the CIGS, found out that Fortune was attempting to evacuate his force by sea he ordered him to conform to Weygand's plan of retreating to Rouen, even though this was no longer practical. Fortune decided to essentially ignore Dill and abandoned his position on the Béthune during the night of 9/10 June. British rearguard battalions succeeded in keeping any pursuers at bay, but Stülpnagel's II Armeekorps did not press hard. They did not need to. During the night of 9/10 June, Rommel reoriented the 7. Panzer-Division and pushed hard towards the coast against negligible opposition. Incredibly, he was able to advance about 70km and reach Fécamp on the coast by the next morning. Although Arkforce had just slipped through his fingers and managed to reach Le Havre, the rest of the 9e CA was now cut off. When British reconnaissance troops detected German units astride the line of retreat, Fortune and Ihler requested that the Royal Navy evacuate them from the nearby small port of St Valery-en-Caux. Throughout 10 June, Fortune struggled to get his division to St Valery, while the slow-moving French units lagged behind.

The Royal Navy assembled a force of nine destroyers to evacuate the Allied troops assembling near St Valery, while cargo ships were sent to retrieve the British troops at Le Havre. St Valery was a poor place to conduct a naval evacuation since the narrow harbour area was dominated by steep chalk cliffs on both sides and there was only a small beach. When the navy first arrived at St Valery there were only a small number of troops loitering on the beach and no one was in charge. Using motor launches from the destroyers, about 60 troops were embarked by 1530 hours on 10 June. However, German tanks and artillery soon began to arrive on the cliffs west of St Valery and by 1645 hours they began to engage offshore shipping. The destroyer HMS *Ambuscade* was hit by artillery, but the British destroyers bombarded the cliff tops, which discouraged the Germans a bit.

Although the Royal Navy requested air cover, no RAF fighters were on hand. Around 1730 hours, 18 Ju 87 Stukas arrived and began dive-bombing the vessels off-shore. The destroyer HMS *Boadicea* was struck by two bombs and disabled, as was HMS *Bulldog*, which was hit by three bombs. Given the fact that the 51st Highland had not yet reached St Valery, the Royal Navy destroyers withdrew for the moment.

By the morning of 11 June, elements of the 51st (Highland) Division were able to reach St Valery, but Fortune's efforts to establish a viable perimeter around the town were undermined by traffic jams and poor communications. By about 1500 hours, Hoth had all three of his divisions converging on the town, with 2. Infanterie-Division (mot.) advancing from the south, Rommel's 7. Panzer-Division from the south-west and 5. Panzer-Division from the east. At 1500 hours, Rommel launched an attack with Panzer-Regiment 25 and Schützen-Regiment 6 against the western flank, which the 1st Battalion Gordon Highlanders could not stop. Although the 51st (Highland) Division still had one operational field regiment, very little artillery or anti-tank ammunition was left. The handful of anti-tank guns were quickly destroyed by very accurate German fire. Instead, the British defence had to rely upon small arms and a few heavy machine guns. Pushing on, the German tanks isolated the 2nd Battalion Seaforth Highlanders and then engaged units on the beach near the harbour area. Fortune had hoped to begin a full-scale evacuation at nightfall, but heavy fog and lack of communication with Royal Navy destroyers offshore made this problematic. Once Rommel established weapons in place to sweep troops off the beaches, evacuation became impossible. Around 1800 hours, the British War Office belatedly approved Fortune's request to evacuate, unaware that the opportunity to save the division had passed. During the night, Rommel used his tanks and artillery to pound the trapped Allied troops in the harbour area, who began to lose all cohesion.

Since 6 June, RAF Bomber Command had been conducting daily tactical strike sorties from England to support the 51st (Highland)

Division. Altogether, the Blenheim bombers of No. 2 Group flew 393 sorties in eight days and even with fighter escort they still lost 28 bombers, an appalling 7 per cent loss rate. Unlike Dunkirk, the RAF lacked the ability to prevent the enemy from closing in for the kill against the 51st (Highland) Division.

Despite heavy fog, the destroyer HMS *Saladin* approached St Valery but found that enemy fire on the beaches made any rescue attempts suicidal. Thus by dawn on 12 June, the Allied position was hopeless and most of the trapped units were running out of ammunition. Isolated troops destroyed their heavy weapons, vehicles and radios, then began to move towards the beaches. However, German infiltrators had compromised the defence during the night and once the sun came up, it was clear that the Germans dominated the harbour area and beach and any movement in that direction attracted intense fire. Ihler was more realistic about the situation, recognizing that evacuation was impractical, and he announced the surrender of the French units in the 9e CA at 0800 hours. Fortune, on the other hand, over-optimistically thought he could mount a counter-attack to push Rommel's troops back from the town and cliffs, thereby giving the Royal Navy additional time to mount a rescue effort. However, once it became clear that his troops were virtually disarmed and could not possibly hold off Hoth's Panzers for another 12 hours, Fortune grudgingly changed his mind. At 1000 hours, Fortune surrendered those elements of the 51st (Highland) Division around St Valery, amounting to over 10,000 British troops.

Amazingly, on the morning of 12 June the Royal Navy was able to rescue about 3,300 Allied troops (including 2,137 British) from the small coastal town of Veules-les-Roses, 6km east of St Valery. Most of these were troops who had fallen behind in the retreat to St Valery, including 500 troops from the 2/7th Duke of Wellington's Regiment. The 5. Panzer-Division had begun to attack this small enclave, but since it was believed the trapped troops would soon surrender the attack was not pressed with vigour. Instead, many troops used ropes to climb down the steep cliffs and reach the pebble beach, where

civilian craft were picking up boatloads of survivors. At Le Havre, Operation *Cycle* succeeded in rescuing 11,000 British troops on 13 June, including Arkforce.[29] Nevertheless, the French 9e CA had been completely erased only eight days after the beginning of *Fall Rot* and active British participation in the campaign was essentially over.

Chapter 7

Decision on the Aisne

'Officers, non-commissioned officers, and soldiers, the salvation of the country demands of you not only your courage, but all the obstinacy, the initiative, and the combative spirit of which I am capable. The enemy will soon be at the end of his effort. We are in the last quarter of an hour. Hold on tight!'

Général Weygand, Communiqué No. 559, 9 June, 1940

Paris will be Defended to the Last, 9–11 June, 1940

Even though it was now evident that his concept of holding a front along the Somme was crumbling, Weygand proved unable to mentally shift to develop any new plans. As of 7 June, the Aisne front, from Compiègne to Rethel, was still solid and he continued to spout phrases such as, 'the enemy is at the end of his effort' to his subordinates. Apparently, he seemed to think that the German offensive would run out of steam as they always had in 1918. Consequently, in Weygand's

mind, holding on to every scrap of terrain was the key to maintaining fighting spirit and morale, until the enemy offensive faltered. Yet in the halls of government in Paris, he began to openly speak in a defeatist tone after the Germans crossed the Somme in force.[1] Weygand's leadership skills were undermined by personal pique, resentful that he had been given a losing hand and was now likely to shoulder the blame for defeat. Nor did it help that he had Pétain close at hand, who slept through most War Cabinet meetings but only opened his mouth at opportune moments to deliver cynical tirades against the English, the socialists or anyone else he thought was to blame for the situation at the front. Pétain's sole contribution during this critical moment in French history was to write a memorandum recommending an armistice, which Reynaud ignored.

As a result of defeatism and cynicism left unrebuked, Reynaud lost control of his cabinet during the Battle of the Somme and it slid downhill after that. In order to counter the increased negativity of Weygand and Pétain, Reynaud brought in De Gaulle as an undersecretary of defence, thinking his 'can-do' attitude could help invigorate the war effort. De Gaulle did possess a fighting spirit, but this was needed more at the front than in Paris. In the Cabinet, De Gaulle was too junior to contest the pessimism of the supreme commander and Pétain. Although Weygand tried to shoot down any alternatives to his stand-and-die plan, cabinet members were beginning to discuss alternatives and Churchill's War Cabinet was attentive. One idea that Reynaud had suggested himself on 31 May was to create a national redoubt in Brittany as a final fallback position in the event the Somme–Aisne line was lost. The concept was that the remaining French divisions – with British help – might be able to hold Brittany for a time, relying upon naval supply. No serious attention was paid to this concept until after the Germans reached the Seine. Another idea under discussion was to transfer the French government and surviving military forces to North Africa, where they could continue the war against Germany until such time as metropolitan France could be liberated. Georges Mandel, the minister of the interior, would become

one of the leading champions of this concept. On 6 June, Reynaud told the Cabinet that, 'if a peace consistent with the honour and the vital interests of France is denied us, we will continue the war in North Africa', but Weygand immediately denigrated this idea as pointless.

The only concession that Weygand was willing to consider – resisted until the last possible moment – was to prepare Paris for defence. Général de division Narcisse Chauvineau, the senior engineer for the Paris region, had been working to construct a new defensive line north of the city behind the Oise River since the start of the war. By early June, Chauvineau's engineers had managed to build about 300 small bunkers and 14km of anti-tank ditches, along with some other obstacles. Since the field army didn't even have enough heavy weaponry to outfit its own divisions, the only weaponry Chauvineau received to equip his bunkers came from the navy: obsolete 47mm and 65mm guns. Weygand ordered Pierre Héring, the military governor of Paris, to form any available troops into an *armée de Paris*, which was responsible for defending not only the capital, but all the crossings over the Seine up to 50km west of the city. Héring had no formed units in Paris, but Weygand ordered the remaining units of Grandsard's 10e CA and the 84e DIA to fall under his command and then be used to man the Chauvineau Line. Unfortunately, this was another one of Weygand's useless gestures, since this collection of battered units did not even amount to one full corps. Général Georges added specifics in his secret instruction No. 113, which stipulated that Besson's GA 3 would defend Paris and the lower Seine, while Frère's 7e Armée would hold on the Marne. Yet while French generals made plans to defend Paris and Reynaud spoke of fighting on, there was no enthusiasm for this endeavour.

Up to this point, modern armies had generally avoided fighting in large cities and if forced to do so, preferred to conduct siege operations rather than costly house-to-house fighting. In 1870–71, Paris had succumbed to a four-month siege during the Franco-Prussian War and more recently, the Republicans in Madrid had endured a 28-month siege in 1936–39. Likewise, the Wehrmacht had preferred to besiege

Warsaw in 1939, after initial attempts to force their way into the city failed with heavy losses. The only modern army with any significant experience of fighting their way into a large, defended city was the Imperial Japanese Army. In 1937, the IJA had captured Shanghai (pre-war population 3.2 million) after a three and a half-month long battle that cost them 13 per cent losses. The Japanese had besieged some smaller Chinese cities and assaulted others, but the conclusion was clear – urban warfare was time-consuming and costly, even against second-rate troops or armed civilians. Likewise, the longer a city held out against invaders, the more likely it was to be demolished and its remaining population reduced to a starvation level. It was also obvious by June 1940 that armoured divisions could not effectively operate in dense urban areas. Both French and German military leaders were aware of the dynamics of modern urban warfare and regarded fighting in Paris as anathema. Hitler and Bock were both particularly apprehensive about the idea of combat operations to reduce any French defence in Paris.

On the evening of 10 June, Reynaud sent a cable to President Franklin D. Roosevelt, which clearly stated his intent to defend the capital and fight on if it was lost: 'We shall fight in front of Paris; we shall fight behind Paris; we shall close ourselves in one of our provinces to fight and if we should be driven out of it we shall establish ourselves in North Africa to continue the fight ...'[2] However, Reynaud's rhetoric was not transformed into policy by any actual operational planning.

On 11 June, Héring informed his subordinates that, 'the capital will be defended to the last'.[3] Given the forces in or near the capital, Héring should have been able to assemble at least 40,000 regular troops from Grandsard's 10e CA to defend Paris, plus perhaps another 30,000 reservists. The 84e and 85e DIA were both fresh colonial units, just arrived from North Africa, which could be expected to put up fierce resistance. It should also have been possible to pull in some of the cadres recovered from Dunkirk, potentially giving Héring up to 80,000 trained troops. Although more than half the population of Paris (pre-war population of 2.8 million) had already left the city, it

should still have been possible to raise a substantial militia, useful for barricading streets and creating obstacles. Once the armed Gendarmerie were included, it is not unreasonable that the Armée de Paris could have gathered roughly 100,000 personnel to defend the French capital. Stiffened with a few Foreign Legion units, Paris could have been transformed into a very tough defensive position. Given that Warsaw was able to keep the Wehrmacht out for nearly three weeks, it is not unreasonable that a French effort to defend their capital could have bogged down at least two German armies for up to a month. A determined defence of Paris – however doomed – could have given the French armies a valuable respite to form new lines of defence south of the Seine. Of course, defending Paris would have resulted in significant civilian casualties from German bombing and artillery fire.

However despite his orders to form an armée de Paris, Weygand had no intention of exposing the French capital to serious damage because he believed that the campaign in France had already been decided. One of the reasons that France fell in 1940 was that the Third Republic allowed its generals to think for themselves and opt out when they felt themselves in a no-win situation. The reason that the Soviet Union did not succumb to the Blitzkrieg in 1941 is because Stalin told his generals what to think and those who despaired were eliminated. Rather than attempting to hold every haystack, what the Third Republic needed in order to survive this test of fire was the willingness to stand officers who shirked their duty up against a wall, as had occurred during the desperate days of the French Revolutionary Wars. Foremost, Reynaud should have thrown Weygand and Pétain into military prison the second they uttered the word surrender, which would have done more for France than keeping them in charge of managing the nation towards defeat. Unfortunately, stopping Hitler's legions required a level of ruthlessness that the Third Republic simply could not muster in the critical days of June 1940.

Rundstedt Strikes, 9–10 June

After the loss of Soissons on 8 June, the left part of Touchon's 6e Armée, Noël's 17e CA, fell back in disorder towards the Ourq River. One division, the 28e DIAlp, was retreating on its own to the south-east. Large gaps began to appear in the French line, which both Koch's XXXXIV Armeekorps and the bulk of Strauß's 9. Armee marched rapidly to exploit. Since there was no German armour assigned to support Strauß's army, the German pursuit could not outpace the retreating French formations. However, once Général de division Paul la Porte du Theil, commander of the 7e CA, realized the extent of the defeat of his neighbour he was forced to adopt desperate measures to maintain his own sector. Late on 8 June, he decided to pull the entire 45e DI out of the line and concentrate it near Reims in order to create a reserve to deal with any German attacks from his exposed left flank. However, this meant that the other two divisions in the corps, the 42e and 44e DI, were forced to extend their own frontage along the Aisne. Thus, during the night just before Heeresgruppe A was about to join *Fall Rot*, the right wing of Touchon's 6e Armée was in a state of flux and some regiments were still moving when the German offensive began.

Rundstedt's Heeresgruppe A would attack with three armies (Weichs' 2. Armee, List's 12. Armee and Busch's 16. Armee) across an 80km-wide front, but the main effort would be made by 12. Armee against Réquin's 4e Armée near Rethel. List's staff selected two *Schwerpunkte*, one on either side of Rethel, that would be the main breakthrough corridors for Guderian's Panzers. Unlike the Battle of Sedan, List's intent was to rely upon infantry and artillery to secure the initial crossing sites over the Aisne, then his pioneers would build pontoon bridges. Once the bridges were complete, Guderian's Panzers would be committed to exploit the expected ruptures in the French front. Guderian opposed this method as two slow-paced and wanted his Panzer-Division to be allowed to cross the Aisne on their own, as they had done at Sedan, but was overruled by List.[4] After Guderian's

insubordinate manner during *Fall Gelb*, List was unwilling to give him too much leeway and instead roped him into a methodical battle, not unlike the French style. A side benefit of Rundstedt's forces delaying their attack until 9 June was that they were able to benefit from lessons learned by Bock's army group in unlocking Weygand's *quadrillage* system. The French defenders on the Aisne were expecting tanks, but instead they would be undone by infantry infiltration attacks not unlike those of 1918.

At 0330 hours on 9 June, the German artillery preparation began across most of the Aisne front and it continued for 35 minutes, followed by Stuka attacks at dawn. Then, under cover of smoke, the German assault troop began crossing the river in their pneumatic rafts. In the west, Weich's 2. Armee attacked the right flank of Touchon's 6e Armée with three infantry divisions of General der Pioniere Otto-Wilhelm Förster's VI Armeekorps. Not only were two French divisions trying to hold too wide a sector, but one regiment from the 45e DI had left its positions along the river near Pontavert before the relief from the 42e DI arrived. Consequently, this section of the river was undefended in the morning when the German 5. Infanterie-Division began crossing. Général de division François Keller's 42e DI was an active unit but it started the battle handicapped, with the Germans already occupying the defensive positions on its left flank and his artillery still moving to new positions. While Keller was trying to deal with the situation on his left, the German 293. Infanterie-Division crossed a lightly defended sector on his right flank, near Berry-au-Bac and advanced 3km, driving another wedge into the flimsy front. Lacking adequate firepower, the 7e CA could not stop the German infantry attacks, which slowly pushed both divisions back from the river. By the end of the day, Touchon had completely lost his hold on the Aisne.

Réquin's 4e Armée had a firm hold along the Aisne, but was struck with the full weight of List's 12. Armee. West of Rethel, the Germans sent four infantry divisions (17, 21, 3, 23) from the III Armeekorps and XIII Armeekorps against the 2e DI and 10e DI of Général de

corps d'armée Maxime Germain's 23e CA. The XXIII Armeekorps committed two infantry divisions (73, 86) against the 14e DI. Initially, the French defenders inflicted considerable casualties on German attempts to get across the Aisne. Both active divisions, Aymé's 10e DI on the left and De Lattre de Tassigny's 14e DI on the right, repulsed the initial German attacks with strong defensive fire. However in the centre, Général de brigade Albert Klopfenstein's 2e DI, a Reserve A formation, was hit hard by the German XIII Armeekorps, which eventually succeeded in getting two footholds across the river in this sector. Capitaine Barré's II/31e RI defending Château-Porcien fought for six hours in the town until its ammunition was exhausted and the survivors forced to surrender. Around 1400 hours, Colonel Terrier's 33e RI managed to pull together a company-size force of infantry, supported by 13 R35 tanks from the 23e BCC, to counter-attack the enemy lodgement, but German artillery and Stuka attacks smothered this small force. Panzerjägers from Generalleutnant Herbert Loch's 17. Infanterie-Division succeeded in knocking out nine of the R35s.[5] In addition to superior support fires, the German infantry also had a clear edge in organic firepower at the tactical level against the poorly equipped French reservists. In due course, Loch's 17. Infanterie-Division managed to infiltrate to a depth of 5km, overrunning some of the 2e DI's artillery. Once the 2e DI's position began to crack, the 10e DI also began to suffer from infiltration. By evening, the German XVIII Armeekorps was in the process of building pontoon bridges over the Aisne for Guderian's Panzers, but the German infantry had not yet achieved a breakthrough. Around 2130 hours, the 2e DI belatedly received a shipment of 1,300 anti-tank mines, which were released from the French 23e CA's stockpile; during the night, French engineers hurried to emplace as many as they could before the next German attack.

On the north side of the Aisne, Guderian was chomping at the bit to get his two motorized corps (Schmidt's XXXIX AK and Reinhardt's XXXXI AK) into action, but he only received permission to move Schmidt's corps forward. During the night, Generalleutnant Kirchner's

1. Panzer-Division began crossing into the small bridgehead at Château-Porcien, held by Loch's 17. Infanterie-Division. Getting across the Aisne required Kirchner's tanks to cross pontoon bridges over both the Aisne and the adjoining Canal des Ardennes. Generalleutnant Veiel's 2. Panzer-Division was assigned to cross at another small bridgehead, further to the west. Guderian intended to attack early on the morning of 10 June, even though it took much of the night even to get part of Kirchner's 1. Panzer-Division onto the south side of the Aisne.

Meanwhile, east of Rethel De Lattre de Tassigny's 14e DI had managed to repulse the initial efforts by two divisions from General der Infanterie Albrecht Schubert's XXIII Armeekorps to cross the river between Rethel and Attigny. Although the 170. Infanterie-Regiment succeeded in seizing a foothold at Thugny–Trugny, De Lattre de Tassigny quickly counter-attacked with a chasseur battalion, his divisional reconnaissance unit and nine R35 tanks from the 3e BCC. The German lodgement was crushed and about 100 prisoners were taken. However, the 14e DI's stand was the exception. By evening, it was clear that Général de corps d'armée Maxime Germain's 23e CA would not be able to hold once the 2e DI broke in the centre and De Lattre's left flank could be turned once this occurred. Further east, the left flank of the Colonial Corps, held by the 36e DI, was attacked by three divisions from the XVII Armeekorps, but it did not yield any terrain. Freydenburg's 2e Armée was also attacked at several points by 16. Armee, but its front remained intact.

During the night, Réquin decided to commit his entire mobile reserve – the Groupe Blindé Buisson (Buisson armoured group) – to a major counter-attack the next day before the Germans were across the river in force. This group consisted of Colonel Louis Buisson's 3e DCR**,** the newly formed 7e DLM and the 3e DIM; the 3e DCR consisted of 126 tanks (36 Char B1 bis in the 41e BCC, 50 H39 from the 42e BCC and 40 H35 from the 45e BCC) and a half-battalion of motorized infantry. Général de brigade André Marteau's 7e DLM had been formed on 31 May from the survivors of the 4e DLC in an effort to recreate a mechanized covering force. By 9 June, the 7e DLM was

only partly formed but did have a cavalry regiment with 25 new H39 tanks, two regiments of motorized infantry, a dragoon regiment (with ten Panhard armoured cars and 15 AMR33 scout tanks), two artillery battalions and an anti-tank battery. The 3e DIM was the only motorized infantry division left in the French Army and one of the better-equipped active units; in addition to a full complement of anti-tank guns, the 3e DIM also had armoured cars in its reconnaissance group and a group of motorized 155mm howitzers attached. This time, France had a *masse de manoeuvre* – the Groupe Blindé Buisson – which was located in an assembly area near Ville-sur-Retourne, 31km north-east of Reims. However, the Groupe Blindé Buisson was more a loose collection of partially equipped units than a cohesive mobile reserve and many tanks were in poor mechanical condition.

In Paris, Weygand briefed the War Cabinet on the fighting along the Aisne and grimly stated that, 'Our armies are fighting the last possible defensive battle. If this attempt fails, they are doomed to rapid destruction.'[6]

Due to German advances towards the Seine, many AdA units began to relocate southwards, which further reduced the amount of available air support, just as *Fall Rot* was entering its most critical phase. The AdA was now forced to divert its forces between the Lower Seine and the Aisne. On 9 June, the AdA only managed to fly about 150 fighter sorties, which shot down 14 enemy aircraft. However, the French lost 21 fighters, including 11 destroyed on the ground. The D.520 fighters of GC I/3 had a particularly good day operating south of Soissons, claiming 12 victories for the loss of only 1 fighter. Polish pilots from GC 1/145 claimed three victories but lost three of their fragile C714 fighters. The AdA also flew about 70 bomber missions and lost 11 bombers, including eight Breguet 693s. British involvement in the air battles over France rapidly dwindled; the AASF flew a small number of sorties and lost three Hurricanes for no victories.

Sunrise on 10 June began at 0438 hours, but thick mist hung over the Aisne sector for some time. Guderian started his attack from Château-Porcien at 0530 hours. Four regiments of 17. and 21.

Infanterie-Divisionen went first, to deal with French strongpoints in villages, while Kirchner's 1. Panzer-Division advanced to the south-east, across flat, rolling terrain – perfect tank country. Around 0700 hours, nine DB-7 bombers appeared from the south and attacked Kirchner's Panzers, but Bf 109s appeared and shot down one of the French bombers, killing its three-man crew. Soon afterwards, German infantry and tanks encircled Colonel Terrier's 33e RI headquarters in Tagnon and the 127e RI headquarters in Perthes. By 0900 hours, Kirchner's Panzers reached Juniville, having advanced 17km in three and a half hours. However, all of the encircled 2e DI units put up fierce resistance and the III/73e RI at Juniville repulsed three of Kirchner's assaults. Even a joint attack by Oberstleutnant Hermann Balck's Schützen-Regiment 1, Kradschützen-Bataillon 1 and Sturmgeschütz-Batterie 659 were repulsed at Juniville. At Neuflize, two companies of the III/73e RI held the town for ten hours against repeated assaults and the last survivors were silenced by point-blank fire from German tanks. Nearby, two more platoons from the 73e RI resisted for six hours and managed to destroy three German tanks and two SPWs before succumbing. Most of the French resistance nests were surrounded by anti-tank mines and had one or two 25mm anti-tank guns and a number of German tanks were knocked out or immobilized. At Tagnon, five German tanks were lost before Colonel Terrier's group was forced to surrender. Instead of Blitzkrieg, Guderian was forced to spend the day dealing with multiple costly mop-up actions to crush the 2e DI. The Germans used their firepower – artillery and air strikes – to methodically reduce each town to shattered rubble. Most of the French garrisons were eventually eliminated, but at Le Châtelet the 11e GRDI held out for six hours, then managed to escape southwards.

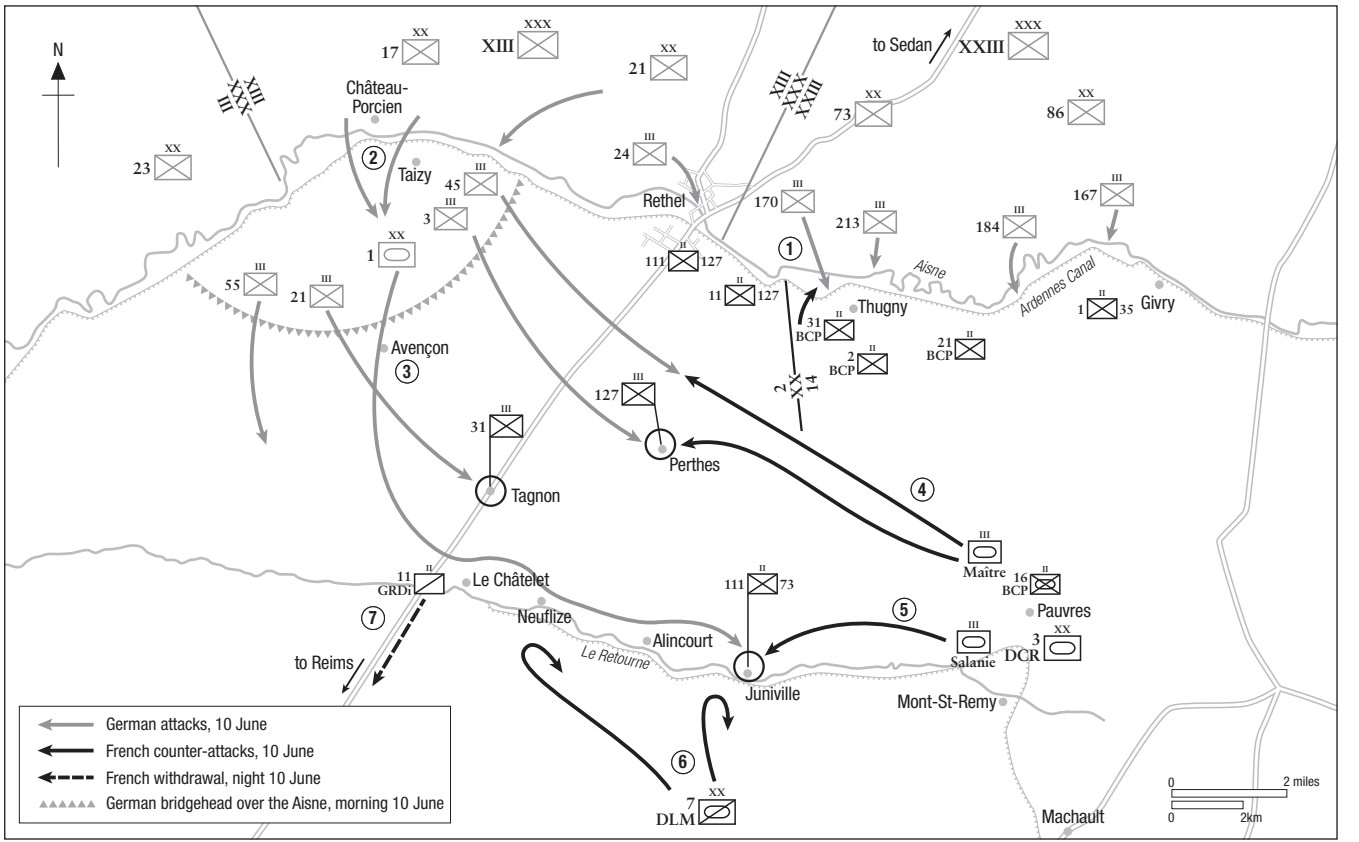
Buisson had intended to begin his counter-attack in the morning, before the 2e DI's positions were encircled, but encountered an unexpected delay when he found a bridge over the Retourne destroyed by enemy bombing. Consequently, the entire 3e DCR was forced to make a wide detour around the obstacle, which consumed a great deal of fuel. Buisson was obliged to conduct a tactical refuelling en route,

Map Key

1) 9 June, the French 14 DI repulses most attempts by the German XXIII Armeekorps to cross the Aisne east of Rethel. One German regiment gains a small bridgehead, but it is eliminated by a French counter-attack.
2) The German XIII Armeekorps crushes a French battalion at Château-Porcien and gains a large bridgehead across the Aisne. During the night, the 1.Panzer-Division crosses into the bridgehead.
3) 10 June, the Germans attack out of their bridgehead at dawn and rapidly surround elements of the 2 DI in Perthes, Tagnon and Juniville. However, all the surrounded French strongpoints put up fierce resistance.
4) The Buisson Armoured Group begins a belated counter-attack to relieve the encircled garrisons. The northern group overruns a German infantry battalion and rescues the remaining garrison in Perthes.
5) The southern French group encounters the 1. Panzer-Division in an engagement near Juniville, with heavy losses on both sides. The 3 DCR withdraws.
6) The 7 DLM conducts a demonstration south of the Retoune to try and block Guerian's Panzers from advancing southward.
7) The 11 GRDI conducts a stubborn delaying action but eventually must withdraw.

which consumed a good part of the afternoon. Aware that the 2e DI's encircled battalions could not hold out much longer, Buisson decided by 1600 hours to attack with whatever tanks were ready, which meant only half of his armour would participate in the counter-attack. It still took another hour to get organized for the counter-attack, which would consist of three separate groups: a northern group of 26 tanks and three motorized infantry companies from 3e DCR would move to relieve the 127e RI at Perthes, while a southern group of 35 tanks and part of the 31e RDP from the 7e DLM would advance to rescue the

Battle for the Aisne, 9–10 June 1940



III/73e RI at Juniville. The rest of Marteau's 7e DLM, including 65 tanks (20 H39 and 45 R35 from 10e BCC), would advance to block any German advance south of the Retourne. There was no artillery support, but some air support was anticipated. It was not a very good tactical plan and Luftwaffe reconnaissance aircraft had already spotted the French armour massing for a counter-attack. The German 21. Infanterie-Division had plenty of time to bring up all its anti-tank guns, including four 8.8cm Flak guns from I./PzJgAbt 560, to support an anti-armour defence.

A group of eight French LeO 451 bombers attacked 1. Panzer-Division before the French armoured counter-attack began, but that was the extent of external fire support provided to the effort. The French northern attack group advanced towards Perthes with a company of nine Char B1 bis tanks in the lead, followed by 17 H39s. Capitaine Philippe de Hauteclocque (later known as Leclerc), who had previously escaped from German captivity, led the attack. The German Infanterie-Regiment 45 and III./IR 3 had established multiple anti-tank positions near Perthe, which poured a fusillade of shells against the French tanks, but the Char B1 bis tanks came on like steel mammoths, absorbing the punishment. One Char B1 bis, the *Corbières,* was hit by more than 100 3.7cm shells, but survived the action. However, the French heavy tanks destroyed nine 3.7cm Pak guns and then overran the III./IR 3, which enabled the attached French motorized infantry to rescue the remaining French garrison in Perthes (only 45 men survived of 300). German artillery was eventually brought into play and two Char B1 bis tanks were destroyed by direct hits, while a third was immobilized and then destroyed by its crew. Altogether, the northern assault group lost 3 Char B1 bis and 9 H39s, but accomplished its mission and withdrew at 2200 hours.

Capitaine Pierre Billotte, who had destroyed a dozen German tanks in the Battle of Stonne on 15 May, led the attack towards Juniville, which ended up in a meeting engagement with Oberstleutnant Hero Breusing's Panzer-Regiment 2. Not only did the German tanks outnumber the French tanks by more than 2–1, but the Germans had

extensive anti-tank and artillery support. Guderian was present at this action and distraught by the ability of the Char B1 bis tanks to absorb hits from the German anti-tank guns. He later wrote, 'I attempted in vain to destroy a Char B with a captured 47mm anti-tank gun; all the shells I fired at it simply bounced harmlessly off its thick armour. Our 3.7cm and 2cm guns were equally ineffective against this adversary.'[7]

Eventually, four of Billotte's ten Char B1 bis tanks were disabled, mostly by 10.5cm howitzer fire, but they did destroy a number of the 1. Panzer-Division's vehicles before retiring. The French 47mm SA35 main gun on the Char B1 bis had no difficulty destroying some of Guderian's best tanks, the Pz III and Pz IV. South of the Retourne, the 7e DLM attempted to support the attack towards Juniville but the 10e BCC quickly lost ten R35s to anti-tank fire. Instead, Marteau's 7e DLM moved to block Guderian's advance down the Rethel-Reims road and it formed a strong point at la Neuville. Overall, Buisson's counter-attack achieved only minor, tactical success but failed to prevent the 2e DI strongpoints from being overwhelmed, with the last surrendering by 2345 hours. Nor did the counter-attack inflict serious harm or delay upon Kirchner's 1. Panzer-Division. A total of 30 French tanks were lost and 20 more damaged in Buisson's counter-attack, including seven of 19 Char B1 bis tanks involved. On the other hand, the patent ineffectiveness of the German 3.7cm Pak against heavy tanks once again produced moments of tension until heavy artillery arrived to save the day. After the destruction of most of the 2e DI and the inability of Group Buisson to stop Guderian, Réquin realized that he had no option but to order the 4e Armée to retreat.

Elsewhere on the Aisne front, De Lattre's 14e DI repulsed more attempts by the XXIII Armeekorps to cross the river, but the 2e DI had collapsed on his left and the 36e DI had been pushed out of Voncq by the SS-Polizei Division on his right flank. A counter-attack by the 4 BCC was repulsed, with the loss of three FCM36 tanks. Unless the 14e DI pulled back from the Aisne, it would be enveloped on both flanks. After crossing the Aisne near Asfeld, Veiel's 2. Panzer-Division attacked the 10e DI, which began to fall apart into isolated strongpoints, as the

2e DI had. While the situation south of Rethel was bad, the situation north of Reims was much worse, as Porte du Theil's 7e CA began to disintegrate from attacks by Weichs 2. Armee and gradually slid away from the neighbouring 23e CA. The retreat of Touchon's defeated 6e Armée behind the Marne forced du Theil to keep extending his left flank, which made his entire front dangerously thin. A gap appeared between the 42e DI and the neighbouring 10e DI, which made Reims vulnerable to a sudden German advance. After the loss of most of the 2e DI and 10e DI, Germain's 23e CA didn't have much left to hold Reims. Réquin gave Germain his last reserves to hold the city: the 235e DLI and the 82e DIA. The former division had been formed on 1 June from six training battalions and two battalions of 75mm guns, while the 82e DIA was a solid active unit.

After just two days of fighting, it was clear that Huntziger's GA 4 had suffered a major defeat on the Aisne. Touchon's 6e Armée had been thrown back 40km and was huddled behind the Marne. Réquin's 4e Armée was badly battered and could no longer hold its ground. Only Freydenburg's 2e Armée was still intact and maintaining its original positions. With all its reserves committed to plug gaps in the line, Huntziger had nothing left to respond to Guderian's Panzers when they renewed their advance southwards. That evening, Huntziger gave the order for Réquin's 4e Armée to retreat behind the Marne River, which meant evacuating Reims. Freydenburg's 2e Armée would also have to retreat, to conform with Réquin's new front.

The Retreat, 10–11 June

It is relatively easy for armies to begin retreating, but stopping them once they are in retrograde motion is very difficult. Despite French troops fighting tenaciously in many front-line strongpoints, the sudden defeats on the Somme and Aisne fronts, followed by orders to retreat, could only serve to undermine morale in any army. Bad news from other quarters, including the Italian declaration of war on

10 June, only added to the sense of despair for French troops. If Weygand had developed contingency plans for fallback positions, the troops and officers might have been given some assurance that a new front could be established. Yet the troops had been told since Weygand took over that there would be no spirit of retreat and they would fight it out on the Somme and Aisne. Now these defensive lines were overrun and the armies were retreating. Once on the march, it was soon apparent that the only strategy was to keep putting rivers between the French Army and the advancing Panzers, which could not last for very long.

Réquin's 4e Armée had to conduct a retreat under heavy pressure from List's 12. Armee and Guderian's Panzers. On 11 June, Reinhardt's XXXXI Army Korps (mot.) began crossing the Aisne, giving Guderian four Panzer-Divisionen to pursue the retreating French infantry. Given the slow speed of French infantry divisions, which relied upon horse-drawn artillery, it was imperative that French mobile units did their best to delay Guderian's pursuit. Marteau's 7e DLM was assigned the difficult task of protecting the retreat from the Retourne and he used his Panhard armoured cars and H39 cavalry tanks to ambush and harass Guderian's vanguard. The strongpoint at La Neuville managed to buy some time for De Lattre's 14e DI to fall back and French engineers blew up numerous bridges to slow the enemy. A company of Panhards even managed to ambush one German column and knock out the lead tank platoon before falling back. In another position, two H39 tanks fought to the death in an effort to delay an entire Panzer-Abteilung. However, the Luftwaffe harassed the French retreat and the Germans brought their artillery into play to smash the strongpoint at La Neuville. During the course of the day, Marteau's 7e DLM suffered about 50 per cent losses, including all its H39 tanks. While Marteau had some success in delaying Kirchner's 1. Panzer-Division, he was unable to prevent Veiel's 2. Panzer-Division from slashing cross-country to strike at De Lattre's retreating columns. Veiel's Panzers overran one battalion from the 152e RI and mauled part of the 35e RI.

At Reims, du Theil's 7e CA from 6é Armée was unable to make any kind of stand, but was forced to retreat as fast as possible towards Épernay on the Marne. His best unit, Keller's 42e DI, had been eviscerated in the fighting on the Aisne and the 44e and 45e DI had also suffered serious losses. Once the French troops passed through Reims, which was burning after raids by the Luftwaffe, French engineers blew up the main bridges in the city. Although Veiel's 2. Panzer-Division was approaching from the north-east, it was actually Generalleutnant Friedrich Materna's 45. Infanterie-Division from 2. Armee that was first to enter Reims. The fresh 82e DIA was able to establish blocking positions south of the Vesle River and the terrain was heavily wooded, which helped the battered divisions of the 7e CA to escape from Reims before they were overrun by Guderian's Panzers. Unfortunately, Touchon's army was never able to form a viable position behind the Marne and Strauß's 9. Armee reached the river right on their heels. By the end of the day, Château-Thierry was in German hands and the 25. Infanterie-Division succeeded in seizing a bridgehead across the Marne. Hoepner's XVI Armeekorps (mot.) was immediately directed towards Château-Thierry to exploit this coup.[8]

While Huntziger's GA 4 was losing the Battle of the Aisne, the situation in Besson's GA 2 was equally bad. Duffour's *ad hoc* corps had established blocking positions along a stretch of the Seine near Rouen, but the sector out to Vernon was only being screened by reconnaissance units. The Beauman Division was of no real help, due to poor inter-Allied co-ordination. Thus, Manstein's XXXVIII Armeekorps had little difficulty in finding unguarded sections of the river, then conducting hasty river-crossing operations on 10–11 June which seized three separate bridgeheads. Once his engineers built pontoon bridges, Manstein was able to get three infantry divisions (6e, 27e, 46e) across the river near Les Andelys and then Vernon, but he had no armour. This tactical success was a disaster for GA 2, since it meant that once Hoth's armour was done overrunning Ihler's 9e CA it would have a ready-made bridgehead to exploit over the Seine.

North of Paris, Grandsard's 10e CA had been defeated at Beauvais on 9 June by General der Infanterie Kuno von Both's I Armeekorps, while the Panzers of Wietersheim's XIV Armeekorps (mot.) sliced into the boundary between the 10e CA and Sciard's neighbouring 1er CA. Grandsard's divisions fell back on foot, but they could not outrun German tanks and motorized infantry. Général de division Marie Bazelaire de Ruppierre's 4e DIC was particularly hard-pressed and parts of his division were encircled near Angivillers. However, the Senegalese tirailleurs of the 4e DIC were still full of fight and tried to fight their way out of encirclement. Small groups of French soldiers tried to exfiltrate south through the German pincers, in an effort to reach French lines. During the pursuit, numerous ugly incidents occurred when captured African troops were beaten, bayoneted or murdered by their German captors. In Erquivillers, German soldiers from the 9. Infanterie-Division separated white French officers from their African soldiers of the 16e RTS and then machine-gunned the latter; a German officer told an indignant French officer that, 'an inferior race does not deserve to do battle with such a civilized race as the Germans'.[9] Another mixed group from the 16e RTS and 24e RTS, led by Commandant Henry Bouqet, tried to evade the Germans but was surrounded and captured in the Bois d'Eraine, 34km east of Beauvais. About 64 African tirailleurs were immediately executed by German troops from the Infanterie-Regiment 'Großdeutschland'. When Commandant Bouqet tried to intervene to save his men, the German soldiers took him and seven other French officers to a separate location, where they were all shot in the head.[10] The 4e DIC was virtually annihilated east of Beauvais by Wietersheim's Panzers and several hundred of its troops were murdered; these war crimes were virtually unknown until after the war.

Following the defeat near Beauvais, both Grandsard's 10e CA and Frère's 7e Armée were ordered to retreat south of the Oise River and occupy the Chauvineau Line on the night of 9/10 June. In order to provide some cover for Frère's withdrawal to the Oise, Audet's 25e CA was activated from GQG reserves and given the 2e DCR and 4e DCR.

In addition, three fresh infantry divisions were arriving by train in the Paris region; the 57e DI (a Reserve B division that was transferred from the Swiss border), the 84e DIA from Tunisia and the 85e DIA from Algeria. On paper, it seemed that the arrival of these reinforcements might make a temporary stand on the Oise feasible. While Grandsard's 10e CA was able to get behind the Oise, his four divisions were in very poor shape, having lost about 40 per cent of their infantry and more than half their artillery. During the retreat, many units had been forced to abandon anti-tank guns and other heavy equipment due to the shortage of transport. The GQG assigned both the 84e and 85e DIA to Grandsard to help defend the western end of the Oise. In the evening of 10 June, French engineers blew up all the bridges over the Oise, but they left a lock barrier at L'Isle-Adam intact out of fear of lowering the water level of the river. This lock was in the sector of Baudouin's 13e DI. By the morning of 11 June, Sciard's 1er CA had fallen into line alongside Grandsard's 10e CA, occupying hasty defences behind the Nonette, a minor tributary of the Oise. Fougère's 24e CA fell in on the right side of the line, but had no real natural obstacles to shelter behind. Altogether, these three French corps comprised 15 infantry divisions north of the capital.

As the French were moving into the Chauvineau Line, Bock decided to significantly readjust his forces by inserting Küchler's 18. Armee between Kluge's 4. Armee and Reichenau's 6. Armee. Wietersheim's XIV Armeekorps (mot.) was also pulled out of the line and the OKH wanted it transferred eastwards to help exploit the push over the Marne, instead of keeping it on the direct route to Paris. By this redistribution, the German advance towards Paris was reduced to just six infantry divisions from the VIII and XXXX Armeekorps, plus the 1. Kavallerie-Division. Suddenly, the Germans were strong on either side of Paris, but the forces approaching the Oise were numerically inferior to the French forces in the capital region. Yet Bock knew that Frère's 7e Armée had suffered heavy losses and noted with satisfaction that Heeresgruppe B had taken 60,000 prisoners since the start of *Fall Rot*.[11]

On the afternoon of 11 June, the Germans began probing the Chauvineau Line, looking for weaknesses. In Grandsard's sector, the *Vorausabteilung* of the 8. Infanterie-Division was quick to notice the intact lock barrier at L'Isle-Adam and the division made several attempts to cross the river, which were repulsed by heavy defensive fire. In Sciard's sector, the German IV Armeekorps probed the positions of the 11e DI at Ormoy Villers, but was also repulsed. Since the German artillery was still moving up to the Oise and the Luftwaffe was focused on other sectors, Küchler had to put off any serious attack on the Chauvineau Line until the next day. Rainy weather gave the French a brief respite from Luftwaffe air raids, but it also prevented the AdA from flying support missions. On 11 June, the AdA only flew about 100 fighter sorties and 40 bomber sorties, which accomplished practically nothing.

Yet even as French troops were fighting on the Chauvineau Line to protect Paris, Weygand had decided on his own initiative to declare Paris an open city and he did so in an underhand manner. On 10 June, he had sent Reynaud a memorandum stating that he would not establish defensive positions within 30km of Paris in order to spare the city from German bombardment.[12] However, Weygand did not issue any orders alerting Héring to this decision and the reason is clear – he wanted to alert senior politicians but not the soldiers sacrificing themselves in the trenches on the Oise front; they would not find out for three more days. Through Weygand's deceitful whim, Héring's Armée de Paris was stillborn. Faced with the prospect of an undefended capital, Reynaud and his cabinet had little choice but to immediately leave Paris and relocate to Tours. Even on his way out the door, Reynaud was still futilely insisting on continued resistance and kept suggesting contingency plans, such as the Breton redoubt or North Africa, but these ideas were mocked by Weygand as unrealistic and he refused any effort to issue operational orders to that effect. If ever there was a case of military malpractice in history, Maxime Weygand serves as a flagrant example of an egotistical officer who let his fatherland down in its hour of need. He insisted on being a weasel, when France desperately needed a warrior.

The Contentious Allied Meeting at Briare, 11 June

It was not long before De Gaulle learned what Weygand was doing and he quickly recommended to Reynaud that Weygand should be immediately sacked. De Gaulle recommended replacing Weygand with Huntziger. Reynaud was upset by Weygand's duplicity, but recognized that with the enemy nearing the gates of Paris that this was a bad time to replace the supreme commander. On his own, De Gaulle visited Huntziger's GA 4 headquarters at Arcy-sur-Aube and broached the subject of him taking over supreme command and mentioned the idea that the war might be continued from North Africa.[13] Huntziger would have not have any of it, particularly from a junior officer like De Gaulle who was clearly overstepping his bounds. De Gaulle left empty-handed and it was clear that no French general wanted to be responsible for the defeat that now seemed imminent. De Gaulle returned to Paris, then left with Reynaud for Tours. Most of the French government soon left the capital, as well.

During the night of 11/12 June, a serious incident occurred that marred Anglo-French military co-operation. Churchill was keen to bomb targets in Italy after Mussolini's declaration of war and in order to strike industrial targets in Turin and Genoa, Bomber Command's aircraft had to fly through French airspace. Vuillemin had enough problems on his hands and was concerned that British bomber raids would provoke Italian bomber raids against cities in southern France, which had very little in the way of fighter cover. Vuillemin personally decided to prevent Bomber Command from using French air bases to refuel in order to attack Italy and ordered runways at one base blocked with trucks.[14] Nevertheless, Bomber Command sent nine bombers to attack the Fiat works in Turn and two to bomb the naval base at Genoa. When Churchill learned about the French obstructionism he was incensed and ordered more raids on Italian targets, whether the French objected or not. Interestingly, Amiral François Darlan's navy, which so far had done very little in the war, was eager to bombard Genoa and attack the Italian fleet.

Despite the flap over bombing Italy, Churchill was anxious to meet with Reynaud's cabinet since it had been over ten days since the last meeting of Allied leaders. A rendezvous was set for the Château du Muguet near Tours. Churchill, Anthony Eden and Sir John Dill flew in to the airfield at Briare escorted by a dozen Hurricane fighters and reached the château at 1900 hours. Churchill hoped to buoy up French morale and claimed that Britain would be able to contribute 25 divisions by spring 1941, while casually admitting that only three divisions would be forthcoming in the near future. The French were unimpressed. Weygand delivered a situation update which indicated that the French Army was near the breaking point and no reserves were left. Georges affirmed that the military situation was approaching a collapse. When Pétain chimed in with his council of despair, Churchill made the mistake of saying to him, 'Remember! We had difficult times in 1918, but we overcame them. We will overcome these in the same way.' Pétain coldly replied, 'In 1918, I gave you forty divisions to save the British army. Where are the forty English divisions we would need to save us today?' Churchill said nothing, but later told his cabinet in London that Pétain was 'a dangerous man' and 'had always been a defeatist'. In an unscripted moment, Sir John Dill told Weygand that the French GQG could employ British reinforcements as they saw fit; instead of waiting for entire divisions to arrive and assemble, Weygand could assign individual brigades where they were needed most.[15] However, this sop to inter-allied co-operation was all that the British leadership was willing to concede.

Once again, Reynaud pressed Churchill to commit more of RAF Fighter Command to France and stated his belief that an all-out counter-offensive with all available Allied fighters might deprive German ground forces of their air support for a few critical days. Churchill rejected this idea and replied that this was not the decisive moment – that would come when the Luftwaffe attacked Britain. He assured the French that as long as Britain held out, enemy-occupied land in France could be recovered later – which was far from reassuring men whose country was being overrun.

Recognizing that the discussion of the existing military situation was tending towards recriminations, Churchill tried to push the discussion towards contingency plans. He was aware of Reynaud's suggestion of creating a redoubt in Brittany for a last stand, which he supported and suggested the second BEF could help garrison it. Churchill's support for this idea was emotional, ignoring the practical reality that the Luftwaffe's command of the air would soon enable it interdict all ports in northern France. Weygand vehemently opposed the Breton redoubt scheme and wanted British divisions at the front, not in a remote coastal province. De Gaulle supported the Breton redoubt idea, not because he thought it had any real chance for success but because he regarded it as a stepping stone prior to retreating to North Africa.

Essentially, Churchill offered no immediate, tangible assistance to the French at Briare but instead tried to steer Weygand and Reynaud to fighting a more vicious, all-out battle that involved the entire population. Churchill wanted the French to fight for Paris, street by street, as Madrid had done. He also suggested the implementation of widespread guerrilla warfare as a means of slowing down the German conquest, which could 'enable France to hold out until the United States came into the war on our side'.[16] Churchill's willingness to throw an illusory rope to a drowning man – the idea of American intervention – did strike a note with Reynaud, but it was complete fiction. President Franklin D. Roosevelt had no *casus belli* to present to the US Congress for a declaration of war with Germany at this point and even if he did, it would take the better part of a year before any substantial US military forces could reach France. Grasping at straws, Reynaud suggested that even if the United States broke off diplomatic relations with Germany, that event might cause Hitler to reconsider – more nonsense. Other members of Reynaud's cabinet also latched onto the false hope of US military or diplomatic intervention. Yet from the French point of view, Churchill was recommending heavy French sacrifices of life and property while British sacrifices for the common cause would be

negligible. Even if the United States did anything useful, French cities were burning, not British cities. None of the other cabinet members liked Weygand's and Pétain's armistice recommendation but the two generals possessed two immutable facts that would tip the balance: France could not fight the Third Reich alone and Britain's actual military commitments to the alliance were grossly insufficient. Indeed, Weygand and Pétain had succeeded in planting the idea that if France could not get anything useful from Britain, there was no point listening to Churchill's hypothetical scenarios on how they should continue to prosecute the war.

At Briare, it was clear that Anglo-French interests were rapidly diverging. After the meeting adjourned, Reynaud informed Churchill that Weygand was pushing for an armistice – which made it clear that the Third Republic was now looking for an off ramp from the war, Churchill remained at the Château du Muguet overnight and the next morning, he pointedly asked Amiral Darlan what the French Navy would do in the event of armistice. Darlan assured Churchill that French warships would never surrender to the enemy and if necessary, the fleet would retreat to Canada.[17] Churchill seemed to accept Darlan's word, but later told his cabinet that he could not put faith in this because of the 'danger that Darlan might be overruled by politicians'. Upon returning to London, Churchill briefed his cabinet on the meeting at Briare and stated that 'France was near the end of organized resistance' and that, 'we must now concentrate our main efforts on the defence of our island.' Now it was time to deal with loose ends, so he instructed Sir Archibald Sinclair, secretary of state for air, 'to take steps to secure the transfer of German air crews captured by the French to safe custody in the United Kingdom.'[18] When this request was made to the French Air Ministry, it only served to increase suspicions; the French saw the captured Luftwaffe pilots as a potential bargaining chip, but the British saw them as skilled warriors who posed a risk to Britain if rescued by German forces.

Following the Briare conference, the Anglo-French alliance began to openly come apart, due to mutual suspicion. The French were

convinced that Britain would not make any real sacrifices to assist France in its hour of need, while the British became convinced that the French were no longer reliable. By the end of the council meeting, both sides were mentally disengaging from the alliance and only thinking in terms of their own national interests.

Chapter 8

Disintegration

The Fall of Paris, 12–14 June, 1940

On the morning of 12 June, the French still had a dozen infantry divisions on the Chauvineau Line north of Paris. Although Bock did not have any Panzer-Divisionen deployed in this sector, it did not take long for Küchler's 18. Armee to penetrate this line. General der Artillerie Walter Heitz's VIII Armeekorps attacked the western end of the line with two infantry divisions at L'Isle-Adam while General der Kavallerie Georg Stumme's XXXX Armeekorps attacked Sciard's 1er CA on the Nonette with four infantry divisions. The fighting was intense across the front of the Chauvineau Line, as French troops fought desperately to keep the Germans away from Paris.

At L'Isle-Adam, Heitz's corps began a ten-minute artillery preparation at 0950 hours, but rainy weather prevented the planned Stuka attacks. The French artillery remained silent in concealed positions. As the bombardment shifted, four battalions from the 8. Infanterie-Division attempted to conduct an assault crossing of the

100m-wide Oise in rubber boats, but the French artillery suddenly poured a powerful barrage upon them which broke up the attack. Machine gunners from the 13e DI also raked the German boats with point-blank fire, inflicting heavy casualties. A second attack, with two battalions, at 1210 hours was also repulsed, as was a third attempt at 1400 hours. One well-concealed French machine-gun bunker, one of those built by Chauvineau's engineers, inflicted great slaughter upon the Germans until silenced by anti-tank gun fire. Heitz ordered the attack suspended, but the 8. Infanterie-Division made one more attempt at 1825 hours. A single German infantry company succeeded in crossing the intact lock barrier and then crossed onto an island in mid-river, but could not secure a foothold on the opposite bank. Around 2200 hours, the 13e DI mounted a desperate counter-attack, which forced the Germans to retreat back across the river. Amazingly, Grandsard's 10e CA had repulsed four cross-river attacks.

Further north, the 9. Infanterie-Division tried to cross the Oise at Boran-sur-Oise, but a counter-attack by the 19e DI and some tanks from the 1ère DCR (several Char B1 bis and a company of R35s) stopped this attempt. However, Stumme's XXXX Armeekorps was able to cross the Nonette in two places near Senlis. Both the 29e DIAlp and 47e DI were forced to retreat, which unhinged the right end of the Chauvineau Line. Reichenau's 6. Armee added to the pressure on Frère's 7e Armée by conducting small-scale attacks against the 24e CA. By evening, the French forces were still holding most of the Chauvineau Line despite some local German successes. The lack of Luftwaffe air support due to rainy weather played a major role in the difficulty that the Germans experienced breaching the line; without Stukas, the burden fell upon the German infantry to overcome the French defences.

While the situation north of Paris was still hanging in the balance, the French defences on either flank of the capital were collapsing. Manstein's XXXVIII Armeekorps enlarged its bridgehead over the lower Seine and Altmayer's 10e Armée was now composed of just miscellaneous bits and pieces – no solid divisions. Général de corps d'armée Léon de la

Laurencie – who had been evacuated from Dunkirk – began to reconstitute his 3e CA to block Manstein. Altmayer ordered that the 3e CA hold a 60km wide sector along the Seine, but could only provide two reconnaissance units, the just-formed 236e DLI and two groups of 75mm guns. Later, De la Laurencie was reinforced with the C Brigade from Beauman's Division, followed by a new unit, the 8e division légère d'infanterie coloniale (DLIC), which had been raised from colonial cadres in southern France. Nevertheless, De la Laurencie could not even form a continuous front around Manstein's bridgehead.

In an effort to reinforce the rapidly disintegrating field armies, the GQG tried to reconstitute combat units from troops evacuated from Dunkirk, but this effort was hindered by shortage of weapons, equipment and vehicles. It did not help that British authorities impounded small arms from French troops evacuated from Dunkirk, who were then returned to France unarmed. The highest priority was given to re-forming Général de division Jean Langlois' cavalry corps with the surviving troops recovered from the three DLMs lost in Belgium. By 10 June, the 6e Cuirassiers in the 1ère DLM managed to gather 69 per cent of their personnel, but the regiment could only be provided with six AMD armoured cars and about 60 motorcycles, while the 4e Cuirassiers were provided ten Somua S35 and ten H39 tanks. The division's motorized infantry regiment, the 4e RDP, consisted of one battalion on motorcycles and another battalion on trucks. In terms of support weapons, the new 1ère DLM could only be provided with eight 75mm guns, six 47mm anti-tank guns and four 25mm anti-aircraft guns. Although the cavalry corps was far from ready for action, it was sent to the front on 11 June to join the 3e CA. Given France's limited resources, it would have been better to try to rebuild one DLM back up to 40–50 per cent of their authorized strength, instead of three DLMs at barely 15 per cent of their authorized level of manning and equipment. As soon as the 1ère DLM arrived at the front, it was committed to a counter-attack against Manstein's corps at Pace-sur-Eure. The French cavalrymen lacked the firepower to achieve any significant results, but Manstein was surprised by the sudden appearance

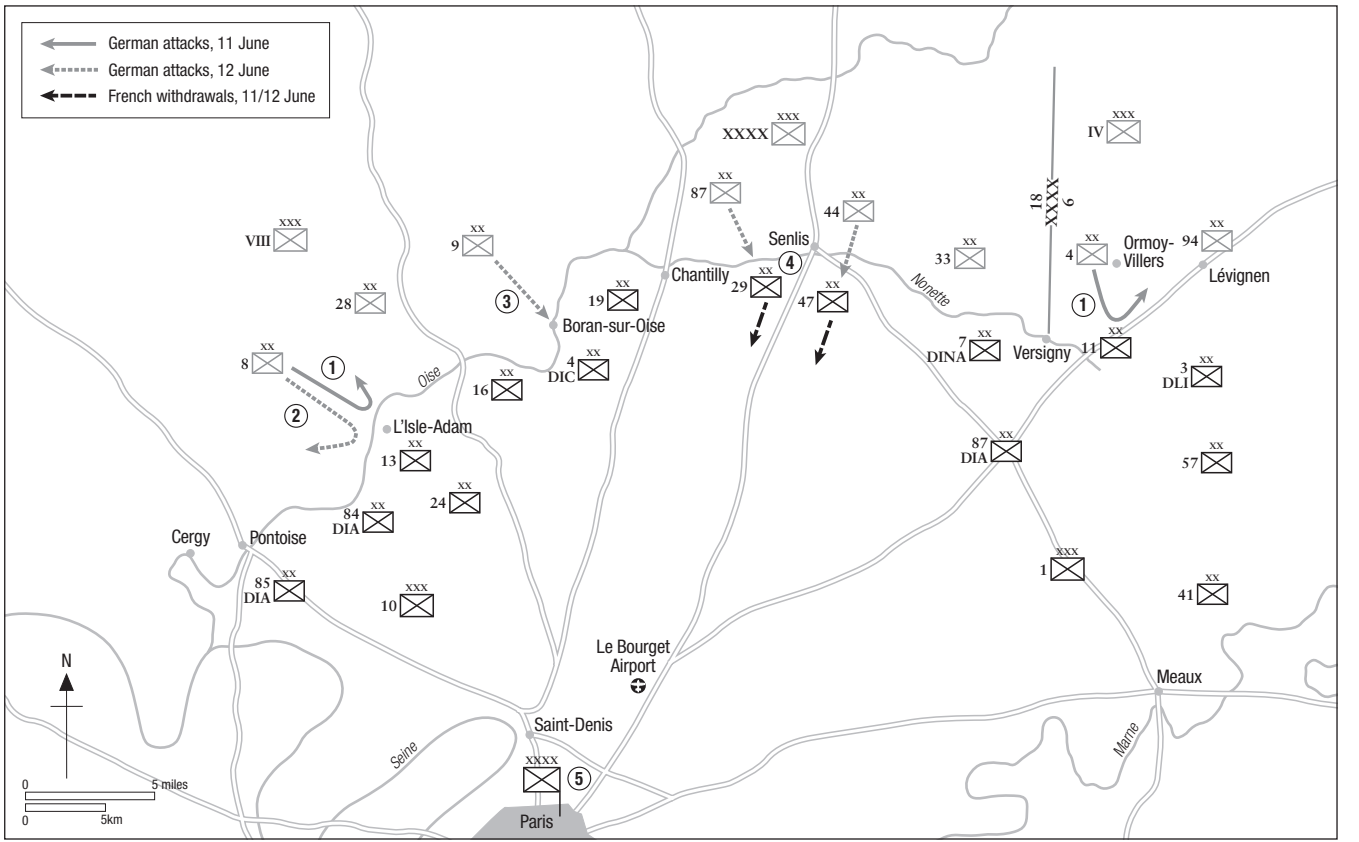
Map key

1) 11 June, initial German probing attacks on the Chauvineau Line are repulsed.
2) 12 June, the French 13 DI repulses four German attempts to cross the Oise at L'Isle-Adam.
3) The German 9. Infanterie-Division manages to cross the Oise but is stopped by French counter-attacks.
4) The German XXXX Armeekorps succeeds in crossing the Nonette and forcing the French forces in this sector to retreat.
5) 13 June, French forces abandon the Chauvineau Line and retreat toward the Seine, due to Weygand's retreat order. Paris is declared an open city.

of French tanks in his sector. Yet the real saving grace for De la Laurencie's 3e CA was that Kluge's 4. Armee did not have any motorized units to immediately exploit Manstein's bridgehead.

East of Paris, Huntziger's entire GA 4 was in serious trouble. After Strauß's 9. Armee secured a bridgehead over the Marne near Château-Thierry, Kleist wasted no time in getting his Panzers into action. This was the decisive moment of the entire campaign. By the morning of 12 June, German pioneers were able to begin construction of a 16-tonne bridge over the Marne, enabling Hoepner's XVI Armeekorps (mot.) to begin crossing into the bridgehead at 1415 hours. Preceded by a powerful artillery barrage, the 3. Panzer-Division attacked with Oberst Hans Freiherr von Funck's Panzer-Regiment 5 in the lead and made rapid progress. The sudden appearance of German armour caused French resistance to falter and the Panzers nearly reached their primary objective of Montmirail by 2130 hours. However, the 3. Panzer-Division did not wish to advance into a fortified town in the dark without infantry support, so the assault was deferred until the next morning. The rapid penetration of Hoepner's Panzers doomed any chance for Touchon's 6e Armée to make a stand behind the Marne.

Fight on the Chauvineau Line, 11–13 June, 1940



Even worse, Panzergruppe Guderian attacked the boundary between Réquin's 4e Armée and Freydenburg's 2e Armée with Schmidt's XXXIX Armeekorps (mot.) heading for Châlons and Reinhardt's XXXXI Armeekorps (mot.) pushing towards Bar-le-Duc. The 3e DCR and the 7e DLM tried to delay the 1. and 2. Panzer-Divisionen at Mourmelon south-east of Reims but were roughly handled; the 3e DCR lost seven Char B1 bis tanks and the 7e DLM also lost some tanks. De Lattre's 14e DI managed to escape towards Vitry-le-François, with the 1. Panzer-Division in pursuit. Veiel's 2. Panzer-Division managed to capture Châlons, but the bridge over the Marne was blown up just as German troops started to cross it. The 2. Panzer-Division sent another detachment to try to capture the bridge at Pogny, 1km south-east of Châlons. Anticipating this move, the 3e DCR sent three Char B1 bis tanks (*Aisne*, *Beni Snassen* and *Corbières*) from the 41e BCC to defend the bridge. For once, French tanks moved quickly enough to block the Germans from seizing the bridge and a brisk tank action began around 2030 hours. The Char B1 bis were very low on fuel and all three tanks had serious mechanical defects, but they held their ground and knocked out four German tanks. Stymied, the Germans brought up a 10.5cm howitzer and probably an 8.8cm Flak gun, along with several 3.7cm anti-tank guns. The French tanks were hit repeatedly and the *Aisne* had its left track knocked off; its commander, Lieutenant Robert Homé, was killed when the turret was penetrated by two 8.8cm rounds. Caporal Pierre Antelme, the radio-man in *Beni Snassen*, recalled:

> As we arrived at the bridge, we were greeted by German tanks that just arrived at the other end. An unequal duel ensues, because we are few against ... a lot! We demolish two tanks, while the Chief Warrant Officer, on the 47mm gun, also puts two out of action. Under the impact of enemy projectiles, pieces of molten metal are continuously falling from the turret. After a moment, the German tanks suddenly retire. It's getting dark, but the fight resumes. The gunners can no longer spot the enemy except by his gun flashes. However, a tank is hit

> and bursts into flames. Suddenly I see a ball of fire and it seems to me that my left leg is folded against my thigh. I have a vision of the driver slumped on the wheel. I hear the Chief Warrant Officer shouting 'Open up'. I open the hatch. At the moment I fall on the road, a second blow hits the tank. [Sergent] Lachère, who was going out at that moment, crossed the road doubled over and then collapsed into a ditch and did not move. No one moves any more in the burning tank. The engine is still running ... I try to stand up, in vain. The bones of my thigh are shattered, my cheek bleeds heavily. I walk away from the tank and tumble down into a meadow. It's night…'[1]

Caporal Antelme was the only survivor of the *Beni Snassen* and the next day his left leg was amputated in the hospital at Vitry-le-François.

The advance of Panzergruppe Guderian threw Freydenburg's 2e Armée into convulsions, as its divisions began retreating southwards and eastwards into the Argonne. Due to a variety of command and control mistakes, the retreat of the 2e Armée turned into chaos, which enabled Reinhardt's Panzers to push quickly into the void between the Marne and the Meuse. By the late afternoon of 12 June, Réquin's army was behind the Marne but both French armies on either flank were falling back. As a defensive barrier, the Marne was compromised and Huntziger's three armies could no longer maintain a continuous front.

After receiving reports of German breakthroughs on the Lower Seine and in Champagne, at 1315 hours on 12 June Weygand ordered Général Georges to issue General Order No. 1444, which directed all three army groups to begin a general withdrawal. Oddly, Prételat's GA 2 received the order at 1430 hours, but the other two army groups did not receive it until 1645. Only the garrison troops stationed in the Maginot Line and units in the south of France were to remain in place. Héring and his Armée de Paris were apparently among the last to find out that the capital would not be defended after all. The withdrawal not only meant abandoning Paris and retreating more than 150km back to the Loire River, but it was the end of any attempt to maintain a continuous front. After this order went out, the French

armies would be on the run, with no plan other than survival. Weygand's order condemned the French armies to an ignominious retreat that could only lead to disintegration and serious damage to France's military reputation.

Following his order for a general withdrawal, Weygand attended a meeting of the council of ministers at the Château de Cangé in Tours at 1900 hours. Wasting no time, Weygand said that the battle was lost and demanded that the French government ask the Germans for an immediate armistice. He said if this did not happen, the French Army would be completely destroyed and the nation plunged into civil disorder and chaos – Weygand constantly invoked the memory of the 1870 Paris Commune to get his way. The ministers were aghast and Reynaud was able to rally his entire cabinet – except for Pétain – against the idea of an armistice. Attempting to steer the conversation away from armistice, Reynaud reintroduced the options of the Breton redoubt or continuing the fight from North Africa, but made the mistake of letting Weygand stay in the room to criticize these ideas. Consequently, no major military decisions occurred at this meeting, but the ministers expressed their desire to hear from Churchill one more time, particularly about the idea of US intervention, before voting on a course of action.[2]

On 13 June, Besson's GA 3 began to retreat, with the forces on the Chauvineau Line abandoning their positions and retreating south of the Seine. Units were ordered to avoid moving through Paris and instead to head for bridges on either side of the capital, but not every commander obeyed. More than half the population had already fled the city but even more joined the exodus on the roads when Héring's men began putting up posters announcing that Paris was declared an open city. Then Héring handed over command of Paris – which had no more troops – to Général de corps d'armée Henri Dentz and then fled southwards. Weygand ordered Dentz to remain in Paris. French engineers were ordered not to demolish any bridges over the Seine in the city or to conduct any other demolitions. Consequently, major French armaments plants, like the Renault factory, would fall into enemy hands intact. Group Duffour

and De la Laurencie's 3e CA fell back slowly towards Normandy but were not under heavy pressure because Hoth's two Panzer-Divisionen were still leisurely refitting between Le Havre and Dieppe. Only Stülpnagel's II Armeekorps joined Manstein's XXXVIII Armeekorps south of the Seine and these five German infantry divisions advanced at a marching pace. The presence of Langlois' cavalry corps helped to slow Manstein's pursuit; on 14 June, the 3e DLM's Somua S35 tanks and motorized infantry were able to ambush a column from the 12. Infanterie-Division south of Évreux.

Churchill had barely been back in England for 24 hours when he was asked to return to Tours for a meeting of the Allied Supreme Council. At 1400 hours, he flew to Tours with Foreign Affairs Minister Lord Halifax, the diplomat Sir Alexander Cadogan and Minister of Aircraft Production Lord Beaverbrook, as well as Spears. Right off Churchill knew something was wrong because there was no French delegation to meet them and they had to beg for transport to take them to the meeting. Reynaud arrived at 1530 hours and began the impromptu council without Weygand or Pétain in attendance. Although Georges Mandel strongly supported the idea of carrying on the war from North Africa, Reynaud informed Churchill that France had suffered as much as it could bear but the French government would soon need to request an armistice and he wanted to know the position of the British government on this matter. Churchill adamantly opposed the idea of a separate peace and tried to defer any hasty French decisions by saying, 'a final appeal to President Roosevelt should be made before making such a serious decision. Our conduct will then be determined by the content of his answer.'[3] Churchill repeatedly stressed with Reynaud that the French leadership should not make any major decisions without consulting with Britain first.

Reynaud agreed to this suggestion and Churchill did his best to paint American intervention as inevitable. After that, Beaverbrook raised the issue of transferring skilled Belgian workers to England to work in his aircraft factories. The only other major point discussed was the transfer of the 400 captured Luftwaffe aircrew to England; Reynaud

agreed to both requests, but neither action occurred. After less than two and a half hours, the last Anglo-French council adjourned, having decided nothing. Right after Churchill left, Reynaud convened a meeting with his cabinet that brought a head-on conflict between those who wanted to keep France in the war and those who wanted an armistice. Unknown to Reynaud, Pétain was not only discussing the possibility of a post-occupation regime with some of the ministers, but actually making promises about cabinet positions. Consequently, Weygand and Pétain entered this meeting with some ministers rallying to their pro-armistice point of view. Other members of Reynaud's government simply realized that France was indeed defeated and had no other choice. Reynaud, Mandel and a few others continued to hold out for continuing the war in North Africa, but Weygand adopted a flagrantly insubordinate manner and attacked the idea. He also willingly lied to the Cabinet, claiming that a communist insurrection had broken out in Paris and that an armistice should be requested at once, while the French Army still had the strength to put down civil disorder; Mandel quickly telephoned the police chief in the capital, who indicated that all was quiet.[4] Weygand angrily sulked out of the room, but the damage was done. Reynaud's authority had been directly challenged by his military commander-in-chief, his deputy prime minister and several ministers, who were now actively working against him.

Recognizing that Tours would soon be on the front line, Reynaud had less trouble convincing his cabinet to relocate to Bordeaux. Before joining the evacuation, Reynaud wrote a letter to Weygand, ordering him to 'hold as long as possible in the Massif Central and in Brittany'. The letter also stipulated that, 'if we should fail ... [we should] install ourselves and organize the struggle in the Empire.'[5] It is unclear why Reynaud wrote this letter, since he already knew that Weygand would not obey either order. The only practical result of Reynaud's letter was that Altmayer's 10e Armée received instructions to retreat towards Rennes in order to block access to Brittany.

Meanwhile, Frère's sudden abandonment of the Chauvineau Line on the night of 12/13 June apparently caught Küchler's 18. Armee by

surprise. One minute the French troops were fighting tenaciously on the Oise, the next minute they were fading away. Lacking any Panzer-Divisionen, Küchler could only pursue with infantry and first he had to build several pontoon bridges over the Oise and the Nonette, which gave the retreating French a considerable head start. In some places, the French left obstacles at road intersections to delay the German pursuit, but since they were not covered by fire they were but a minor nuisance. Stumme's XXXX Armeekorps moved more rapidly, since it did not have to bridge any rivers and by the evening of 13 June the 9. and 87. Infanterie-Divisionen were nearing the north-east outskirts of Paris. One motorized Panzerjäger unit even managed to reach Le Bourget airfield, which was littered with wrecked French aircraft. At the same time, there were only scattered minor French units left north of the Seine, but here and there, a few Frenchmen decided to resist despite Weygand's orders. In one incident, the German artillery officer Leutnant Siegfried Knappe encountered a group of armed French sailors north-east of Paris who fired on his unit; Knappe and three of his men were wounded before the French sailors were eliminated.[6]

East of Paris, Touchon's broken 6e Armée retired upon the Aube River, pursued by six infantry divisions of Reichenau's 6. Armee. By the end of the day, the German vanguard had reached Romilly-sur-Seine, which meant that Touchon would not be able to re-form a new line. However, Réquin's 4e Armée still had elements near Épernay on the Marne and stood like a rock surrounded by a raging sea, with German forces advancing past both its flanks. Strauß's 9. Armee was threatening Réquin's left flank with three infantry divisions, while the reconnaissance battalion of the 2. Panzer-Division from XXXIX Armeekorps (mot.) was already behind his right flank at Vitry-le-François by the evening of 13 June. The connection between the 2e Armée and the 4e Armée was severed when Guderian pushed into the gap between them with four Panzer-Divisionen and six Infanterie-Divisionen. Kirchner's 1. Panzer-Division made the deepest penetration, reaching St Dizier by nightfall on 14 June. Some elements of Freydenburg's 2e Armée tried to make a stand to block or delay

Guderian's Panzers. A single French battalion from the 12e Régiment de Zouaves (12e RZ from 3e DINA) tried to block the lead elements of Reinhardt's XXXXI Armeekorps (mot.) in the village of Heiltz-l'Evêque. The village defence was organized by a political firebrand, Commandant Georges Loustaunau-Lacau, who augmented the Zouaves by snagging several retreating light tanks and a 75mm gun battery.† The Zouaves succeeded in destroying the lead enemy reconnaissance platoon and then fought off a series of German columns for nearly 24 hours before retiring.[7] Yet despite some valiant stands like this, Freydenburg's 2e Armée was shoved eastwards, away from Réquin's army. The days of maintaining continuous fronts were over for the French Army.

General der Infanterie Ernst Busch's 16. Armee also joined in the offensive by pushing down the Meuse, which put additional pressure on the 2e Armée. Freydenburg had anchored his defence east of the Meuse upon the fortifications at Montmédy, but Huntziger ordered these abandoned on 11 June. The 6e DINA, a solid colonial unit, defended the approaches to Verdun, but Freydenburg needed to transfer this unit to prevent his left flank from collapsing, so he needed something to fill the gap. Général de brigade Maurice Burtaire formed an *ad hoc* unit from fortress troops known as the Division Légère Burtaire. The troops in this unit were over-age reservists, unaccustomed to field duty, and not equipped with field artillery or support weapons. Burtaire's mission was to delay 16. Armee's advance down the east side of the Meuse as long as possible. On 13 June, Prételat ordered all of the troops in the Maginot Line, except the garrison units, to withdraw and join the field armies in their sectors. Many of the troops in the fortified sectors were hurriedly formed into march divisions, which lacked transport or mobile artillery.

† Loustaunau-Lacau had served on Pétain's staff in 1934–38. In 1936, he organized a covert right-wing extremist cell within the French Army known as the Corvignolles network, which sought to purge officers and men suspected of communist sympathies. He was cashiered in 1938 for his extremist anti-republican activities and later sent to a military prison. He was reinstated on 12 May 1940 by one of his fellow military conspirators, Colonel Georges Groussard, who was chief of staff in the Paris military region.

Although the Germans were quite aware that Paris had been declared an open city, Küchler had not received any specific instructions from higher authority on how to handle the actual surrender of the French capital – a rather large oversight. On his own, he decided late on 13 June to send an emissary, Major Theo Heinrich, into the northern suburbs of Paris under a white flag. The situation in this area was chaotic and Heinrich's party was fired upon by French troops, but withdrew without casualties. Incensed by this French resistance, Küchler vowed to hit Paris the next morning with artillery and air strikes, but was dissuaded by his chief of staff, who suggested this was simply a misunderstanding. On the French side, Dentz learned about the incident and sent Major André Devouges of the 6e Cuirassiers to negotiate the German passage into the city. Devouges met with the lead elements of Generalleutnant Georg von Apell's 9. Infanterie-Division north of Paris and Major Hans Brink read him Küchler's terms. After a parley of less than an hour, Devouges agreed to the German conditions and left to relay them to Dentz. Paris had been surrendered by a major to a major.[8]

At 0530 hours, the first troops from the 9. Infanterie-Division began marching into the city. A few motorcyclists sped ahead and were the first to reach the city centre. Paris was dead quiet and there was no further resistance. The few roadblocks were unmanned. By happenstance, one French battalion was still marching out of the city as the Germans were marching in, but French police helped to guide the unit out before it was detected and precipitated an incident.[9] About two-thirds of the civilian population had fled the city and the remainder either cowered inside their homes or looked stupefied at their conquerors. The Parisians were expecting Blitzkrieg to come howling down their broad streets but what those who chose to watch saw was not impressive: infantrymen with muddy boots and uniforms after the fighting on the Oise, carts pulled by requisitioned donkeys, soldiers on bicycles and a few armoured cars. No German tanks were involved in the capture of Paris, just infantrymen on foot. By 0800 hours, the German vanguard had reached Les Invalides, where Général

Dentz waited to formally surrender the city. Bock and Küchler rushed into the city, briefly met with Dentz and demanded full co-operation in the maintenance of vital services in the city. Shortly thereafter, German motorcycles were driving down the Champs-Élysées. The main German military achievement of the day was the planting of a large Nazi flag atop the Arc de Triomphe, followed by an impromptu pass in review. Satisfied with his day, Bock then treated himself to 'a very good breakfast at the Ritz'.[10]

Küchler wanted to discourage any lingering resistance in Paris and ordered German cars with loudspeakers to broadcast a message to the public, which stated 'No demonstration will be tolerated. Order must prevail. Any attack on German soldiers will be punished with death.' There was no disorder and some Parisians began to collaborate with the Germans before the noon sun had risen. On a sunny Friday morning, in broad daylight, democracy died in Paris, under the boot of a brutal occupier.

The Second BEF Arrives … and Leaves, 12–18 June, 1940

After the surrender of Major-General Fortune and part of his 51st (Highland) Division on 12 June, there were still over 100,000 British troops in France, but very few were in contact with the enemy. Three British combat formations – none of which were close to being a complete division – were assigned to Altmayer's 10e Armée south of the Lower Seine: the Beauman Division, one brigade of Evans' 1st Armoured Division and the 157th Infantry Brigade of the 52nd (Lowland) Division. The chain of command was complex because there was no commander-in-chief for British forces in France until 13 June. Karslake looked after the administrative needs of British units, but lacked the authority to challenge the French GQG on how they were used.

The Beauman Division, reduced to only two infantry brigades and almost no heavy weapons, was positioned behind the Risle River, some 15–20km south of Rouen. Ostensibly, Beauman's mission was

to try to prevent any German infiltration towards the British logistic bases in Normandy. However, Beauman's six poorly armed infantry battalions were little more than a picket line and could not have stopped even a German infantry division. Furthermore, Karslake had already evacuated a large portion of the British logistic personnel and supply dumps in Normandy before the Germans even crossed the Seine, so the only real purpose of having Beauman's Division on the Risle was symbolic, to demonstrate Britain's intent to maintain a ground combat presence in France. When Manstein's XXXVIII Armeekorps succeeded in crossing the Seine, Beauman sent one of his brigades to assist the French 3e CA, but it saw little action. Likewise, Evans' 1st Armoured Division consisted of two depleted brigades, one of which was kept near – but not actually at – the front. McCreery's 2nd Armoured Brigade, reduced to two squadrons with a total of only 15 tanks, served as a mobile reserve for the 10e Armée, while Crocker's 3rd Armoured Brigade, with 32 tanks, was refitting over 100km behind the front.[11]

Although a number of British infantry battalions remained from the defunct 12th and 46th Infantry Divisions, these units were evacuated instead of being used to bring Beauman's command back up to strength. The largest formation, the 35th Infantry Brigade, was sent back to England on 11 June, before the French had even begun to discuss an armistice. Likewise, no thought was given to returning the two infantry brigades in Arkforce back to France after its evacuation from Le Havre. It was apparent to senior French leaders that more British units were departing than arriving, which played a role in the decision whether or not to fight on.

Churchill placed great hope that the Second BEF, to be renamed the II Corps once Brooke arrived, would demonstrate Britain's commitment to France and thereby boost French resolve. Unfortunately, the Second BEF was more of a political symbol than a fighting command. Indeed, the Second BEF was far less prepared for continental warfare than its predecessor. After landing at Cherbourg on 7 June, Major-General James Drew's 52nd (Lowland)

Division was slow to assemble and move inland; after a week, only one of its three brigades had moved to the front. On 13 June, the bulk of the 52nd (Lowland) Division was still assembling near Le Mans. Karslake was surprised to find how little weapons training the division's TA personnel had received prior to embarkation, particularly the anti-tank gunners. Like all of the British TA divisions sent to France, the 52nd (Lowland) Division required several weeks of intensive train-up before it would be ready for deployment to the front, but events moved too rapidly. By 9 June, the 157th Infantry Brigade had moved by rail to La Hutte, near Karslake's headquarters in Le Mans. Two days later, the brigade was sent on its own to join Général de corps d'armée Léon de la Laurencie's 3e CA, which was re-forming south of the Seine. The 157th Infantry Brigade saw only brief action against Manstein's XXXVIII Armeekorps before the French general withdrawal began.

The lead brigade of Major-General Andrew McNaughton's 1st Canadian Division began disembarking at Brest on 12 June and the next day moved by rail to an assembly area west of Le Mans. The next brigade was due to arrive at Brest on 14 June. The Canadian troops had been rushed through basic training and hastily equipped before shipping off to France. Both the 52nd (Lowland) Division and the 1st Canadian Division arrived piecemeal in France and of the six manoeuvre brigades in these two formations, only one ever saw action. Yet even if these divisions had managed to reach the front as complete formations and in a timely manner, they lacked the cohesion and experience to withstand a serious enemy attack. While still in England, McNaughton had received written operational instructions from Brooke, which stated that, 'the political object of the reconstituted BEF is to give moral support to the French government by showing the determination of the British Empire to assist her Ally with all available forces.' The pre-embarkation orders also indicated that the II Corps would assemble near Rennes, over 200km from the front.[12] This deployment scheme suggests that the II Corps was intended from the beginning to establish the Breton redoubt along with any remaining

French forces, rather than to try to resist the German advance across the Seine. Since both the French GQG and the British War Ministry assessed that the redoubt could not be held with less than ten full-strength divisions, the Second BEF was no more than a temporary and symbolic entity.

As of 13 June, the RAF's AASF still had five squadrons of Hurricane fighters concentrated around Le Mans, plus six squadrons of Fairey Battles, but these forces were insufficient to contest the Luftwaffe's increasing dominance of the air space over France. Between 5 and 14 June, the AASF's fighter squadrons lost 35 Hurricanes and 15 pilots, while claiming 14 enemy fighters. The RAF could not sustain a loss rate of more than 2–1 in counter-air battles for much longer. Air Marshal Sir Arthur S. Barratt, commanding RAF units in France, believed that his command was suffering losses that were unsustainable. Likewise, Bomber Command continued to fly tactical daylight sorties over France with Blenheim bombers from England, but suffered heavy losses and failed to stop any German motorized columns from advancing. Battlefield interdiction strikes in 1940 usually were insufficient to be more than a temporary nuisance, which did little to disrupt the German operational tempo. It was not until 1943–44 that the RAF would have the tactics and planes necessary to mount battlefield interdiction missions that could force the Germans to stay off roads in daylight hours.

On the afternoon of 13 June, Brooke finally arrived in Le Mans to take command of British forces in France. Brooke had temporized in England for over a week and arrived in France with a staff, which he opted to leave in scenic St Malo on the coast. Once in Le Mans, Brooke curtly dismissed Karslake and told him to return to England. He then decided to drive to the Château du Muguet near Tours to see Weygand, but the French commander-in-chief could not accommodate him until the next morning. At 0830 hours, Brooke met with Weygand to discuss the role of the British II Corps. Weygand repeated his summary of current military operations, which was grave, but it is highly unlikely that he stated that 'organized resistance has come to an

end', as Brooke claimed.[13] Brooke did not visit the situation room to view the current operational picture but simply relied upon Weygand's verbal briefing to assess the condition of French forces. Although Weygand agreed to allow Brooke's II Corps to assemble near Rennes, he stipulated that the three British brigades with Altmayer's 10e Armée would remain under French command. The fact that Weygand was unwilling to release British units from front-line duty clearly indicates that resistance had not yet ceased. However, Brooke would use this brief meeting to claim that he had been released from French command and that the Second BEF no longer served a valid purpose. Any officer with integrity knows that a momentous decision such as this, effectively ending Anglo-French military co-operation in France, required some kind of written authorization, not just verbal authorization.

Nevertheless, Brooke returned to the headquarters at Le Mans and began to take actions on his own initiative. First, he dismissed the two senior British liaison missions (Howard-Vyse's mission at GQG and Swayne's at Georges' headquarters) and sent them home, effectively ripping out the wires of inter-allied connectivity. Also, terminating the British liaison missions made it more difficult for Weygand to try to stop his next move, which was to telephone General Dill at 1600 hours and ask him to stop any more troops from being sent to France, including the second Canadian convoy due to arrive in Brest shortly. Brooke was able to convince Dill that the campaign in France was over, that the Second BEF had been released from French command and that the War Ministry should arrange an evacuation of the remaining British troops as soon as possible. Dill said he would present these recommendations at the next cabinet meeting.

Once off the phone with Dill, Brooke began issuing orders to the British formations in France. He ordered the 52nd (Lowland) Division at Le Mans to retire to Cherbourg for immediate re-embarkation, while the 1st Canadian Infantry Brigade was sent back to Brest. The British line of communication troops would evacuate from St Malo, Brest, St Nazaire, Nantes and La Pallice. The 7,000 British troops in Le Mans were ordered to evacuate immediately, which meant

abandoning a good deal of material and supplies. However, extracting the British troops from Altmayer's 10e Armée was not so simple, particularly since Weygand had not agreed to this. Brooke contacted Lieutenant-General Sir James Marshall-Cornwall, who was head of the British liaison mission at Altmayer's headquarters; he told him that he was to assume direct command over all British forces in the 10e Armée sector and to move them towards the port of Cherbourg for re-embarkation. Brooke dubbed this independent group 'Normanforce'. Altmayer's army was not under heavy pressure on 14 June and was still conducting local counter-attacks against Manstein's forces. Altmayer was not informed that the British forces were leaving his command, but De la Laurencie was quick to notice the unauthorized withdrawal of the 157th Infantry Brigade and demanded an explanation, but received none.

When Churchill found out from Dill that Brooke was requesting to evacuate the 52nd (Lowland) Division he demanded to speak directly to Brooke around 2000 hours. At first, Dill questioned Brooke about the movement of the 52nd (Lowland) Division and told him that the prime minister wanted him to use the entire unit to support Altmayer's army. Brooke insolently responded, 'What the hell does he want?' Then Churchill got on the call and Brooke wrote in his diary, 'He asked me what I was doing with the 52nd Division, and after I had informed him, he told me that that was not what he wanted. I had been sent to France to make the French feel that we were supporting them. I replied that it was impossible to make a corpse feel, and that the French army was, to all intents and purposes, dead, and certainly incapable of registering what had been done for it ...'[14] Eventually, Brooke's continued remonstrances brought Churchill around to accept the idea that the Second BEF was in peril and should be evacuated. By the end of the call, Brooke had removed himself not only from French command, but from British command as well. During the night, Brooke personally ordered Marshall-Cornwall to move Normanforce to Cherbourg as quickly as possible.[15]

It is unclear if Brooke co-ordinated with Air Marshal Barratt but on the afternoon of 14 June Barratt ordered all the Fairey Battle squadrons

to return to England. He ordered the fighter squadrons to relocate to the Nantes area, where they could protect evacuation convoys to St Nazaire. By the evening of 14 June, the British combat role in France had ended, even though the French Army was still fighting.

Weygand was apoplectic the next day, 15 June, when he learned that the Second BEF was withdrawing towards the ports and the RAF was quitting the fight. By 1000 hours, Churchill's cabinet learned that the French corpse did in fact have feeling; Weygand said he had not released Brooke's forces and a message from Dill that the BEF would now act independently was 'not well received'. Dill stated that he saw indications that the French were 'ceasing to fight', but Halifax noted that 'our withdrawal might occasion the very political reactions in France which we wished to avert'.[16] Faced with a fait accompli, the Cabinet could do little but authorize the evacuation of the Second BEF to begin. It was designated Operation *Ariel*. Looking through the British cabinet records for June 1940, it is clear that Churchill and his ministers did not discuss or authorize the evacuation of the Second BEF prior to Brooke's decision to order all units to head for the coast. It is also clear, based upon the French reaction, that the French government was not informed prior to British air and ground forces beginning to withdraw – a clear violation of the stated requirement to notify each other before making major decisions. Based upon Brooke's comments in his diary and actions on the ground, it is clear that he rejected the mission assigned by Churchill from the moment he landed in France and moved immediately to terminate it by whatever means necessary, including the use of falsehoods. It was not up to a corps commander to sever the Anglo-French military alliance, but that was the result of Brooke's actions. In addition, Brooke helped to put the final nail in Reynaud's coffin; Reynaud was wedded to the alliance with Britain but the sudden withdrawal of the BEF and RAF gave credence to Weygand and Pétain's constant aspersions that Britain could not be trusted.

On 15 June, the various British forces headed towards their designated ports and merchant ships were sent to collect them. Normanforce was particularly fortunate in that Hoth's armour,

including Rommel's 7. Panzer-Division, was given four days to rest and refit after the surrender at St Valery, so there was no pursuit by German tanks. Indeed, no British units were hard-pressed by the enemy during their retrograde movements. Brooke was quick to relocate his headquarters from Le Mans to the town of Vitry near Rennes. The suddenness of the withdrawal order, combined with the alacrity that command elements fled towards embarkation ports added an air of panic to the operation.

At 1230 hours on 15 June, Churchill telephoned Brooke at Vitry and told him that the 52nd (Lowland) Division should not be evacuated because it would cause serious trouble with the French. Churchill did not want the withdrawal of the Second BEF to seem like a rout and desired at least rearguard actions near ports like Cherbourg and in Brittany. Later that evening, Churchill called Brooke again and ordered that the British forces with the 10e Armée should not retreat independently until the French Army had clearly disintegrated, but it was too late – Normanforce was already en route to Cherbourg. The fact that Churchill was trying to stop or modify the evacuation is further evidence that Brooke had seriously exceeded his authority. Brooke agreed to deploy some of the 52nd (Lowland) Division to establish blocking positions outside Cherbourg, but then proceeded full-speed with the evacuation. As he spoke, units of the 52nd (Lowland) Division were already beginning to load in Cherbourg. Nor did he make any attempt to concentrate troops near Rennes as Churchill had desired. Amazingly, both the British and French leaders had lost control over their armies, which were deciding their own fates.

In fact, Altmayer's 10e Armée did a good job covering the British retreat to the Channel ports, at least until Hoth's Panzers crossed the Lower Seine on 16 June. Altmayer briefly held a line from Caen to Alençon with just eight very exhausted divisions. While the departure of the units comprising Normanforce was not catastrophic, it forced French units that were already severely depleted to hold even wider sectors. Likewise, the retreat of the RAF left the outnumbered AdA in

an even worse position. After Brooke's withdrawal order was issued, the AASF Hurricane squadrons only flew defensive patrols over the evacuation ports. The Luftwaffe conducted a bomber raid on Cherbourg on the night of 15/16 June with seven Ju 88s, but inflicted no serious damage.

Operation *Ariel* began in earnest on 17 June, with over 30,000 troops from the 52nd (Lowland) Division, 1st Armoured Division and Normanforce embarking at Cherbourg. Elements of the 1st Canadian Division were withdrawn from St Malo, the rest went to Brest. Major Général Philip de Fonblanque, now in charge of running the logistic side of the evacuation, issued a foolish order to destroy all artillery and vehicles; this was based on the mistaken belief that the Germans would soon reach the ports and that there was no time to load heavy equipment. One Canadian field regiment managed to save its 25-pounder guns, but was forced to abandon all its prime movers. Likewise, the 52nd (Lowland) Division abandoned a great deal of its equipment in France. The 1st Armoured Division sent most of its remaining tanks by rail to Cherbourg, but the train was mislaid and fell into German hands. A tremendous amount of equipment, stores and ammunition was abandoned, while fuel stores were set ablaze. With some real leadership, the Second BEF might have returned to England armed and intact, instead of as another group of refugees that needed to be fully re-equipped.

Altogether, about 60,000 British military personnel were evacuated on 15–16 June, without any serious interference from the enemy. A large concentration of Allied shipping, including five British liners and two Polish passenger ships, was sent to the Loire estuary to collect the large number of RAF and army support personnel heading to St Nazaire and Nantes. Embarkation of thousands of military personnel was fully under way at both ports on the morning of 17 June and Hurricanes from No. 1 Squadron were assigned to provide air cover. At 1350 hours, a group of Ju 88 bombers from III./KG 30 attacked and scored a bomb hit on the 20,000-tonne British liner *Oronsay*. A Hurricane fighter damaged one Ju 88, but the patrols were inadequate

to provide effective coverage over a large area, so the Luftwaffe pilots sought out the most exposed ships. The RMS *Lancastria*, a 16,200-tonne British liner, had just completed loading personnel and was waiting to depart when it was attacked by 14 Ju 88s from III./KG 30 at 1548 hours. The *Lancastria* was extremely overloaded with roughly 5,800 personnel aboard, in an effort to evacuate the maximum number of personnel in each trip. In quick succession, the *Lancastria* was hit by four bombs, including one that went down its smokestack. The crippled ship heeled over and sank within 20 minutes, amidst a shroud of burning fuel oil. Allegedly some of the German Ju 88s came down to strafe survivors in the water. Although other Allied ships, including a French destroyer, were able to rescue 2,447 survivors from the water, it is estimated that about 3,400 personnel were lost in the *Lancastria* disaster. The numbers of known dead include 1,250 from the army, 239 from the RAF and 65 from the merchant marine.[17]

Despite the loss of the *Lancastria*, the British managed to evacuate thousands of troops from St Nazaire and Nantes before the final rearguard was evacuated on the morning of 18 June. Brooke embarked just after the sinking of the *Lancastria*. At that point, all the remaining operational RAF Hurricane fighters in France were flown back to England, while non-operational aircraft were destroyed. Diplomats and members of the Polish government-in-exile were evacuated from Bordeaux on 19–20 June, while small-scale evacuations continued from various other ports in southern France until 25 June.

Operation *Ariel* succeeded in evacuating 191,870 personnel, including 144,171 British, 24,352 Polish, 18,246 French, 4,938 Czech and 163 Belgian.[18] A great deal of equipment and stores were left behind in France. Most of the vehicles and artillery pieces returned to England by the evacuation were from those elements of the 1st Canadian Infantry Division and the 52nd (Lowland) Division that had not yet been unloaded when Brooke issued his withdrawal order. When Brooke returned to London, he was rebuked by Dill for 'leaving so much valuable material behind', but otherwise his insubordination was quickly swept under the rug.[19]

Retreat to the Loire, 15–17 June

After the fall of Paris, Hitler issued Führer Directive 15, which provided concise instructions for the final operations in France. Bock's Heeresgruppe B was to pursue GA 3 from the Seine and prevent it from forming a new front. Rundstedt's Heeresgruppe A and Leeb's Heeresgruppe C would co-operate to encircle and destroy GA 2. Hitler's main concern was that elements of the French Army might escape to the south and possibly to North Africa. The Luftwaffe was directed to 'smash ports' to make evacuation by sea impossible.

While British troops retreated towards their embarkation ports, the French armies in GA 3 and GA 4 tried to conduct a fighting withdrawal into Normandy and behind the Loire River. On the Channel coast, Altmayer's 10e Armée fell back about 60–70km from the lower Seine but then on 15 June was able to establish a front on a line from Caen to Alençon with Group Duffour, the 3e CA and the rump cavalry corps. Altogether, Altmayer had six divisions, three of which were really just regimental-size battlegroups. Initially, Kluge's 4. Armee only pursued Altmayer with the infantry of II Armeekorps and XXXVIII Armeekorps, which gave the French a brief respite in this sector. However, Hoth's XV Armeekorps (mot.) was reactivated on 16 June and sent across the Seine, where it moved towards Alençon with both the 5. and 7. Panzer-Divisionen. On the morning of 17 June, Hoth's Panzers attacked; they quickly punched through Gruppe Duffour and pressed west against light resistance. Rommel's 7. Panzer-Division advanced into the Cotentin Peninsula towards Cherbourg while Lemelsen's 5. Panzer-Division rushed towards Rennes and Brittany. Most of the 10e Armée was simply bypassed and Altmayer's front was shattered.

Héring's Armée de Paris fell back slowly towards Tours, pursued by four infantry divisions from the VIII and XXXX Armeekorps. On paper, Héring had five divisions, including the 2e DCR and 4e DCR, but only the 84e DIA had much combat effectiveness left. French tanks suffered badly from mechanical defects during the retreat and even minor

problems could cause another tank to be abandoned. Like Altmayer, Héring was fortunate that the enemy had no tanks in his sector and Paris served as a distraction for Strauß's 9. Armee. Frère's 7e Armée fell back more quickly towards Orléans, which left most of Reichenau's pursuing 6. Armee behind. Frère's army was a jumble of fragmentary units and he was eager to get them behind the Loire, which was a formidable obstacle. He had hoped to get trains to move at least some of his divisions but instead his army was forced to move entirely on its own resources. Most troops walked. By the afternoon of 16 June, Frère had succeeded in getting more than half of his divisions across the Loire, but several units, such as the 16e DI, lagged behind and were cut off by the pursuing Germans. However, Frère did not provide enough security at the crossing sites; on the afternoon of 16 June the 33. Infanterie-Division succeeded in capturing an intact bridge over the Loire at Orléans. On the morning of 17 June, the Vorausabteilung of the 9. Panzer-Division also succeeded in capturing a bridge over the Loire at Nevers. The 4e Armée, which was responsible for this sector, had disintegrated. Thus, the last real French defensive obstacle, the Loire, was lost in a day. Frère ordered his army to keep retreating.

On 15 June, Touchon's 6e Armée paused at an intermediate position behind the Yonne River en route to the Loire, in order to give some of its lagging foot infantry a chance to catch up. The 41e DI intended to cross at Pont-sur-Yonne but French engineers prematurely blew up the bridge while French troops were still crossing, forcing the division to cross elsewhere. The French 17e CA deployed a mixed group in Pont-sur-Yonne to defend the crossing site, consisting of nine tanks from the 1ère DCR, along with some armoured cars from the 4e DLM and the 72e GRDI. During the afternoon, the advance guard of the 1. Gebirgs-Division arrived at the river and Generalleutnant Hermann Ritter von Speck, commander of the XVIII Armeekorps, went forward to the river's edge to conduct a personal reconnaissance. A French soldier, probably from the 72e GRDI, was in a building near the river's edge and spotted a party of German officers, which he fired upon with his FM light machine gun. Speck was struck in the chest

and mortally wounded; he was the first German general to be killed in action in the Second World War.[20]

The Germans soon crossed the Yonne at Sens, forcing Touchon to continue his retreat. However, it is important to note that even on 16 June, most of Besson's GA 3 was still offering resistance and maintaining something like a continuous front. The Germans did not create a single major breach in Besson's front until 17 June, which was three days after Brooke erroneously claimed that the French no longer were mounting organized resistance and their front had disintegrated. However once Hoth's Panzers punched through the 10e Armée and Wietersheim's XIV Armeekorps (mot.) reached Nevers, GA 3 rapidly fell apart. By 17 June, Touchon's army was falling back in disorder. Unknown to the French, the German Panzer spearheads were seriously short of fuel and were only able to keep moving due to aerial resupply by the Luftwaffe and fortuitous capture of French fuel dumps; at St Florentin the 3. Panzer-Division managed to seize a stockpile of over 5,000 tonnes of petrol.[21]

The situation was far worse in Huntziger's GA 4, which rapidly fell apart on 15–16 June. Freydenburg's 2e Armée was cleaved in two by Guderian's XXXIX Armeekorps (mot.) and XXXXI Armeekorps (mot.), which rapidly pushed south past St Dizier towards Chaumont, then Dijon. Kirchner's 1. Panzer-Division took Langres early on the morning of 15 June and captured 3,000 prisoners. Guderian soon arrived in Langres and pushed his units on towards complete the isolation of Prételat's GA 2 in the Maginot Line. Guderian's armour was dispersing rapidly, which once again caused concern at Rundstedt's headquarters, but this time neither the OKH nor Hitler supported a halt order or any other restrictions. After ignoring some efforts by Rundstedt to slow the XXXIX Armeekorps (mot.) Guderian ordered its four divisions to fan out from Langres; the 1. Panzer-Division pushed south to Besançon, the 20. Infanterie-Division (mot.) east towards Vesoul and the 2. Panzer-Division and 29. Infanterie-Division (mot.) south-west towards Dijon.[22] French resistance in front of Guderian's Panzers was negligible and he was able to advance at a much faster rate than he had advanced to the

Channel. Kirchner's 1. Panzer-Division captured Besançon on 16 June. The next day, Pontarlier was occupied and Kradschützen-Bataillon 1 reached the Swiss border, isolating the French armies in Alsace and Lorraine. Even Hitler was stunned by the rate of advance. Guderian's Panzer crews had accomplished one of the most remarkable victories in modern warfare.

The 18e CA, which included the 3e DCR, was trying to retreat southwards along the Seine, but had German armour moving past on both flanks and it was threatened with encirclement. Private Gustave Folcher, a Zouave in the 3e DINA, found that his unit was surrounded in a cornfield: 'I looked over the corn which was not very high at that place and saw some German soldiers, with rifle or machine pistol in hand, were advancing in formation as if hunting for hares in the corn.' Gustave and one his comrades attempted to evade capture but were soon caught. He noted that his company had lost 125 of 160 men dead or missing within the past two days.[23] The bulk of Réquin's 4e Armée disintegrated on 15–16 June, smashed to pieces by Wietersheim's XIV Armeekorps (mot.) and Hoepner's XVI Armeekorps (mot.). By the end of 16 June, Réquin no longer had any cohesive combat units left and a huge gap had opened in Huntziger's front which could not be sealed.

The left flank of Freydenburg's 2e Armée, comprising the 21e CA and Colonial Corps recoiled towards the Meuse and kept refusing their flanks to try to ward off envelopment. On the east side of the Meuse, Burtaire's *ad hoc* division struggled to hold off the advancing XXXVI Armeekorps from 16. Armee as long as possible. On 14 June, Burtaire fought a nine-hour delaying action at the village of Bezonvaux, north-east of Verdun, against the lead regiment of the 71. Infanterie-Division. The Germans had overwhelming artillery support and Burtaire's only assistance came from the 75mm gun turret at Fort Douaumont, which fired continuously but to little effect. Altogether, the 71. Infanterie-Division suffered 112 casualties but Burtaire lost nearly 1,000 troops, most of whom were captured. After overrunning Burtaire's forces in Bezonvaux, the German Infanterie-Regiment 211

assaulted Fort Vaux and Fort Douamont on the morning of 15 June and captured both from the 132e RIF; the German regiment suffered just eight killed and 25 wounded in this action. Halder and the rest of the OKH were ecstatic when they learned of the fall of Verdun, since to those who had fought the French Army in the First World War, it symbolized a collapse.[24] After the loss of Verdun, the 16. Armee continued to roll up the 2e Armée, which was unable to form a new line. On 17 June, the 169. Infanterie-Division captured Metz, which had been the headquarters of the French 3e Armée.

By 15 June, the AdA was fighting the Luftwaffe alone over the French heartland and also had to divert some of its remaining squadrons to counter Italian air raids in southern France. As the French Army retreated, the AdA was also forced to retreat and abandon its air bases, which disrupted the ability of ground crews to repair and service the remaining aircraft. The continual retreats severely disrupted the AdA's operational tempo, but it still managed to mount about 120 fighter and 40 bomber sorties on 15 June. The main emphasis in this phase of the battle was to provide air cover over the bridges on the Loire and to strike at the pursuing German armoured columns. In one of the last major battlefield interdiction strikes conducted by the AdA, 20 Breguet 693 light bombers from Groupement de Bombardement d'Assaut I/54 (GBA I/54) and GBA II/54 successfully attacked a column from the 4. Panzer-Division near Troyes, which the Luftwaffe failed to intercept. However on 16 June, the AdA conducted fewer than 80 fighter sorties and just a handful of bomber sorties as most of its remaining squadrons relocated to Bordeaux or bases near the Spanish border, such as Perpignan and Carcassonne. On 17 June, the AdA conducted fewer than 50 sorties against the Germans. During 15–17 June, the AdA lost at least 11 fighters and seven bombers in combat and shot down seven German bombers and a number of reconnaissance aircraft. Morale – and a willingness to sacrifice for *la patrie* – remained high throughout the AdA and French pilots continued to fly combat sorties with élan despite the increasingly slim resources remaining. Once Pétain's government announced its intent

to seek an armistice on 17 June, a number of AdA units began relocating to North Africa of their own volition.

The Choice, 15–19 June

While the French armies were conducting a fighting retreat, a small cabal within Reynaud's cabinet and his senior military advisor were conspiring to subvert his intent to continue the war in North Africa. Weygand and Pétain had managed to gather three of Reynaud's ministers (Camille Chautemps, Paul Baudouin and Jean Ybarnegaray) to their pro-armistice cause along with Amiral Darlan. Georges Mandel, César Campinchi (navy minister), Louis Marin (minister of state) and De Gaulle supported the idea of fighting from North Africa. Général Charles-Auguste Noguès, the commander of French forces in North Africa, also strongly supported the idea of continuing the war. However, the remaining 18 ministers and cabinet members remained ambivalent, unwilling to openly support either course of action. A number of other political figures in Bordeaux, including Pierre Laval, saw an opportunity to create a new government under a figurehead like Pétain, where they could gain positions of power.

During the night of 14/15 June, the French government, including 200 members of the parliament and various ministry officials, established itself in Bordeaux. Reynaud informed De Gaulle of his intent to continue the war from Algeria and asked the general to go to London to arrange for British assistance in moving troops and material to North Africa. Reynaud also asked Amiral Darlan to make preparations for the fleet to move to North Africa. Around 1500 hours on 15 June, Reynaud met with Weygand to discuss the military situation. Reynaud informed Weygand that he wanted the general to ask the Germans for an immediate cease-fire in France – rather than a negotiated armistice – so he could move the government and remaining military to North Africa. If he surrendered only the forces engaged in the field, the Germans would not be able to dictate any terms to a

French government-in-exile. However, Weygand flat-out refused to obey. Reynaud asked him what difference there could be between surrendering the French armies under a cease-fire or an armistice, but Weygand just kept referring to his sense of 'honour'. An hour later, Reynaud met with his cabinet – hoping to find support for continuing the war in North Africa – but was outmanoeuvred by a political device instigated by Chautemps, who called for a cabinet vote on the idea of asking the Germans about their terms for an armistice. Unexpectedly, Reynaud lost the vote 13–6 and threatened to resign, but hesitated.

The real issue at hand – left unstated – was that if the French government went to North Africa, Weygand would be left to handle the surrender and Noguès would probably be the new commander-in-chief. Likewise, those members who favoured armistice, including Pétain, would soon be out of the Cabinet and replaced by pro-war politicians. If Reynaud went to North Africa, the Third Republic might be salvaged. If he did not, the Third Republic would be terminated and replaced by a new political structure. Even in the face of national catastrophe, there are always men who put their own selfish interests first and see a silver lining for themselves. In order to quash any idea that England might provide further help, Weygand sarcastically told cabinet members that, 'in three weeks' time, England's neck will be wrung like a chicken's'.[25] By seeking an armistice, Weygand and his cabal of political connivers were not only seeking to take France out of the war, but to end the Second World War. As they saw it, defeat would bring victory for them.

During the night of 15/16 June, Reynaud received two more psychological blows. The first was a lacklustre reply from President Roosevelt: the United States was sympathetic to the Allied cause and would continue to sell military equipment, but there would be no declaration of war without congressional approval. Even though US military intervention had been a delusion from the start, it finished off Reynaud's resolve. The second psychological blow occurred when Reynaud cabled Churchill to ascertain if Britain would release France from its commitment not to negotiate a separate peace; Reynaud

anticipated that Churchill would reject an armistice, which would complicate matters for Chautemps and his clique. However, Reynaud was surprised by Churchill's response, which arrived just after midnight: Churchill wrote that, 'His Majesty's Government give their full consent to an inquiry by the French Government to ascertain the terms for an armistice for France', but with one important caveat – 'only provided that the French fleet is sailed forthwith to British harbours pending negotiations'.[26] Reynaud had no intention of handing the French fleet over to Britain. Nevertheless, when Churchill sent a follow-up proposal for the creation of a Franco-British Union. Reynaud eagerly clutched at this straw.

However, when Reynaud presented the idea of a Franco-British Union to the Cabinet the next day, he was met with stony silence. No members supported this proposal and it was dropped. Reynaud was deflated and it was clear that he could neither control his military commander-in-chief nor direct his cabinet. Another vote on the issue of armistice went against Reynaud and finally, on the evening of 16 June, he imploded and resigned. President Albert Lebrun, a political non-entity, was manoeuvred into asking Pétain to form a new government around 2300 hours. Although Pétain had contributed absolutely nothing to saving France from defeat, he moved quickly to consolidate his power and punish his political enemies. The first two members Pétain selected for his new government were Chautemps and Pierre Laval, followed by Weygand as minister of national defence. Georges Mandel was placed under arrest and it was not long before an arrest warrant was issued for Reynaud as well. De Gaulle was fortunate in that he had just returned from London and was at the periphery of the political storm.

Wasting no time, Pétain's government went through a Spanish intermediary to request an armistice with Germany early on 17 June. At 1230 hours, Pétain spoke to the nation and stated that, 'with a heavy heart, I tell you today that it is necessary to stop the fighting'. French soldiers and airmen received the news about the armistice with anger and astonishment. Few had expected the government to just call

it quits. Rather than Weygand's exaggerated fears of civil chaos and insurrection, the Third Republic was overthrown by a palace coup, acting in the guise of saving the nation.

With an arrest warrant from Pétain's regime imminent, De Gaulle had no choice but to fly out of Bordeaux with Spears on the morning of 17 June. He also managed to keep his family out of Pétain's clutches by arranging for them to get on the last civilian vessel leaving Brest. Once in London, De Gaulle had no real status – no longer part of the French government and a junior officer in an army that was about to surrender. Nevertheless, De Gaulle would not accept defeat and possessed the will to continue the war against Germany so that France could someday be liberated, which meant that he needed British support. De Gaulle approached Duff Cooper, minister of information, about making an appeal over the BBC to his fellow Frenchmen. Cooper took the request to the Cabinet, which was surprisingly cool to this idea:

> The War Cabinet agreed that, while there was no objection to the substance of the broadcast, it was undesirable that General de Gaulle, as persona non grata to the present French Government, should broadcast at the present time, so long as it was still possible that the French Government would act in a way conformable to the interests of the Alliance.[27]

The War Cabinet was more interested in getting the French fleet to evacuate to British harbours and did not want to offend Pétain by allowing De Gaulle to speak on the radio. The Cabinet was also still trying to get the French to transfer the 400 captured Luftwaffe aircrew to England. Eventually, Cooper was able to convince Churchill that there might be some value in allowing De Gaulle to speak. At 1900 hours on 18 June, De Gaulle spoke on the BBC for just two minutes and said that, 'France is not lost' and that, 'shattered today by mechanical force, we shall be able to conquer in the future by stronger mechanical force'. He appealed to French military personnel and

skilled workers to rally to his standard so that, 'the flame of French resistance ... should not be extinguished'. De Gaulle's broadcast was heard by very few of his countrymen and it was rebroadcast four days later. Initially, few French soldiers and airmen responded to De Gaulle's appeal, but it was the beginning of the Free French and De Gaulle's prophecy of French troops participating in the liberation of their home country would come to fruition in time. Within a week, De Gaulle was broadcasting on the BBC every night at 2200 hours, encouraging French soldiers, sailors and airmen to continue the fight.

After Reynaud's discomfiture, Churchill hoped Georges Mandel would head a French government-in-exile, but this would not occur. Mandel was able to escape house arrest and on 21 June left by sea for Morocco with a small number of other French politicians. However, Pétain's regime was quick to cement its power base by gaining the loyalty of overseas commanders, so Mandel was unable to organize any significant pro-resistance movement in North Africa. Although guilty of no crime except opposing collaboration with Germany, Mandel was arrested in 1941 and executed by the Vichy regime in 1944.

Heeresgruppe C Attacks, 14–21 June

Since the start of *Fall Gelb*, Generaloberst Wilhelm Ritter von Leeb's Heeresgruppe C had only been involved in diversionary operations against the French armies in the Maginot Line. Many of the German divisions facing the Maginot Line were manned with older reservists and equipped with obsolete weapons, hence the reluctance of the OKH to commit them to battle. Several earlier probing attacks on the Maginot Line had been repulsed with significant casualties. However once *Fall Rot* succeeded in destabilizing the centre of the French front and the French were forced to pull more and more troops out of the Maginot Line, the OKH recognized that it was time for Leeb's forces to play their part in the defeat of France. The Führer Directive 15 ordered Leeb to effect a collapse of the Maginot Line. By attacking the Maginot Line

directly, Heeresgruppe C would assist the flanking operation being conducted by Rundstedt's Heeresgruppe A. The French armies would be caught in a vice and crushed. Furthermore, the OKH wanted to test some of its tactics for breaching a fortified line, which would be handy for future campaigns. Leeb planned for a two-phased operation to penetrate the French defences in the Maginot Line. First, Generaloberst Erwin von Witzleben's 1. Armee would attack Général Charles-Marie Condé's 3e Armée in the Sarre Gap, which was designated Operation *Tiger*. Second, General der Artillerie Friedrich Dollman's 7. Armee would attack across the Rhine in Operation *Kleiner Bär* (Little Bear).

For a variety of reasons, the Saar Gap was a 37km-wide gap in the Maginot Line between the Fortified Sector of Faulquemont (SFF or *Secteur Fortifié de Faulquemont*) and the Fortified Sector of Rohrbach (SFR or *Secteur Fortifié de Rohrbach*). The main reason was the high water table in this area which made it impossible to construct the type of *gros ouvrages* (large bunkers) found in other sectors of the Maginot Line. Instead, the French had created the Fortified Sector of the Saar (SFS or *Secteur Fortifié de la Sarre*) to cover the gap, but they constructed only a single small casemate (Ouvrage Haut-Poirier) in the SFF in 1938. The garrison of the SFS comprised 17,600 active soldiers in 12 infantry battalions and two artillery regiments. The first line of defence in the SFS consisted of six strongpoints, each with two to six bunkers, including at least one with a 75mm gun. The French had also taken advantage of waterlogged terrain in this area to create flooded areas, which impeded tactical movement. From the start of the war up until the start of *Fall Rot*, the French had maintained the 20e CA with two infantry divisions to provide interval troops to support the SFS. When Weygand issued his withdrawal order, a large portion of the fortress troops were pulled out of their fortifications, leaving only a covering force to hold the SFF, SFS and SFR. Général de corps d'armée Louis Hubert's 20e CA had the 1ère DIP and the 52e DIP deployed as a second line behind the SFS, along with the 20e BCC (R35 tanks). Condé's 3e Armée only wanted to conduct a delay operation in the Saar Gap, while the bulk of his army retired towards Nancy.

For Operation *Tiger*, Witzleben decided to place his *Schwerpunkt* west of Saareguemines, with four infantry divisions from the XII and XXX Armeekorps deployed against three French fortress regiments (69e Régiment des Mitrailleurs d'Infanterie de Forteresse (RMIF) and 82e RIF from the SFF and 174e RIF from the SFS). The XXIV and XXXVII Armeekorps would conduct supporting attacks with three more infantry divisions against the 41e RMIC and 51e RMIC from the SFS. The German infantry was a very mixed bag; the 60. Infanterie-Division had been formed after the Polish Campaign from Nazi Brownshirts and Danzig militiamen, while the other five infantry divisions were all composed of reservists with little or no combat experience. 1. Armee was given a significant amount of heavy artillery for its offensive, including 16 railroad guns, but it did not have any armour or motorized units. Generalleutnant Erich Heinemann's Höherer Artillerie-Kommandeur 302 (HArko 302) directed the artillery, whose main punch was provided by 18 21cm Mörser and 80 15cm howitzers. Air support was provided by V Fliegerkorps.

At 0730 hours on 14 June, 1. Armee's artillery units began a 90-minute artillery preparation against the French units in the first line of defence of the SFF and SFS. The V Fliegerkorps contributed some Stuka sorties as well. The German bombardment was loud but inaccurate and the Germans were quick to blame ground fog. Yet the defences were fixed targets which had been under observation for days and the Germans chose the time of the attack, so they could have delayed until the fog lifted. It became common practice for the Wehrmacht in the Second World War to attribute operational failures to acts of nature (e.g. fog, mud, cold weather) rather than admit sloppy planning. Once the ineffective barrage lifted, the German infantry went in. The French bunkers were behind the Nied, a minor water obstacle. In the XXX Armeekorps sector, the 93. And 58. Infanterie-Divisionen, attacking with a total of four infantry regiments, could not budge the 69e RMIF and suffered heavy losses from French artillery and machine guns. The German XII Armeekorps (75. and 268. Infanterie-Divisionen) managed to gain some ground after anti-

tank guns destroyed a number of French bunkers with direct fire. The 174e RMIF, which was defending this sector, suffered over 500 casualties. The supporting attack by the XXXVII Armeekorps made only minor progress. Even though the French defences in the Saar Gap were much reduced by the withdrawal order, the five French fortress regiments had managed to hold onto most of their front and inflict significant casualties. The 1. Armee had suffered over 1,000 dead and 4,000 wounded on the first day of *Tiger*. On the other hand, the AdA completely failed to support the defence, even though the H75A Hawks of GC II/5 were within range.

The first day of Operation *Tiger* was disappointing for Witzleben since only the XXX Armeekorps came close to seizing its objectives and even that did not justify 5,000 casualties. However, Condé felt that his fortress units had done their duty and ordered most to withdraw to the final defensive line during the night of 14/15 June. When the 1. Armee resumed the offensive the next morning, the German assault groups had no problem pushing forward up to 25km, until they bumped into the 52e DI and 1ère DIP, which were withdrawing rather than fighting. Indeed, both the 3e Armée and the 5e Armée were falling back as quickly as possible towards Nancy. Thus, Operation *Tiger* managed to push into the Saar Gap in just two days, but it was an irrelevant success because the actual Maginot Line positions in the SFF and SFR were still garrisoned and most would hold out until 25 June. By the time that 1. Armee penetrated the French defences-in-depth, the French mobile forces had slipped away. Adding to the pointlessness of Operation *Tiger*, Witzleben directed his XXXXV Armeekorps to conduct set-piece attacks against the casemates in the SFF, even though this formation had very little heavy artillery. The 167. Infanterie-Division was able to use 8.8cm Flak guns to suppress the defences at the Ouvrage Bambesch on 20 June and then the Ouvrage Kerfent on 21 June, but after that Witzleben called off the attacks because the armistice was imminent.

On 19 June, the German 215. Infanterie-Division attacked a weak spot in the Fortified Sector of the Vosges and managed to capture a

number of minor bunkers and penetrate 25km. While the major Maginot Line fortresses like the Ouvrage Hochwald were invincible until the end, the withdrawal of the French interval troops who normally held the area between the fortresses enabled the Germans to infiltrate and isolate the garrisons. The 'shield of France' held out until after the armistice, but its steadfast garrisons were little more than prisoners encased in concrete. Strasbourg was occupied on 19 June, indicating the ultimate failure of the encircled Maginot garrisons to defend France's eastern cities.

Leeb's final effort was to cross the Rhine in the Colmar region. Dollman's 7. Armee attacked with five infantry divisions on the morning of 15 June against three French fortress divisions. The French made the mistake of putting many of their casemates right at the water's edge on their side of the Rhine, which made them highly vulnerable to direct fire. Dollman began Operation *Kleiner Bär* by using his 8.8cm Flak guns to destroy or suppress many of the French casemates, then sent his assault groups across the Rhine in rubber boats. The German attacks went well and achieved rapid success, except with one division in the south. By nightfall, the Germans had penetrated to a depth of 2–4km. The next day, the Germans used their artillery, Stukas and Pioniere to methodically knock out one French bunker after another, chewing their way through all three defensive lines. By 17 June, 7. Armee had achieved its objectives and the remains of GA 2's field armies were isolated in the Vosges pocket.

Chapter 9

Mussolini's Gamble

'It is humiliating to remain with our hands folded while others write history. It matters little who wins. To make a people great it is necessary to send them to battle even if you have to kick them in the pants. That is what I shall do.'

Benito Mussolini, April 1940

The War in the South, 10–21 June

Mussolini was an opportunist and when he saw that *Fall Rot* was succeeding, he decided that the time was ripe for Italy to enter the conflict so it could gain some of the 'spoils of war.' In addition to territorial gains at France's expense, Mussolini sought military glory for his Fascist regime in a short, successful campaign. At 1645 hours on 10 June, Italy declared war on France, although no real justification was provided. Mussolini announced the declaration to a large, cheering crowd of young Fascists in the Piazza Venezia in Rome. Yet after declaring

war, Mussolini was unable to make war at once because his military was at such a low state of readiness. Indeed, Marshal Pietro Badoglio informed Mussolini that the Italian Army would need 25 days to prepare for an offensive against southern France. Despite Mussolini's pre-war rhetoric about Fascist Italy possessing 'eight million bayonets', the Italian military suffered from serious material and training deficiencies, as well as incompetent senior military commanders.

When France went to war in 1939, it was still able to keep 550,000 troops on the Alpine front, which was more than enough to deter Italy. However, the exigencies of *Fall Gelb* had caused the GQG to draw upon the forces in southern France to reinforce the northern front, so only 185,000 troops remained by early June 1940. Général René-Henri Olry's Armée des Alpes had three mountain infantry divisions, all Reserve B units, plus five fortified sectors of the Alpine Line. Three French divisions were insufficient to deter 22 Italian divisions. In terms of support weapons, the Armée des Alpes had four groups of 155mm howitzers and a battalion of obsolete FT-17 tanks, but very little anti-aircraft weapons. However, the mountainous terrain on the Franco-Italian border heavily favoured the defence and the French government had wisely invested the time and effort during the 1930s to construct the fortifications of the Alpine Line, which were similar to the Maginot Line *ouvrages*. Most of the *ouvrages* in the Alpine Line were quite modern and heavily armed; altogether, the French had 32 75mm, four 95mm and four 135mm guns plus 68 81mm mortars mounted in the line facing Italy.

In southern France, the AdA had very limited airpower to commit against the Italians because it was fully engaged against the Luftwaffe. The GC III/6 had only about six operational D.520 fighters at Le Luc near Toulon, but its pilots were all veterans, including Sous lieutenant Pierre Le Gloan, who had already shot down four German aircraft. The AdA also had 12 LeO 451 and four MB.210 bombers, plus nine reconnaissance aircraft in southern France. In addition, the AdA had one fighter group equipped with MS.406 fighters in Tunisia, which would see action against the Italians. The AéroNavale also had a

presence around Toulon, including a naval fighter squadron with nine MB.151s, two attack units with about 12 Vought 156F dive-bombers and a small number of Farman long-range bombers. Altogether, at the start of hostilities with Italy, the French had a total of only about 60 combat aircraft in southern France.

In contrast, the Italians could commit nearly the full weight of the Regia Aeronautica (Italian Air Force) against France, approximately 600 bombers and 450 fighters. On paper, this gave the Italians a decisive numerical advantage in the air, but lack of training and preparation made it difficult for the Regia Aeronautica to commit more than a small part of its strength to operations in June 1940. The Italians began the campaign with token raids against French air bases in Tunisia. On the morning of 11 June, a flight of SM 79 bombers from Sardinia bombed the AéroNavale base at Karouba in northern Tunisia, destroying four of six Loire 70 flying boats. The next day, the Italians attacked Karouba in greater strength, with 21 SM 79 bombers, but one-third were damaged by French air defences. A third raid followed on 13 June, with 3 bombers; French fighters tried to intercept but the MS.406 fighters only had a small speed advantage over the SM 79 bombers, which frustrated these attempts.

The Regia Aeronautica began striking targets in metropolitan France on the night of 12/13 June, when eight BR 20 medium bombers tried to bomb the Toulon naval base. On 13 June, the Italians conducted two raids near Toulon. The first, with ten BR 20 bombers tried to bomb the AéroNavale base at Hyères but was intercepted by the D.520 fighters of GC III/6 and Sous lieutenant Le Gloan shot down two of them, which scattered the remaining bombers. A larger group of 28 BR 20s tried to attack the Toulon naval base again but was intercepted by naval fighters from AC 3, which claimed three. Although CR.42 fighters were sent over France, they failed to protect the bombers or engage French fighters.[1]

Since before the Italian declaration of war, the Allies had been planning retaliatory strikes against industrial facilities in northern Italy. After the Italian bombing of Toulon, the French Mediterranean Fleet decided to activate Operation *Vado*, a contingency plan to

attack Italian industrial facilities near Genoa. During the night of 13/14 June, Vice-Amiral Émile Duplat sortied from Toulon with four heavy cruisers and 11 destroyers and sailed at high speed towards Genoa. Splitting into two groups, the French warships opened fire at 0427 hours on 14 June and conducted a ten-minute bombardment of three industrial targets; a total of 500 8in rounds and 1,100 smaller shells were fired. Italian coastal batteries succeeded in hitting the destroyer *Albatros* with a single 6in shell that mortally wounded 11 French sailors, but efforts by Italian motor torpedo boats to attack the French cruisers were ineffectual. Having checked off the box on retaliation, Duplat retired at 25 knots towards Toulon, having killed nine Italian civilians and injured 34.[2] The AdA and AéroNavale also supported Operation *Vado* with fighter cover and about 25 bomber sorties against the same targets in the Vado–Genoa area. Overall, Operation *Vado* was a symbolic action, conducted so that the French Navy could claim to have struck a blow before the armistice, but with no military value.

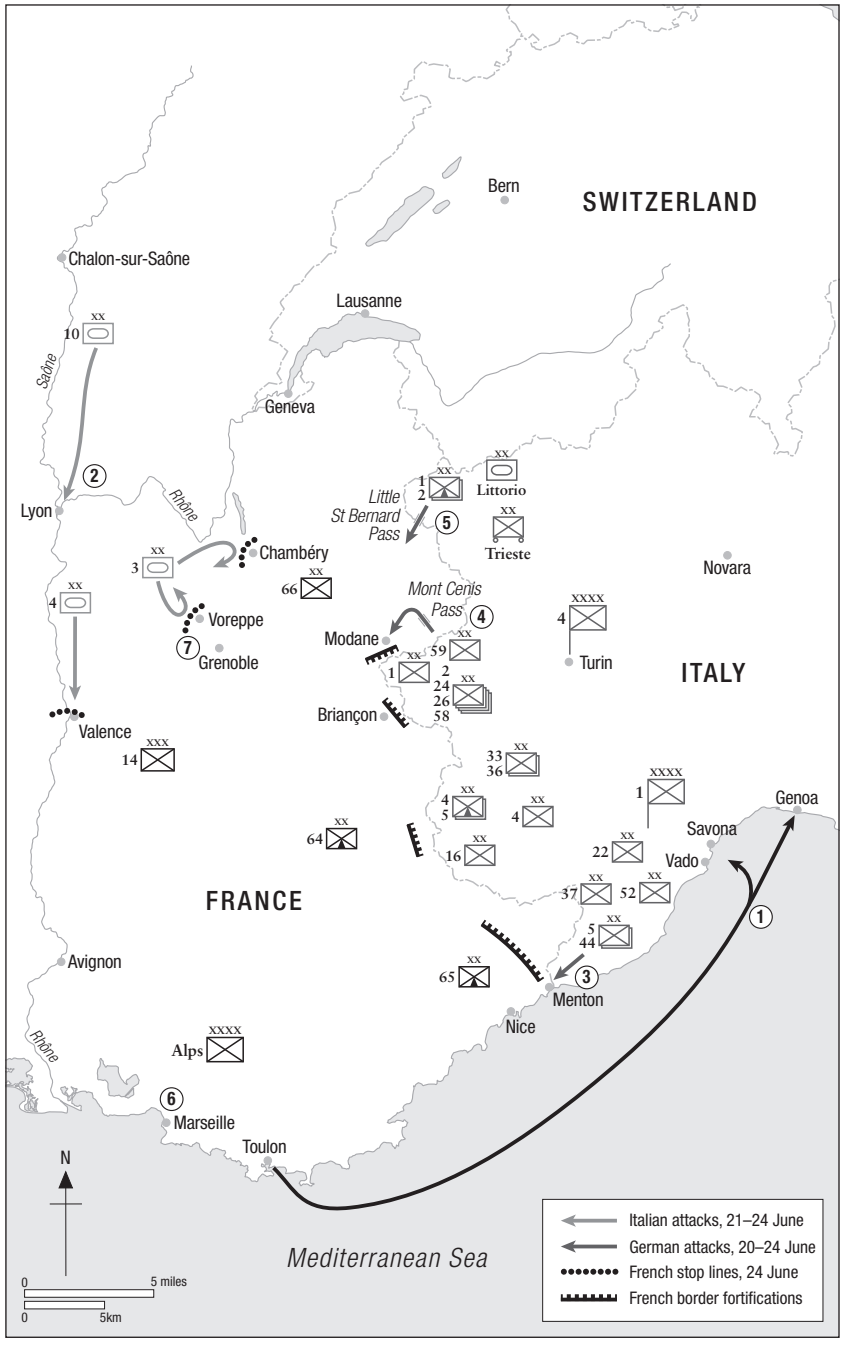
After the Italian declaration of war, as part of a contingency known as Haddock, the RAF moved a dozen Wellington bombers from No. 3 Group to two airfields near Marseille, in order to be within range of Italian industrial targets. However the French were initially unwilling to allow Haddock Force to bomb Italian cities out of fear of retaliation, so the airfields were blocked with cars to prevent British bombers from taking off. Consequently, Bomber Command decided to use No. 4 Group in England to mount the first raids against Italy. In an amazing display of faulty navigation, several Whitley bombers managed to drop bombs on Geneva and the suburbs of Lausanne – an error of 185km – which caused the death of four Swiss civilians and injured 80. Night-bombing was still very rudimentary and this error demonstrates the hollowness of Bomber Command's claims about what it was doing to German lines of communication in June 1940. After Toulon was bombed, the French allowed Haddock Force to conduct two night raids in northern Italy, then shut it down.

Map Key

1) 14 June, Operation *Vado*: a French naval squadron bombards industrial targets near Genoa.
2) 20 June, the German 10. Panzer-Division occupies Lyon, which is an open city.
3) 21–24 June, the Italian 1st Army attacks across the French border in order to seize the town of Menton. Despite fierce French resistance, the Italians manage to capture the town after three days of fighting.
4) 21–24 June, the Italian 1st Corps attacks to capture the town of Modane but fails to accomplish its objective before the armistice.
5) 21–24 June, the Italian Alpini Corps is stopped by French resistance and adverse weather.
6) Night 21/22 June, the Italian Regia Aeronautica bombs Marseille, inflicting 279 casualties.
7) 24 June, the French 14 CA scrapes up sufficient forces to block 3. Panzer-Division from reaching Grenoble before the armistice. The German pursuit ceases north of Valence.

On the morning of 15 June, a group of 27 Italian CR. 42 fighters attacked two AdA air bases near Toulon and succeeded in destroying three D.520 fighters from GC III/6 on the ground. However, Sous lieutenant Le Gloan took off in pursuit with two other pilots and succeeded in shooting down four of the retreating CR. 42s. En route back to his base, Le Gloan came across a wandering BR. 20 bomber, which he also shot down. Amazingly, Le Gloan had shot down five Italian aircraft in 45 minutes – the most successful AdA sortie of the entire 1940 campaign. However, another group of Italian fighters and bombers raided the AéroNavale base at Hyères and destroyed six Vought 156 dive-bombers on the ground. French MB.152 fighters tangled with this Italian group, but lost two of their number against four Italian aircraft damaged. After these actions, the Regia Aeronautica became more circumspect about operating near French air bases in daylight. The AdA bomber force also became more aggressive,

The Italian Front, 11–25 June, 1940



attacking both Turin and the port of Tripoli in Libya.

After the fall of Paris and Lyon, Mussolini was worried that France might collapse at any moment, yet his army had not yet struck a single blow. He told his son-in-law, foreign minister Count Ciano, that he needed 1,000 dead in order to sit at the peace table with France. Consequently, he pressed Badoglio to begin a ground offensive against France as soon as possible. At 0530 hours 21 June, the Italian 1st and 4th Armies attacked at multiple points along the border. The weather was awful, with snow at higher altitudes and rain along the coast, which greatly impeded mobility. In the south, the 1st Army pushed towards its objective, the town of Menton, exactly 3km inside the border. The French defences of the Alpine Line were very strong along the coastal sector and just 200 fortress troops within the Ouvrage Mont Agel were able to repulse the Cosseria infantry division. Mussolini was enraged that his troops were stopped so easily and ordered the Cosseria Division and the rest of the 15th Corps to take Menton at all costs. Eventually, the French strongpoints were bypassed and the Italians fought their way into Menton just before the armistice – the only significant French town to be captured by the Italian Army.

In the north, the Italian 4th Army managed to advance through the Little St Bernard Pass with its Alpine Corps, but in four days of fighting its advance was held up by a French company in Fort de la Redoute Ruinée and failed to take their objectives. The 1st Corps mounted an attack through the Mont Cenis pass, which spent four days fighting its way past the French border defences, but was halted once the armistice was announced. Overall, the Italian ground offensive was hindered by poor weather and the strength of the French border defences. The Italian troops had been told that morale in the French Army had collapsed, but found the French Alpine troops highly motivated to defend their soil. Altogether, the Italian Army admitted that it suffered 6,029 casualties, including 631 killed. Mussolini did not get his 1,000 dead or the opportunity to sit at the peace table with France. In contrast, Olry's reservists had fought very well, limiting Italian gains and suffered only 274 casualties.

Air operations continued at a low tempo until the armistice, but one incident that enraged the French was the Italian bombing of Marseille on the night of 21/22 June. Ten Italian SM. 79 bombers dropped 4 tonnes of bombs on the city, which killed 143 civilians and injured another 146. After the Germans signed their armistice with Huntziger's delegation, the French were required to sign a separate armistice agreement with Italy on 24 June. Italy received very little for its role in the campaign, since it had not seized much territory and the Germans were unwilling to concede any additional territory coveted by Mussolini, such as the city of Nice. Instead, the Italian Army was allowed to occupy the fortifications of the Alpine Line, to a depth of 5km.

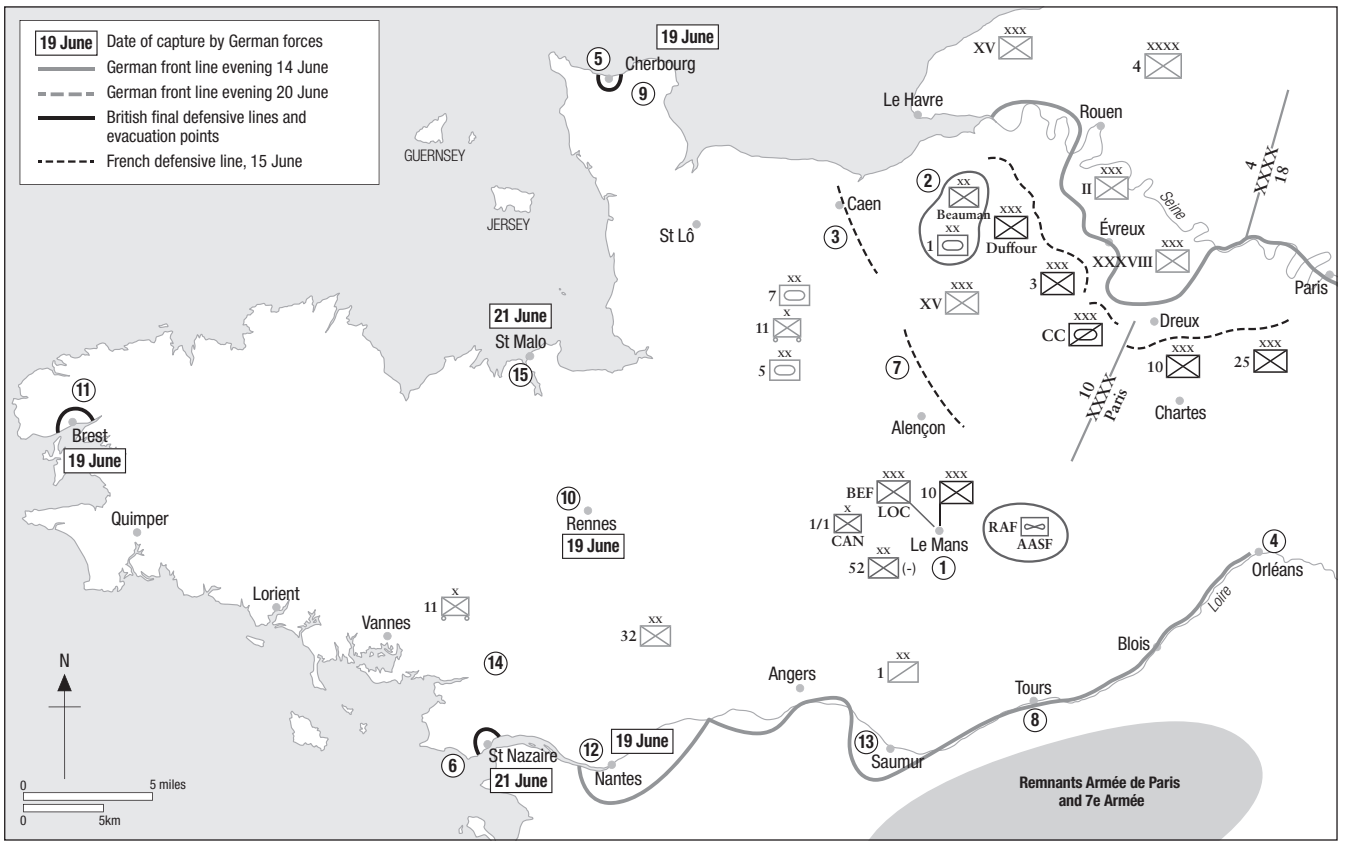
Final Actions, 18–24 June

By the morning of 18 June, most French military personnel and civilians had heard Pétain's broadcast, but there was a dearth of information about what would come next. Weygand was more focused on politics – Pétain had made him the new minister of national defence – so the GQG issued no orders or directives. During the day, Pétain broadcast another statement that said 'France had not abandoned the struggle,' which probably confused everyone. Without clear guidance, most units simply continued following the last orders received, which were to withdraw to the Loire. Lacking centralized direction from the High Command, the two remaining French army group commanders (Huntziger's GA 4 had been dissolved) tried to hold their forces together, but unit cohesion quickly unravelled. On the German side, the OKH learned of the French request for an armistice from Spain, but the only real modification to the guidance issued in Führer Directive 15 was to reduce the size of the pursuit force since German logistics were strained. Kluge's 4. Armee was to proceed and mop up the French forces in Normandy and Brittany, while Küchler's 18. Armee pushed

Map Key

1) 14–15 June, British ground forces evacuate Le Mans and begin withdrawing to the coast. The RAF's AASF also begins evacuating.
2) 15 June, the British forces attached to the French 10e Armée withdraw toward Cherbourg without permission.
3) 15 June, the French 10e Armée manages to form a thin line between Caen and Alençon, effectively covering the retreat of the BEF. The French armies on their right retreat to the Loire.
4) 16 June, the pursuing Germans succeed in capturing a bridge over the Loire at Orléans.
5) 17 June, Operation Ariel begins with evacuation of 52nd (Lowland) Division and other BEF units from Cherbourg.
6) 17 June, the RMS Lancastria is sunk by the Luftwaffe off St Nazaire with over 3,000 British military personnel lost.
7) 17 June, Hoth's Panzers attack and punch through the thin front held by the 10e Armée. The 5. Panzer-Division heads for Rennes, the 7. Panzer-Division for Cherbourg.
8) 18–20 June, the French 7e Armee defends Tours against attack, but the city is devastated by a Luftwaffe fire-bombing raid.
9) 19 June, the 7. Panzer-Division captures Cherbourg.
10) 19 June, the 5. Panzer-Division captures Rennes and overruns the 10e Armée headquarters.
11) 19 June, the 5. Panzer-Division, 2. Infanterie-Division (mot) and 11. Schützen-Brigade capture Brest.
12) 19 June, the 32. Infanterie-Division captures Nantes and bridge over the Loire.
13) 19–20 June, French forces mount a two-day defence of Saumur.
14) 21 June, St Nazaire is occupied by the 11. Schützen-Brigade.
15) 21 June, St Malo is occupied by 7. Panzer-Division.

all the way down the Atlantic coast to the Spanish border. The rest of the field armies were ordered to conduct mop-up operations, forcing the surrender of isolated French units.


19 June Date of capture by German forces
German front line evening 14 June
German front line evening 20 June
British final defensive lines and evacuation points
French defensive line, 15 June
GUERNSEY
JERSEY
19 June
Cherbourg
Le Havre
Rouen
St Lô
Caen
Beauman
Duffour
Évreux
Seine
Paris
Dreux
Chartes
21 June
St Malo
Brest
19 June
Alençon
Quimper
Rennes
19 June
BEF
LOC
CAN
Le Mans
RAF
AASF
Orléans
Loire
Lorient
Vannes
Blois
Angers
Tours
St Nazaire
21 June
Nantes
19 June
Saumur
Remnants Armée de Paris and 7e Armée
N
0 5 miles
0 5km

Hoth's Panzers had already split Altmayer's 10e Armée and the 5. and 7. Panzer-Divisionen swept past its fragmentary units. At St Lo, Hoth divided his corps: Rommel's 7. Panzer-Division was ordered to capture Cherbourg and Lemelsen's 5. Panzer-Division and the 11. Schützen-Brigade were to head for Brittany. Although each was opposed by only a single enemy division, Group Duffour simply dissolved and Général de corps d'armée Marie Fagalde's 16e CA was encircled and forced to surrender before it could reach Rennes. Rommel then rushed into the Cotentin Peninsula towards Cherbourg. The French could barely muster 2,000 lightly armed troops in the Cotentin, mostly small groups of French soldiers and sailors (and a few armed civilians) resisted Rommel's vanguard at several points – it was not a parade. After marching 75km on 18 June, Rommel's vanguard reached the outskirts of Cherbourg in the afternoon. Amiral Jean-Marie Abrial called on the battleship *Courbet* for support, which fired 105 rounds from its 12in guns against Rommel's approaching columns, then departed for Plymouth. Rommel shelled the harbour area with his artillery and requested the Luftwaffe to bomb the port. Although Abrial had 30,000 military personnel in the city, few were armed and his ground defences were antiquated. Rommel was able to seize Fort des Couplets on the west side of the city by the next morning. After further softening up by German artillery and bombers, Cherbourg surrendered at 1430 hours on 19 June. Before turning over the port, the French destroyed three fleet submarines under construction in the harbour; one of them, the *Roland Mourillot*, had just been commissioned.

Altmayer made for Rennes, but was captured there with his headquarters when 5. Panzer-Division overran the city on 19 June. Capitaine Marcel Bloch was one of the fortunate ones evacuated from Dunkirk and his unit was trying to reform in Rennes when the Germans arrived. Bloch was out walking on the street when he unexpectedly saw a German column moving towards him. He later wrote, 'Had I believed that I might, even now, be of the slightest use, I could have screwed myself to the necessary pitch of courage to

remain at my post. But now that all show of resistance had melted away, there was obviously no point in carrying on with my duties.' Bloch turned away from the Germans and returned to his quarters, where he discarded his uniform, donned civilian clothes and checked into a hotel. Bloch said he thought about trying to reach French lines or England, but quickly gave up on that thought. Thus, Bloch selfishly chose to shirk his duty as an officer and simply opted out. He was not alone on adopting this course of action, but it tends to render his criticisms of others' behaviour rather asinine.[3]

In Brest, Vice-Amiral Gabriel Brohan organized transport for both France's gold reserves as well as a large portion of the Polish forces in France. He assembled five passenger liners and requisitioned trucks abandoned by the BEF. On 16–18 June, French sailors loaded 736 tonnes of gold from the Bank of France, which left for Dakar just before the Germans arrived.[4] Another French vessel transported 198 tonnes of Belgian gold from Lorient to Dakar. General Władysław Sikorski had no intention of stopping the war against Germany and he ordered all Polish military personnel in France to head for England. Altogether, 27,000 Polish soldiers and airmen managed to reach England before an armistice was imposed. The French Navy did its best to save its warships from the advancing Germans as well. At Brest, the new battleship *Richelieu* had just finished sea trials in May. On 18 June, the *Richelieu* sailed with two destroyers for Dakar.[5] The incomplete battleship *Jean Bart* in St Nazaire was evacuated on the morning of 19 June and sailed to Casablanca under her own power. However, the French were forced to scuttle four submarines at Brest and a number of auxiliary vessels. The port itself was sabotaged, with fuel stockpiles set on fire and naval stores destroyed. On the evening of 19 June, the 5. Panzer-Division and 11. Schützen-Brigade reached Brest, which surrendered.

After the fall of Nantes, Hoth's mechanized units advanced across the Loire towards La Rochelle, where a number of Allied units had withdrawn in the hope of evacuation. Around 1900 hours on 22 June, Luftwaffe bombers raided the airfield south of the city where the

remnants of Contre-amiral Jean Lartigue's Aéronautique Navale had assembled. Lartigue was killed in the raid, along with 20 others, and many French naval aircraft were destroyed on the ground. Rochefort was occupied the next morning.

Manstein's XXXVIII Armeekorps pursued the fragments of the 3e CA and Langlois' Cavalry Corps to the Loire. On 19 June, the Germans captured Nantes and an intact bridge over the Loire. Angers also fell without a shot – the retreating French were too weak to make a stand. In most places, the French were not able to establish a solid defence behind the Loire. Surprisingly, Colonel Charles Michon and 560 of his cadets from the cavalry school in Saumur, along with some survivors of the 3e CA, managed to mount a determined defence of four widely spread crossing sites in their area against the German 1. Kavallerie-Division from 19-20 June. Michon's command was reinforced by five H39 tanks and three Panhard armoured cars from Major Robert Neuchèze's 1ère GFC, but he had very little artillery. Nevertheless, Michon and his cadets managed to repulse several German attempts to cross the Loire for 48 hours, before his flank was finally turned and his ammunition ran out. During the Battle of Saumur, the cavalry cadets suffered 22 per cent casualties, including 79 killed. After the Germans occupied Saumur on 21 June, the surviving cadets were allowed to leave for the unoccupied zone in southern France rather than being treated as POWs. By 22 June, Besson's GA 3 was reduced to fewer than 65,000 combat troops.

After the quick loss of Orléans, the Armée de Paris, 6e Armée and 7e Armée, which amounted to fragments of 20 divisions, paused only briefly behind the illusory safety of the Loire. On 19 June, all three French armies retreated to the Cher River, then the Indre River the next day. A few units, such as the 11e DI, were still cohesive bodies but most of the French infantry divisions were reduced to mixed battlegroups equivalent to just a few battalions. Once it was obvious that an armistice was imminent, the German pursuit slowed, with only a few motorized units still pressing on. On the evening of 18 June, Pétain's new minister of the interior, Charles Pomaret,

announced on the radio from Bordeaux that all cities with a population of more than 20,000 were declared open cities, but the army in the field paid little attention. The remnants of the 2e DLM, about 2,500 troops with a few tanks and armoured cars, established themselves in Tours and refused to leave. When the Germans approached the city on the evening of 18 June, the French troops resisted and enemy artillery began to bombard the city. The next morning, the Luftwaffe fire-bombed Tours, devastating the city centre. Eventually, the Germans forced their way into the smouldering city on the morning of 21 June.

In central France, where GA 4 had dissolved, the remnants of the 4e Armée were directly subordinated to the GQG, while the 2e Armée was assigned to GA 2. Both of these formations fell apart in a matter of days, under pressure of the German pursuit. The Colonial Corps was splintered, with the 3e DIM overrun on June 18, followed by the other two divisions by 21–22 June. Only a few motorized elements were able to escape, including the 4e BCC and 7e BCC, which managed to reach the Toulouse area with a few of their FCM36 tanks. Lyon was declared an open city and the 10. Panzer-Division reached it on 20 June.

Once Guderian's Panzers reached the Swiss border, Prételat's GA 2 died a slow death in the Vosges mountains. The bulk of the 3e Armée, 5e Armée and 8e Armée were trapped, with limited food and ammunition remaining. The Germans slowly squeezed the pocket and Reinhardt's XXXXI Armeekorps (mot.) pushed into the exposed flank of Condé's 3e Armée with the 6. and 8. Panzer-Divisionen near Epinal. After a brief resistance, the 3e Armée began to disintegrate. Organized resistance in the pocket came to an end by 1500 hours on 22 June. The only formation to escape the German dragnet was Général de corps d'armée Marius Daille's 45e CA, which consisted of 29,000 French troops (from the 67e DI, 7e Régiment de Spahis and 16e BCC), 12,150 Polish troops from the 2e DIP and 99 British troops from the 51st Highland who had remained in the Saar. On the night of 19/20 June, the 45e CA managed to cross the border into Switzerland, where they were interned until January 1941, when the Swiss allowed them to cross into the unoccupied zone. The 45e

CA brought 2,000 vehicles (including five R35 tanks from the II/16e BCC) and 100 artillery pieces across the Swiss border to deny them to the Germans. Other Polish troops from the 1ère DIP exfiltrated out of the Vosges pocket and simply walked across the mountains into Switzerland.

German troops continued to casually shoot French prisoners even in the later stages of *Fall Rot*. Oftentimes, such behaviour was due to French soldiers resisting longer than expected or inflicting casualties upon the Germans, which led to harsh treatment of prisoners. The SS-'Totenkopf' Division encountered a spirited defence by the 25e RTS (from 8e DIC) at Chasseley on 20 June, just north of Lyon. The French defenders were able to inflict at least 40 casualties upon SS-'Totenkopf' before they were overwhelmed. In retaliation, the Waffen-SS troops executed about 147 Senegalese tirailleurs. On the same day, a group of soldiers from the 3e Compagnie of the 146e RIF were captured by the II./IR 305 from the 198. Infanterie-Division in the village of Domptail, near Épinal. After stripping the prisoners of their valuables, the German soldiers lined them up and opened fire; 28 French prisoners died but four were only wounded and managed to survive the massacre.[6]

The Germans made no response to Pétain's call for an armistice for 48 hours. Then, on the morning of 19 June, the Germans used the Spanish intermediaries to notify the French of their willingness to negotiate. Pétain's cabinet selected Général Huntziger to lead the delegation that would meet with the Germans. Not surprisingly, Weygand wanted no part of the armistice negotiations, even though he had been the primary advocate. Huntziger's delegation reached Tours late on 20 June and crossed German lines. The delegation was brought to Rethondes east of Compiègne, where the German surrender in 1918 had occurred. The session began in the afternoon of 21 June, when Hitler arrived, but there were no negotiations; the Germans simply read the 24 articles of the treaty. Huntziger was able to relay the terms by telephone to Bordeaux and Pétain's cabinet met early on 22 June to discuss them. Even those who had argued for an armistice were shocked by the German terms and sought some amelioration, but Hitler had the upper hand and would not budge. At 1750 on

22 June, Huntziger signed the armistice, which would take effect after 0035 hours on 25 June.

The five most important articles in the armistice agreement were:

- Article I, which required the French to cease all hostilities against the Third Reich, both in France and overseas.
- Article II, which stipulated which parts of France would be occupied and the unoccupied zone in the south.
- Article V, which required the French military to hand over all undamaged tanks, artillery and aircraft to the Germans. No new weapons production was permitted.
- Article VIII, which stipulated that the French fleet would demobilize in ports under German or Italian control. However, the article stated that Germany would not attempt to utilize interned French warships for its own purposes.
- Article XVIII, which stated that the French government would bear the financial cost of the German occupation.

Once the Cabinet in Bordeaux learned the German terms, Darlan ordered all seaworthy units of the French fleet to head for North African or British ports, stating that he had no intention of handing over his warships to the Germans or Italians. Vuillemin also ordered some of his best bomber and fighter units to relocate to Morocco and Algeria, to save some kernel of the AdA. However, other Frenchmen acted on their own. After hearing De Gaulle's appeal, 19 NCOs from the AdA took a Farman F.222 from the St Jean-d'Angély air base and flew it to England. The next day, another group of 115 pilot trainees crossed the Channel in a 22m fishing trawler to join De Gaulle. These men provided the nucleus of a Free French air force.

In France, the last real fighting occurred in the Rhône valley. The Germans sent a pursuit force down the Rhône, consisting of the 3. and 4. Panzer-Divisionen, the 13. Infanterie-Division (mot.), the SS-LSSAH and three infantry divisions. Even though the OKH knew that this advance would cross the demarcation line established by the armistice

agreement, commanders were told that it was being done to help the Italian advance on the Alpine front.[7] Concerned that his Armée des Alpes would be taken from behind, Général Olry decided to send a blocking force to the Rhône valley from Général de division Étienne Beynet's 14e CA. Orly was also able to scrape together a mixed force of soldiers, naval gunners from the Mediterranean Fleet and AdA ground defence troops to augment Beynet's troops. In addition, six brand-new Char B1 bis, straight from the FCM factory, were pressed into service to support the defence. Beynet's troops fought delaying actions at almost every bridge and established some very strong blocking positions in the foothills of the Alps, at Chambéry and Voreppe, which managed to stop the 3. Panzer-Division on 24 June. Unlike northern France, the mountains and rivers of southern France were a significant obstacle for the German style of mechanized operations.

Having retreated to Nîmes and Avignon, the AdA committed its last remaining resources to try to delay the German push down the Rhône valley. On 23 June, 21 fighters strafed a German column near Chambéry, with two fighters lost to Flak. On the afternoon of 24 June, the AdA conducted its last offensive missions, sending over 30 fighters and nine bombers to attack German motorized columns north-east of Grenoble; two fighters were shot down by Flak. At this point, the German advance down the Rhône halted outside Valence, since the armistice was about to go into effect and this area would remain in the unoccupied zone.

After the armistice went into effect at 0035 hours on 25 June, Heeresgruppe C moved to pull its forces out of the Rhône valley and had to vacate Lyons, which lay within the unoccupied zone. Along the Atlantic coast, Bock's Heeresgruppe B moved to complete the occupation of the littoral areas with the motorized units of the XIV and XV Armeekorps (mot.). On 27 June, Bordeaux was occupied. On the afternoon of 28 June, a reconnaissance unit led by SS-Sturmbannführer Wim Brandt from the SS-Verfügungs-Division was the first German element to reach the Spanish border, at Hendaye. Spanish border guards warmly greeted the German troops.

Despite the impressive operational success of *Fall Rot*, a substantial number of armed French troops remained in the isolated Maginot Line positions well after the armistice went into effect. Weygand sent envoys to Alsace-Lorraine to convince the Maginot Line defenders to surrender. On 30 June, the Germans allowed French officers to speak to the commanders of these isolated forts and one by one, they grudgingly surrendered. The fortress troops were angry that they had not been defeated in battle but were now to become prisoners of war – a clear indication that the morale of the French Army in 1940 was not as anaemic as has often been depicted. The last French troops of the Third Republic, over 1,000 soldiers from the 164e RIF, marched out of Ouvrage Hackenberg on the morning of 4 July and headed off to four years in German captivity.[8]

Chapter 10

Occupation

'I am sure many of you today
understand the meaning of the word 'homeland'.
No, the war is not over ...'

Capitaine Henri Romans-Petit, AdA reserve officer, 22 June 1940

The Bitter Taste of Armistice

In 1937, the French pacifist writer Jean Giono, a veteran of Verdun, had asked, 'What is the worst that can happen if Germany invades France?'[1] On the morning of 25 June, the population of France began to discover the answer to that question. In Bordeaux, citizens were informed by the new German military governor that, 'Any laceration of posters affixed by the German authorities is considered an act of sabotage and will be punished with the death penalty.' So vandalism of a German poster could result in summary execution. This was only the beginning of four years of harsh occupation and national humiliation.

By the time that the armistice was declared, roughly 8–10 million French civilians were refugees, displaced by the fighting. Thousands of French civilians were killed by German aerial bombardment of cities and attacks upon refugee columns, but the precise numbers were never established. Pétain's government was interested in consolidating power, not helping refugees, so conditions across France in the last week of June were chaotic. The Germans made a great show for the international press, handing out rations to refugee children, while glossing over the fact that they were the ones who made them refugees in the first place. The disruption of transport services due to bombing and bridges demolished by retreating French troops made it difficult to get food to the cities. Furthermore, the Germans were quick to requisition food, trains, private automobiles and other resources for their own troops. The Germans demanded that France pay for its occupation, which meant a sum of ₣400 million per day – suddenly the ₣5 billion spent on the Maginot Line did not seem so unreasonable. Within months, France was reduced to an impoverished and malnourished nation. Under such conditions, collaboration with the occupiers, for extra food or privileges, became endemic.

During the campaign from 10 May to 25 June, the French Army suffered 92,000 killed and 250,000 wounded, or roughly 13 per cent of the 2.6 million field forces. In contrast, the armed forces of Belgium and the Netherlands had only suffered 3 per cent casualties during their brief participation. The French dead included 12 generals killed in action and over 13,000 troops who died between 15 and 25 June; in other words, more French troops died after Brooke claimed that French resistance had ended, than the total number of British deaths in the whole campaign. Even after the armistice was announced, 5,000 French troops died in the final days after all was lost. The AdA suffered particularly cruel losses: of its approximately 800 active pilots, nearly 200 were killed, 188 wounded and 31 captured during the campaign – a 52 per cent casualty rate. Yet even if the French Army had not disintegrated, the AdA could not have sustained this loss rate for much

longer. Casualty statistics clearly indicate that the French Army and Air Force fought hard, right up to the end.

Over 1.5 million French troops marched into captivity, although tens of thousands escaped into the soon-to-be Vichy territory, or flocked to North Africa. Many probably just discarded their uniforms and faded into the civilian population like Marcel Bloch. According to the armistice terms, all French POWs would be released once a peace treaty was signed, but Britain's refusal to negotiate left French POWs in limbo for the next four years. Eventually, some were converted into forced labour in Germany, like Gustave Folcher, or released to Vichy, while others died in captivity or escaped. However, many of the French officers and NCOs had to wait until 1945 for liberation.

Pétain established his regime in the town of Vichy, but soon slid back into the role of figurehead. De Gaulle was declared a deserter and soon sentenced to death in absentia. The Vichy regime, which only controlled the unoccupied zone in the south, aligned itself with German interests and convinced the French colonies to abide by the armistice terms. Pétain's regime made no effort to retain any democratic principles or rule of law within the area it controlled and descended into authoritarian brutality in a matter of months. By 1941, the Vichy regime had passed anti-Jewish laws in line with Nazi racial policies and Vichy police began to arrest Jews in the Vichy-controlled section of France.[2]

Systematic German looting in France began soon after the armistice went into effect. On 17 July, Kurt von Behr arrived in Paris to head the Sonderstab Bildende Kunst, which was tasked with appropriating fine art for the Nazi leadership, particularly Hitler and Göring. Weygand's declaration of Paris as an open city managed to safeguard the physical structural of cultural icons such as the Louvre, just not the contents. Of course, dozens of French cities and towns had been bombed during hostilities and few resources were available to repair war damage.

After the armistice, the one loose end was the French fleet, which Darlan had ordered dispersed. Under Article VIII of the treaty, the fleet was supposed to return to France where the Germans could ensure that it was demilitarized. Yet Hitler was not concerned about

the French fleet – he had not yet decided to begin preparations to invade England – and was more concerned that this could become an issue that might encourage the French colonies to break with Vichy and the armistice. Consequently, the Germans were willing to grant Amiral Darlan some leeway on when and where the fleet returned. However, Churchill was not willing to grant Darlan any latitude and increasingly came to believe that the French fleet would be handed over intact to the Germans. There was no intelligence to support Churchill's concern, just a growing consensus in England that the French were defeatist and the Pétain regime could not be trusted. The seeds of mistrust between the Allies that had been sown during *Fall Gelb* and *Fall Rot* now came to fruition.

With surprisingly little discussion of alternatives, Churchill pressed his cabinet to authorize the use of force to neutralize the French fleet before it could fall into German hands. Just two days after the armistice, Churchill proposed using Force H from Gibraltar against the large French naval squadron at Mers-el-Kébir in Algeria.[3] Both Duff Cooper and Lord Halifax suggested that non-violent measures, such as diplomacy and the use of propaganda, might neutralize the French warships, but Churchill pushed for an immediate resolution. The Admiralty was ordered to conduct Operation *Catapult*, first delivering a brusque ultimatum to the French squadron to either sail to a British or neutral port, or scuttle itself. Force H duly delivered the ultimatum to the French squadron at Mers-el-Kébir on 3 July and predictably, it was rejected. The British squadron opened fire and sank the French battleship *Bretagne* and damaged the battlecruiser *Dunkerque*; a total of 1,297 French sailors were killed in the unprovoked attack. After the attack, the British press was told that French naval officers had been about to hand their warships over the Germans, but this claim was not based on any intelligence. The attack on Mers-el-Kébir provided an important propaganda victory to the Vichy regime, who labelled it a crime which demonstrated that England could not be trusted and was hostile to French interests. A broken, humiliated and friendless France was now being looted by its enemies and attacked

by its former ally. Furthermore, many of its soldiers and politicians were now collaborating with the enemy to build a new regime modelled on authoritarian structures, rather than the democratic principles that Frenchmen had cherished since the Revolution. And the worst was yet to come.

The Thrill of Victory

The defeat of France was the greatest moment in the 12-year history of the Third Reich and it made most Germans – even those who opposed Hitler – proud. Hitler had promised victory and delivered, which silenced his critics for the time being. Many Germans who previously disliked the regime were now won over, at least to the belief that the Führer was leading the nation to greatness. Once England caved in, it was argued, Germany would dominate Europe and the German people would become the ruling elite – an intoxicating elixir for a people that had suffered through the harsh years of defeat, civil unrest and the Great Depression. Bock issued a proclamation to the troops of Heeresgruppe B, celebrating the victory and stating that 'that which had hung over our people' had been removed by the bravery and dedication of the German soldier.[4] Thus, victory over France enabled the Wehrmacht to depict itself as cultural liberators to the German people. After a victory of this scale, the Third Reich would be strong enough to keep Bolshevism at bay and to compete economically on the world stage with the United States. Who could argue that this outcome was not good for Germany? *Fall Rot* validated the idea, at least for the majority in Germany, that armed force was a perfectly reasonable method for solving international problems. What the German people did not realize in the heady days of July 1940, was that they were enthusiastically handing their Führer a blank cheque to commit future aggressions.

In Germany, the churchbells were ringing for days and the war appeared to be over. The OKH was quick to announce that some of

the reserve divisions would be demobilized and the men sent home to their civilian occupations. In Paris, after a splendid victory parade by the 30. Infanterie-Division on 16 June, the Germans settled down to enjoy their conquest. German soldiers flocked to Paris to enjoy the sights, the wine and the women. Even Hitler decided to visit Paris on 23 June, so that the whole world could see him posing in front of the Eiffel Tower and Napoleon's tomb. On 19 July, the Großdeutschland Regiment, which had suffered 1,108 casualties during the campaign, celebrated their victory with a thanksgiving mass in Notre Dame. Luftwaffe pilots, now stationed near the Channel coast, settled into comfortable quarters and treated themselves to a summer holiday.

Hitler tried to justify the casualties in the western campaign as small, by comparing them to the long casualty lists in the First World War. Officially, the OKW admitted that the Wehrmacht suffered a total of 156,492 casualties between 10 May and 30 June, of whom 45,458 were dead or missing. About 7,000 of these casualties were among Luftwaffe personnel, including over 800 aircrew killed. The Germans suffered heavier losses during *Fall Rot* – 57 per cent of the total – once they had lost the advantage of surprise. In fact, German casualties during *Fall Rot* were similar to those suffered during the worst weeks of the Battle of Passchendaele in July–August 1917 (24–30,000 casualties per ten-day reporting period); the difference was that *Fall Rot* lasted only three weeks and Passchendaele went on for six months.

The occupation of France also provided a means for the Heer to augment its strength with captured equipment, thereby reducing the burden on the German economy. According to Article 5 of the armistice, the French were required to hand over most of their undamaged military equipment to the Wehrmacht. The majority of the seized equipment went to outfit the second- and third-tier German divisions, particularly with trucks and artillery. Due to the large number of Allied trucks and tractors captured in the Western campaign, the Heer was able to motorize several more of its infantry divisions. Although over 1,200 French tanks were captured, the Germans did not employ them in their Panzer-Divisionen; instead,

they were used to provide armour support in secondary areas, such as the Balkans. Some French tanks were also used as the basis for a new class of self-propelled anti-tank guns and their turrets would eventually serve on the Atlantic Wall defences. It is difficult to gauge the extent of the contribution of captured French war material to the overall German war effort, but there is no doubt that significant amounts of ex-French equipment were used on the Eastern Front in 1941–42. Even more important, a total of approximately 2.8 million tonnes of oil were captured in Holland, Belgium and France, which would provide the Wehrmacht with a strategic fuel reserve for the campaign against the Soviet Union.

Operational Outcomes

The operational outcomes in the French campaign were shaped by the insubordination of three general officers: Guderian, Weygand and Brooke. Guderian repeatedly disobeyed orders from his superiors, Kleist and Rundstedt, during the breakout from the Meuse and essentially ignored a halt order that had been approved by the Führer. Had Guderian followed orders, the pace of the German advance would have been significantly slower in the advance to the Channel, giving the Allies more time to react. Guderian's reckless advances, heedless of risks to his flanks, were not part of the *Fall Gelb* plan. To a lesser extent, Guderian also ignored orders to slow down during *Fall Rot*, which enabled his Panzers to reach the Swiss border before anyone expected. In France, Guderian's gambles paid off, which led him and others to believe that they could be repeated elsewhere. However in the advance to Moscow in 1941, Guderian would discover that operations based on gambles and a belief in the enemy's innate incompetence could end in disaster.

Weygand adopted an insubordinate mind-set from the moment he assumed command from Gamelin and ignored all guidance from Reynaud's government. It is fair to say that Weygand displayed

outright contempt for the idea of civilian oversight over the military, which made him unfit to lead the army of a constitutional democracy. Weygand's pig-headed decision to make his stand on the Somme and Aisne – which were already compromised – was suicidal and he compounded it by continually rejecting consideration of any other courses of action. Reynaud's cabinet wanted to make a last stand in Brittany and then flee to North Africa, but Weygand did everything in his power to prevent these policy decisions from being enacted. He also ensured that Paris was prematurely lost and that other front-line cities were declared 'open' just as the enemy arrived. Then, when the disaster he had helped to orchestrate arrived, he gave the legitimate government the final push it needed to collapse by openly disobeying Reynaud in front of his cabinet. Had Weygand simply been a good soldier and done his duty to the Republic, resistance in France would probably have lasted for another month and the legitimate government would have moved to Algeria to continue the war.

Finally, Brooke's off-the-cuff decision to pull the Second BEF out of France and cease military co-operation with the French ran completely against the guidance he received from Churchill. Brooke compounded this insubordination by lying to the War Cabinet about the actual situation in France, in order to get approval for his unauthorized evacuation. Even once approval was granted, Brooke was directed to conduct a fighting withdrawal to the ports and hold them long enough to evacuate the mass of equipment that Britain had landed in France. Brooke ignored this guidance as well, pushing the Second BEF to a precipitate and chaotic retreat that abandoned valuable military property and resulting in the tragic loss of the *Lancastria*. Brooke's behaviour added credibility to the cynical aspersions of Pétain and Weygand about the untrustworthy behaviour of the British, which helped to sway the French Cabinet against Reynaud. If Brooke had simply obeyed orders, the 52nd (Lowland) Division and the Beauman Division would probably have been lost, but the willingness of France to stay in the war would have been increased.

As for alternative outcomes, there were essentially only two, based on when France decided to go to war and what it would do once defeated in Europe. Given the strategic correlation of forces, the only chance that France really had to avoid defeat in a head-to-head clash with the Third Reich was to strike before the Wehrmacht gained substantial numbers of tanks, artillery and aircraft. The brief window for such a French pre-emptive military attack occurred during the Rhineland Crisis in March 1936. Although France could not have defeated Germany, a strike against the German forces in the Rhineland would have demonstrated military resolve to Hitler and interfered with his rearmament programme. Of course, France would have suffered international opprobrium from Britain and the United States, but in the long run this would have changed little. More important than negative editorials in *The Times*, French military action in the Rhineland would have increased the confidence of its Czech and Polish allies in French guarantees and made them more obdurate in standing up to Hitler's territorial demands. Unfortunately, after 1936 the option for preventative war quickly slipped out of France's grasp.

The question of a legitimate French government continuing the war from North Africa instead of seeking an armistice is the great counterfactual of the entire campaign. Certainly Reynaud had the means and intent to order his cabinet and parts of the military to move to North Africa in June 1940 and this would have ensured that France remained true to the Allied cause at least temporarily. However, Weygand was correct that France had little or no ability to wage a war from North Africa – no factories to make new weapons and no large stockpiles of military equipment. Furthermore, Britain's own military production was going to rebuild the BEF and expand the RAF, which meant that it would not be in a position to offer substantial amounts of tanks, artillery and aircraft to French forces until late 1941 at the earliest. Reynaud's government could purchase some armaments from the United States, at least until the gold ran out. Consequently, any remnants of the French Army and AdA that made it to North Africa would have to survive for more than a year with barely enough

equipment to defend the colonies, never mind do anything else. Once the Soviet Union entered the war in 1941, France would be competing with the USSR for British Lend Lease aid. At best, a French military force in North Africa could not be sufficiently re-equipped to actively participate in campaigns against the Axis before mid-1942 – not much better than what actually occurred.

However, it is highly unlikely that the Germans would have allowed a French government to continue the war from North Africa, no matter how ineffectual their contribution. First, without an armistice the Germans would have occupied all of metropolitan France and imposed a far more ruthless occupation. In order to coerce the French government in Algiers to negotiate, the Germans could easily have begun demolishing French cities and rounding up civilians for forced labour, all of which they would eventually do anyway. Family members of soldiers and airmen in North Africa could be rounded up and put in concentration camps, which the Allies would be powerless to prevent. Under such circumstances, France would have become a nation of Oradour-sur-Glanes. Second, the German Deutsches Afrikakorps (DAK) would probably have been reinforced to enable an advance into Tunisia in 1941, rather than Egypt. Lacking much in the way of tanks or anti-tank weapons, the French forces in Tunisia would have been unable to stop Rommel's Panzers. Instead of encountering Vichy troops in North Africa in 1942, the Allies might have immediately run up against veteran German troops, which would have greatly complicated Operation *Torch*. Thus, the concept of continuing the war from North Africa was not really viable and might even have proved a liability for the Allied cause.

Case Red in Perspective

The French Army lost the initial battles along the Meuse because of Gamelin's faulty operational planning, which was turned into a national disaster because of the moral collapse of two reserve divisions

at Sedan. The counter-attack by the three French armoured divisions failed to restore the situation due to a variety of factors, of which doctrine was only one cause. The primary failure of French armour was the haphazard manner it was thrown at enemy *Schwerpunkte* – in piecemeal, disorganized frontal attacks. French doctrine specified the exact opposite – getting tank units organized before committed to battle. In 1940, the French had no need to employ their armour in the manner that the Germans did, because they were on the defensive. Concentration is a virtue of the offense, not the defence. The Allied failure to stop the Germans from reaching the English Channel was also due to a variety of problems, including sluggish command and control procedures, but the problems were just as endemic within the BEF as they were in the French Army. In Belgium, Prioux's cavalry corps demonstrated in the Gembloux Gap that French mechanized doctrine was adequate for stopping Panzer-Divisionen when circumstances were favourable.

During *Fall Rot*, the French Army demonstrated that it knew how to stop tanks on the Weygand Line, but the choice of where to make a stand was faulty. The bravery of French soldiers and airmen to sacrifice for France was constantly on display throughout the campaign, in some places right up to the last hours before the armistice. However, the French Army was undone by two critical deficiencies: lack of adequate firepower and lack of equipment reserves. The Germans designed their ground combat units with more support weapons than the French and consistently employed superior firepower to prevail in most tactical actions. Self-propelled howitzers and assault guns were few in number in June 1940, but they always seemed to be at the right place. When engagements did not go well for the Heer – such as when French heavy tanks appeared – it could call upon the Luftwaffe's Stukas and 8.8cm Flak guns to gain a firepower advantage. On the few occasions where the French had a firepower advantage, German forces were obliged to shift their weight of advance to other sectors. The root cause of the French firepower deficiency was the failure to build enough modern weapons to fully outfit all their units at the outset of

the war and the lack of reserves to replace losses. In fact, neither the British nor the Germans could fully equip all their reserve units in 1940, or quickly replace material losses. Nobody was prepared for a long campaign.

The French war effort was also undermined from the beginning of the campaign by the technical weakness of the AdA and the unwillingness of the RAF to commit its best fighters to France, thereby handing the Luftwaffe air superiority from the beginning. Unlike the British, who lavished most of the pre-war resources on building up the RAF, the French had to put most of their effort into the army and they went to war without a fighter that could match the Bf 109E. Once the Luftwaffe gained air superiority over a sector, it was able to provide close air support to its own ground forces while inhibiting the movement of the enemy. Without air superiority, the German operational methods in 1940 would have been far less effective; this was later revealed in Russia in 1941–44, when German armoured units lost much of their combat punch without proper Luftwaffe support. There was little more that the AdA could do in May–June 1940, since they were stuck with second-rate fighters like the MB.152 and MS.406. The RAF could have done more, but chose not to; historically, it was claimed that the operations in France served little purpose and Fighter Command had to remain intact for the Battle of Britain.[5] However, there need not have been a Battle of Britain in the summer of 1940. The addition of 200 Spitfire fighters might not have changed the outcome of the campaign, but the Luftwaffe would have been in much worse condition and probably unable to mount a major campaign against England for many months.

Britain proved a feckless ally for France in 1939–40 because it embarked upon a war with Germany without the political will to engage in real combat; Chamberlain's cabinet regarded war as a symbolic act, to make Hitler see the folly of breaking international covenants, but it had no intent of fighting a conflict that caused substantial bloodshed. Daladier's cabinet in Paris did not understand this caveat when it agreed to declare war on Germany, as well. When

Churchill became prime minister, he added more vigour to the British war effort but still held back from full commitment because he knew how limited Britain's military resources were in the summer of 1940. Up to the last moment, Reynaud was shocked by how little men and material Britain was willing to throw into battle, not realizing their limitations.

Yet even if the French had possessed more advanced fighters and more anti-tank guns in 1940, perhaps averting immediate defeat, the real point is that their military had failed in its primary mission of deterrence. Nor was this failure unique. All of the western democracies failed to deter the outbreak of war because their politicians and citizens deluded themselves into thinking that abhorrence of war was sufficient to protect them from war. The shame of 1940 was the shame of politicians, editorialists, pacifist writers, self-righteous students, socialist agitators and others who spread the false gospel that peace could be maintained through weakness and that words were adequate defence against armed aggression. When this flimsy façade was ripped away by Hitler, the western democracies were left naked because their military machines had been allowed to deteriorate into mediocrity. In contrast, Hitler prepared his population for a revenge war from the beginning and ruthlessly weeded out elements that challenged this idea. Indeed, one of the primary purposes of Fascist society is to physically and mentally harden its people for war.

Nor were mediocrity and institutional failure restricted to the French Army, as the British would learn at Gazala and Singapore and the Americans at Pearl Harbor and Kasserine Pass. British tank doctrine in 1940–42 was even worse than French doctrine in 1940 and was only improved after multiple defeats. An over-emphasis on management instead of leadership and administrative functions instead of warfighting has consistently been a recipe for military disaster. Allied forces were not prepared to go toe-to-toe with significant German ground forces until mid-1943, three years after the fall of France, indicating a steep learning curve.

The French defeat in 1940 offers lessons that are still relevant even

to the kind of unconventional threats that western democracies face in the 21st century. The inability of France to mount an effective defence of its national territory in 1940 is clear proof that over-reliance on collective security can be a fatal mistake. As a corollary, seeking to enlarge a collective security system by adding members who are unwilling or unable to make meaningful contributions is counter-productive, as France found out in Belgium.

France was stripped of its great power status in 1940, but a small number of French professional military officers, such as De Gaulle, demonstrated that French fighting spirit was not lacking or extinguished. The senior generals and politicians may have had feet of clay, but the front-line junior officers and NCOs often fought with valour and determination. However, the French population as a whole was not committed to the war effort and many citizens proved indifferent to the outcome. Ultimately, French military honour was retrieved by the much-despised regulars. Two years after the fall of Paris, Colonel Marie-Pierre Koenig's 1re brigade française libre (1st Free French Brigade) made a heroic stand at the Battle of Bir Hakeim, which held off Rommel's Deutsches Afrikakorps for more than two weeks. After the war, Generalmajor Friedrich von Mellenthin wrote, 'Some British officers have insinuated that French morale gave way, but in the whole course of the desert war, we never encountered a more heroic and well-sustained defence.'[6] Four years and two months after the first Germans marched down the Champs-Élysées, Paris would be liberated by Général LeClerc's 2e Division Blindée (2nd Armoured Division). Both De Gaulle and Churchill had been proven correct: even major defeats can be reversed. The liberation of Paris helped to consign the Third Reich to the ash heap of history and set the stage for democracy to return to France, in the form of the Fourth Republic.



Général Joseph Vuillemin, chief of staff of the Armée de l'air, escorted by General Erhard Milch, head of the Reich Air Ministry, is shown brand-new Bf 109C fighters belonging to JG 2 in August 1938. The Germans wanted to intimidate the French leadership prior to the Munich Conference by showing off their latest hardware. Vuillemin was depressed after seeing the new German fighter and recognized that the French air force was outclassed. (Bundesarchiv, Bild 183-H10840)



The French decision to build the Maginot Line was a partial solution to the strategic requirement to shield the border regions against a surprise German offensive, but it was a half-hearted effort undermined by inadequate funding. The existence of the Maginot Line did shape German operational choices but ultimately did not prove to be much of an asset for the French. One of the primary defects of the Maginot Line was its lack of long-range firepower, which made it relatively easy for the Germans to bypass individual forts.
(Author's collection)



A French R35 infantry tank demonstrating its ability to ford a minor obstacle. Based upon their understanding of tactical combat conditions in the 1930s, French infantry tanks were well-suited for their primary mission of supporting infantry attacks. These tanks were designed to knock out enemy machine guns and bunkers, not engage enemy tanks. (Author's collection)



German troops on the West Wall in March 1940. Note the soldier on the right is armed with a Czech-made ZB. vz. 26 light machine gun. By the start of the French campaign, the German forces holding the West Wall were composed of older reservists, lacking in modern equipment. (Bundesarchiv, Bild 146-2006-0187, Foto: Lohmeyer)



French troops man a picket line behind a wall of gabions in the Saar sector during the winter of 1939/40. Rather than use this opportunity to expose some French divisions to combat conditions, the local French commanders were content to maintain a 'live-and-let-live' existence along the front line, which favoured the Germans. Note how poorly equipped these front-line Poilus appear, armed only with bolt-action rifles. Given that this was the only French sector actively facing the enemy at the time, these troops should at least have been provided the modern MAS 36 rifle. (Author's collection)



Generaloberst Gerd von Rundstedt, commander of Heeresgruppe A. Despite his reputation as a model Prussian general staff officer, Rundstedt was a rather average field commander, not much better than the Allied commanders he opposed throughout 1939–45. (Bundesarchiv, Bild 183-L08127)



Generaloberst Fedor von Bock, commander of Heeresgruppe B in *Fall Gelb* and *Fall Rot*. Bock was the archetypal Prussian General Staff officer, but he willingly supported Germany's secret rearmament and Hitler's rise to power. (Bundesarchiv, Bild 183-1986-0226-500)



Hitler in the mess hall of the *List* Regiment during the winter of 1939/40. Hitler was unwilling to rely entirely upon the senior leadership of the Heer – men such as Brauchitsch and Halder – to inform him about morale in combat units and sought to see for himself. He also enjoyed maintaining contact with the reincarnation of his old unit from the First World War, which served to highlight his four years of front-line combat experience. (Author's collection)



Général Maurice Gamelin was the guiding force behind French military modernization from 1931 right up to the German invasion in 1940. Gamelin had a clear vision for building a modern, multi-purpose army but failed to pay sufficient attention to the air force's technological and organizational problems. (Author's collection)



Général Maxime Weygand reviewing documents, 1939. Although Weygand had played a role in pushing the French Army toward mechanization in the early 1930s, he had been retired in 1935 and was something of a relic in 1940. (Photo by Pictorial Parade/Getty Images)



A French 8mm Hotchkiss machine gun, first introduced in 1914, was still the French Army's primary heavy machine gun in 1940. A French infantry battalion was authorized 16 Hotchkiss machine guns. The Hotchkiss was a decent weapon, but could not compete with the high cyclic rate of fire of the latest German machine gun, the MG34. Consequently, French infantry had significantly less firepower than their opponents. (Author's collection)



The Polish government-in-exile was able to raise over 80,000 troops in France in just nine months. Most of the Polish troops were veterans of the 1939 campaign and, unlike the other Allied troops, were fanatically hostile to the Third Reich. There was no sense of pacifism or defeatism in these ranks. Fortunately for the Allied cause, many would escape to England or the Middle East. If properly equipped, the Polish troops were more than capable of going toe-to-toe with the Wehrmacht, as they would prove on battlefields from North Africa to Italy to Normandy. (Author's collection)



A German MG34 team firing from inside a building. A typical German infantry regiment in 1940 was authorized about 115 light machine guns, or more than double the French allocation. The belt-fed MG34, with its high cyclic rate, was likely to achieve firepower superiority in most tactical actions. However, there were still not enough MG34s to go around and many of the German reserve units were equipped with obsolete First World War weapons or captured Czech-made machine guns. (Author's collection)



At the start of *Fall Gelb*, the AdA had 100 operational Curtiss H-75A fighters in its front-line squadrons and despite the loss of at least 35 in combat, was still able to have 117 operational H-75As at the beginning of *Fall Rot*. The AdA was able to maintain its front-line strength for a time because it had more fighters available than qualified pilots. A total of 266 H-75A fighters were received from the United States prior to the armistice. Throughout the campaign, the H-75A was able to inflict at least 1–1 losses upon the superior Bf 109E, which is a testament to the skill of the pre-war cadre of French fighter pilots. Nevertheless, the H-75A was significantly slower and less well-armed than the Bf 109E. (Author's collection)



One of the keys to German victory in the West was the Bf 109E fighter, which outclassed all the Allied fighters operating over France. The Bf 109E combined speed, manoeuvrability and firepower into a compact package that could be mass-produced; almost 1,000 were available at the start of the campaign. (Author's collection)



Oberstleutnant Hermann Balck (right), the commander of Schützen-Regiment 1 from 1. Panzer-Division presents a captured French flag to General der Panzertruppe Heinz Guderian. Balck was the point man in the advance to the Channel, then in the push to the Swiss border. (Author's collection)



Général de corps d'armée Aubert Frère, commander of the 7e Armée in June 1940. Frère was a soldier's soldier – he had been an outstanding infantry battalion commander in the First World War, thrice wounded in action. In May 1940, he helped pick up the pieces after the German breakthrough and succeeded in establishing a new continuous front south of the Somme River. (Author's collection)



A German Kradschützen (motorcycle infantry) unit moves through a village. Note that each motorcycle combo is carrying three troops, who will quickly dismount on contact. The Kradschützen-Bataillonen played a key role in the early German victories by their tactical mobility, but later they proved poorly suited for the muddy roads in Russia. (Bundesarchiv, Bild 101I-124-0219-18, Foto: Hinz)



The Char B1 bis *Rapide* from the 8 BCC (2e DCR) knocked out at a bridge over the river Oise in Guise on 17 May 1940. Local French commanders dispersed the tanks from the 2e DCR in order to delay the German crossing of the Oise, but it effectively sacrificed the division to piecemeal destruction. Based upon the damaged state of the buildings next to the *Rapide*, it appears that the Germans used quite a bit of firepower to suppress it, but only succeeded in knocking off one track. (Süddeutsche Zeitung Photo, 00011215)



One of De Gaulle's Char B1 bis tanks from the 46 BCC, the *Craonne*, which broke down during the counter-attack at Montcornet on 17 May, 1940 and was abandoned. Many of the French heavy tanks were lost due to mechanical defects, particularly with their finicky steering system, rather than enemy action. (Author's collection)



Commandant Jean-Marie de Cissey's 37 BCC (1ère DCR) conducted a fighting retreat from the Meuse and his last five Char B1 bis tanks ran out of fuel in the Belgian town of Beaumont, less than 3km from the French border. When tanks from the 5. Panzer-Division arrived in the town on 16 May, the French crews set their immobilized tanks on fire and retreated on foot. The tanks were positioned like this to block the main road and it took the Germans over a day to clear the smouldering wreckage. In three days of combat, the 37 BCC lost all 35 of its tanks and 31 crew members were killed (including two company commanders). (Bundesarchiv, Bild 101I-125-0277-12, Foto: Heinz Fremke)



A German 3.7cm Pak crew waits for Allied armour. Although the 3.7cm Pak could defeat most of the British tanks with ease, it could not penetrate the thick armour of the Matilda II or the French Char B1 bis tank except at point-blank range. The Heer had developed its primary anti-tank gun when light tanks were the primary threat, but found itself outmatched when enemy armies began to deploy medium and heavy tanks on the battlefield. (Author's collection)



Two dead British soldiers from the 7th Battalion Royal Sussex, killed by the 1. Panzer-Division south of Amiens on 20 May 1940. Once the German breakthrough to the Channel occurred, the BEF tried to delay the enemy advance by moving poorly armed Territorial Army units into blocking positions north of the Somme, but this was an utter failure. The 7th Battalion Royal Sussex was surrounded and destroyed in a matter of hours. (Bundesarchiv, Bild 146-1989-122-24A)



A knocked-out British Matilda II 'Good Luck', from the 7 RTR, abandoned after the counter-attack at Arras on May 21, 1940. Like the French Char B1 bis, the Churchill II was impervious to the primary Germany anti-tank weapon, the 3.7cm Pak. However, the small number of Churchill IIs attacked with completely inadequate infantry and artillery support and were gradually picked off. Only 2 of 16 Matilda IIs survived the action. The German officer is pointing to a penetration in the frontal armour, apparently made by an 8.8cm armour-piercing round. (Bundesarchiv, Bild 101I-127-0399-16A, Foto: Heinz Boesig)



A British Cruiser Mk III (A-13) tank from the 1st Armoured Division knocked out near Huppy on May 27, 1940. For the most part, British tanks in 1940 were unsuited for a continental war because they had inadequate armoured protection and limited firepower. However, the British had recognized the utility of the American-designed Christie suspension, which the French Army had not. The French tanks had better armour and firepower, while the British cruiser tanks had better mobility – herein lay the unrecognized answer to defeating the Panzer-Divisionen. (Author's collection)



A Cruiser Mk I (A-9) close support tank of the 1st Armoured Division, 2nd Armoured Brigade, knocked out near Abbeville. The close support tanks were armed with a 94mm breech-loading mortar and intended to fire smoke and high explosive against enemy anti-tank guns, but they arrived in France without mortar ammunition. Like the French Army, the BEF developed adequate weapons but then failed to ensure that they arrived on the battlefield ready to fight. (Author's collection)



An 8.8cm Flak gun firing against ground targets in France. The substantial German investment in dual-purpose Flak guns paid off handsomely in both the 1940 Western campaign and later campaigns. Time and again, the appearance of 8.8-cm Flak guns on the battlefield repulsed Allied tank attacks. The 8.8cm Flak was lethal both to the French Char B1 bis heavy tank and Maginot Line forts. (Bundesarchiv, Bild 101I-769-0231-11, Foto: Eric Borchert)



A British soldier examines one of the German 8.8cm Flak guns destroyed by French Somua S35 tanks near Mount Caumont during the battle of Abbeville on May 29, 1940. The Luftwaffe's dual-purpose Flak guns played a key role in frustrating the Allied counter-attack, which otherwise would have likely overwhelmed part of the 57. Infanterie-Division and eliminated the enemy bridgehead. The lack of effective Allied artillery support meant that the Flak guns had to be destroyed by costly frontal attacks, which cost De Gaulle most of his tanks. (Author's collection)



German soldiers from the 57. Infanterie-Division captured near Abbeville in late May 1940. This Bavarian division was hard-pressed for a few days by the Allied counter-attacks, but managed to hold on. During the fighting along the Somme, hundreds of German soldiers were captured by the Allies, but most were released within weeks. (Author's collection)



One of the more unusual moments occurred when the trapped French garrison in Lille was allowed the honours of war on 1 June, 1940, including a march under arms (their rifles were unloaded) past a German reviewing party. Note the German military band. Afterwards, the German corps commander who permitted this ceremony was severely reprimanded. (Bundesarchiv, Bild 101I-126-0311-06, Foto: Heinz Fremke)



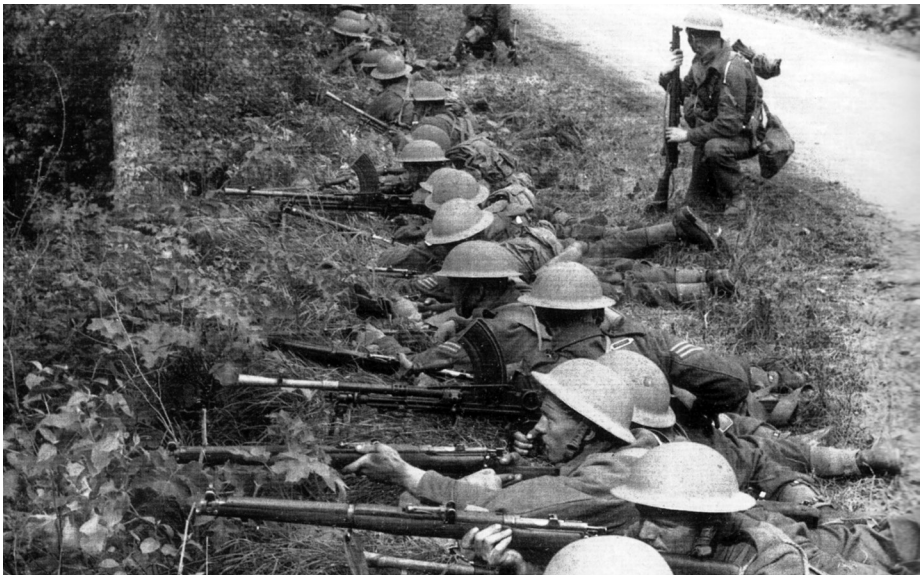
A Kette of four Ju 87B Stuka dive-bombers over France. The Stukas were one of the key German weapon systems used in the French campaign because of their ability to bomb point targets. Usually the Stuka carried one SC 250 bomb and four SC 50s. In this case, these Stukas have already dropped their bombs. (Süddeutsche Zeitung Photo, 00466592)



The German 10cm s.K18 cannon was typically a corps- and army-level support weapon, used to augment divisional artillery for a deliberate offensive, like *Fall Rot*. The s.K18 was a very heavy weapon – some 5.5 tonnes – but it could hurl a 15kg high explosive shell out to 16kms. In a pinch, the s.K18 could also be used in the anti-tank role. Unlike the French artillery, which was mostly left over from the First World War, the Heer's artillery was primarily of modern design. (Author's collection)



Troops from the SS-Polizei Division prepare to conduct a river-crossing with 8-man pneumatic assault rafts. This is probably a training exercise conducted just before *Fall Rot* began. The SS-Polizei Division was a new formation that had not yet seen action. Note the smoke grenade venting on the left. (Bundesarchiv, Bild 121-0610)



Infantry from the 51st Highland Division assume hasty firing positions during the fighting around Abbeville. This type of shoulder-to-shoulder deployment demonstrates the limited tactical training of much of the British infantry in 1940; a single mortar shell could eliminate both of the platoon's Bren light machine guns. There were simply too few combat veterans to train the large number of Territorial Army troops sent to France and much of their training was rushed and unrealistic. German mortars and machine guns could quickly decimate bunched-up targets such as this. (Author's collection)



Generalmajor Erwin Rommel, map board in hand, moves to the front of one of his armoured columns to get a better look. The primary tank in Rommel's 7. Panzer-Division was the Czech-made Pz 38 (t), which had good mobility and firepower compared to German tanks, but it was outclassed by the better French tanks. Rommel enjoyed the spotlight on him and ensured that his division was accompanied by a propaganda company to film his exploits. He emerged as one of the Heer's top celebrities from the French campaign. (Bundesarchiv, Bild 146-1998-043-20A)



A German Sd. Kfz. 251 half-track moves through a cornfield near the Aisne. Although the Germans only had a small number of armoured personnel carriers involved in the French campaign, they proved their worth by enabling at least some of the infantry to keep up with the Panzers. (Süddeutsche Zeitung Photo, 00024666)



A young French soldier from the 10e DI in the 6e Armée, captured near Château-Thierry on 11 June, 1940. Each French regular regiment had a training battalion with recruits and the French High Command turned to these units to refill their depleted front-line divisions just prior to the beginning of *Fall Rot*. The shock of capture is apparent on his face. (Bundesarchiv, Bild 146-2010-0014)



German infantry crossing the Marne on a pneumatic raft. By the time that the Germans reached the Marne, the French 6e Armée was badly disrupted and unable to establish a continuous front along the entire river. Given the unhurried look of the troops in the raft, it is unlikely that there were French troops on the opposite bank. (Süddeutsche Zeitung Photo, 00466829)



The Weygand Line was based upon strongpoints that were armed with field artillery, anti-tank guns, machine guns and mortars. The venerable 75mm cannon M1897 was used in the front line as an anti-tank gun, even though it was only marginally suited to this role. The 75mm had a high rate of fire and plenty of ammunition for it was available, but it could only really be used from static positions. Many French artillerymen in June 1940 fought to the death beside their pieces, in the face of enemy tank attacks. (Author's collection)



A Ju 88A bomber from Kampfgeschwader 51 (I./KG 51) 'Edelweiß' prepares for a mission. The Ju 88A was the most modern bomber in the Luftwaffe in 1940 and was usually assigned some of the most difficult missions. (Bundesarchiv, Bild 101I-402-0265-03A, Foto: Günther Pilz)



A German 10.5cm FH18 howitzer fires in direct lay against a target at the other end of the street. When resistance was encountered, the German troops usually resorted to artillery or air strikes to soften up the enemy. The fact that the howitzer is sitting in the middle of the street suggests that the enemy resistance was not particularly strong, since the ammunition handlers on the left are fully exposed to any return fire. (Süddeutsche Zeitung Photo, 00466593)



A Waffen-SS machine gun team advances past an enemy obstacle. The campaign in the West was the first real opportunity for the Waffen-SS to demonstrate their fanatical approach to warfare, which quickly manifested itself in multiple war crimes against Allied civilians and prisoners. Yet aside from their unique camouflage smocks, the Waffen-SS troops of 1940 were not particularly well trained or equipped. (Author's collection)



A dead German soldier, a casualty of the fighting along the river Aisne. Most of the early fighting on the Weygand Line involved German infantry trying to infiltrate past French strongpoints, but these efforts were not always successful. (Author's collection)



A knocked out Pz 35(t) tank in France. The 6. Panzer-Division was the only German armoured unit equipped with the Czech-made Pz 35(t), seized after the occupation of Czechoslovakia. Unlike the more capable Pz 38(t) tank, the Germans did not keep the Pz 35(t) in production and by the end of 1941 they were all used up. Nevertheless, the acquisition of hundreds of Czech-made tanks and a factory to produce more played an important role in the early Wehrmacht conquests. (Bundesarchiv, Bild 146-1989-105-04A, Foto: O. Bauer)



The Hotchkiss 25mm anti-tank gun SA34, introduced in the French Army in 1934, was capable of defeating any German tank in 1940 out to a range of 500 metres or more. Equipped with a flash suppressor, the SA34 was difficult to spot on the battlefield and was superior in many respects to the German 3.7cm Pak. During the fighting on the Weygand Line, even a handful of Hotchkiss guns proved capable of inflicting heavy losses on attacking Panzers. (Author's collection)



An SdKfz 232 heavy armoured car cautiously approaches a barricade and fires a burst of machine gun fire to suppress a possible enemy position. After the Weygand Line was broken, the retreating French armies left roadblocks to delay enemy reconnaissance units. However, an obstacle only serves a useful purpose if it is covered by fire, otherwise it is easily bypassed. (Bundesarchiv, Bild 101I-124-0219-28, Foto: Hinz)



A German Pz III Ausf E medium tank from Panzer-Regiment 7 (10. Panzer-Division) negotiates its way over rubble in a shattered village. The Germans started the French campaign with only 349 Pz III tanks and lost 135 of them totally destroyed by the armistice, or 38% losses. The Pz III had better mobility than the best French tanks, but was inferior in terms of firepower and armoured protection. (Süddeutsche Zeitung Photo, 00011429)



German infantrymen escort a French prisoner in Commercy, around 16 June, 1940. The French Army drafted large numbers of West African troops, with 63,000 serving in 16 different regiments in the 1940 campaign. Throughout the campaign, both SS and regular Heer soldiers inflicted particularly severe punishment upon African prisoners and it is believed that over 1,000 were murdered before the Armistice. Many more died in German POW camps. (Süddeutsche Zeitung Photo, 00466907)



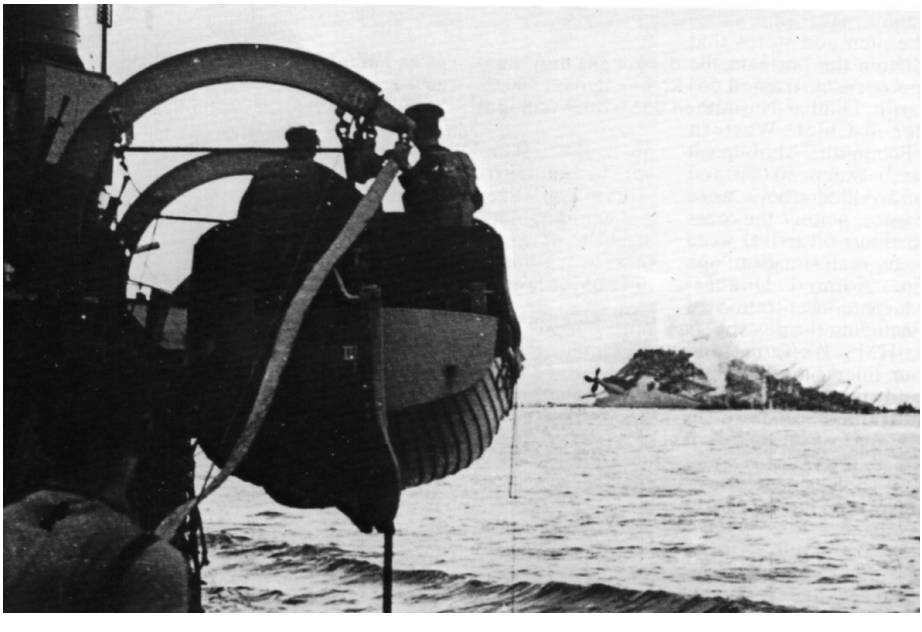
A German patrol tentatively advances up the Avenue de la Grande-Armée in Paris past the Arc de Triomphe, 14 June, 1940. The Germans were not entirely convinced that Paris was undefended and initially moved into the city with small patrols, including motorcycles and a few armoured cars. Note the civilians on the street – the remaining Parisians were unimpressed by their first glimpse of the Third Reich. (Author's collection)



Lieutenant General Alain Brooke (centre), nominal commander of the Second BEF for all of four days, returns to England aboard the trawler *Cambridgeshire*. After self-terminating the mission assigned him by the War Cabinet in London, Brooke hastened to dismantle the entire British military infrastructure in France before anyone could stop him. He was criticized for abandoning so much equipment, but the ignominious end of his brief command was soon swept under the rug. (Author's collection)



A German Pz IV medium tank rolls past the statue of Joan of Arc in the Place du Martroi in Orléans. The French 7e Armée failed to defend Orléans because of the confusing directives issued by the regime about cities of more than 20,000 being declared open. Consequently, the German 33. Infanterie-Division was able to march into Orléans while French troops were uncertain if they should abandon the city or defend it. (Author's collection)



The sinking of the RMS *Lancastria* on 17 June, 1940 was the biggest disaster for the British in the entire campaign, resulting in the death of over 3,000 military personnel. The evacuation of the Second BEF was conducted in great haste and without adequate fighter cover, contributing to this tragedy. French warships assisted with rescuing survivors from the *Lancastria*. Upon hearing of the disaster, Churchill ordered information about it suppressed because he believed it would hurt morale. Even in most post-war histories, the *Lancastria* disaster is barely mentioned. (Author's collection)



German infantry occupy a bunker in the Maginot Line. Even without their interval troops or supporting artillery, the Maginot Line positions proved very tough nuts to crack and many held out until the end of June. The Germans experimented with different tactics against isolated Maginot Line forts, ranging from shaped charges to heavy artillery, but only succeeded in knocking out exterior gun turrets, and there was little they could do to the French troops inside. (Süddeutsche Zeitung Photo, 00466563)



A Pz IV Ausf D of Panzer-Regiment 1 in the Vosges, June 22, 1940. By this point, the Germans were containing the French armies trapped north of Belfort and were more conservative in their use of armour. Fuel was also very short in the front-line units, since German lines of communications were so long. The Pz IV proved itself a reliable tool of manoeuvre warfare in France, but its low-velocity gun was better suited to engaging bunkers than enemy tanks. (Bundesarchiv, Bild 146-1981-070-15)



French troops operating in the Alps during the brief hostilities with Italy on 21–24 June, 1940. The terrain and weather were completely against the Italians in the mountains, which allowed small French detachments to hold off numerically superior Italian forces until the armistice took effect. The brief campaign also demonstrated the willingness and ability of French reserve troops to fight to defend French soil. (Author's collection)



A squad of German infantrymen move through a French village, cautiously looking for any remaining defenders. Note the rubble in the street indicates that the village has either been bombed or struck by artillery fire. During the pursuit from the river Aisne, the advancing Germans routinely bombed French villages on their line of march, whether or not French troops were detected there. (Süddeutsche Zeitung Photo, 00466692)



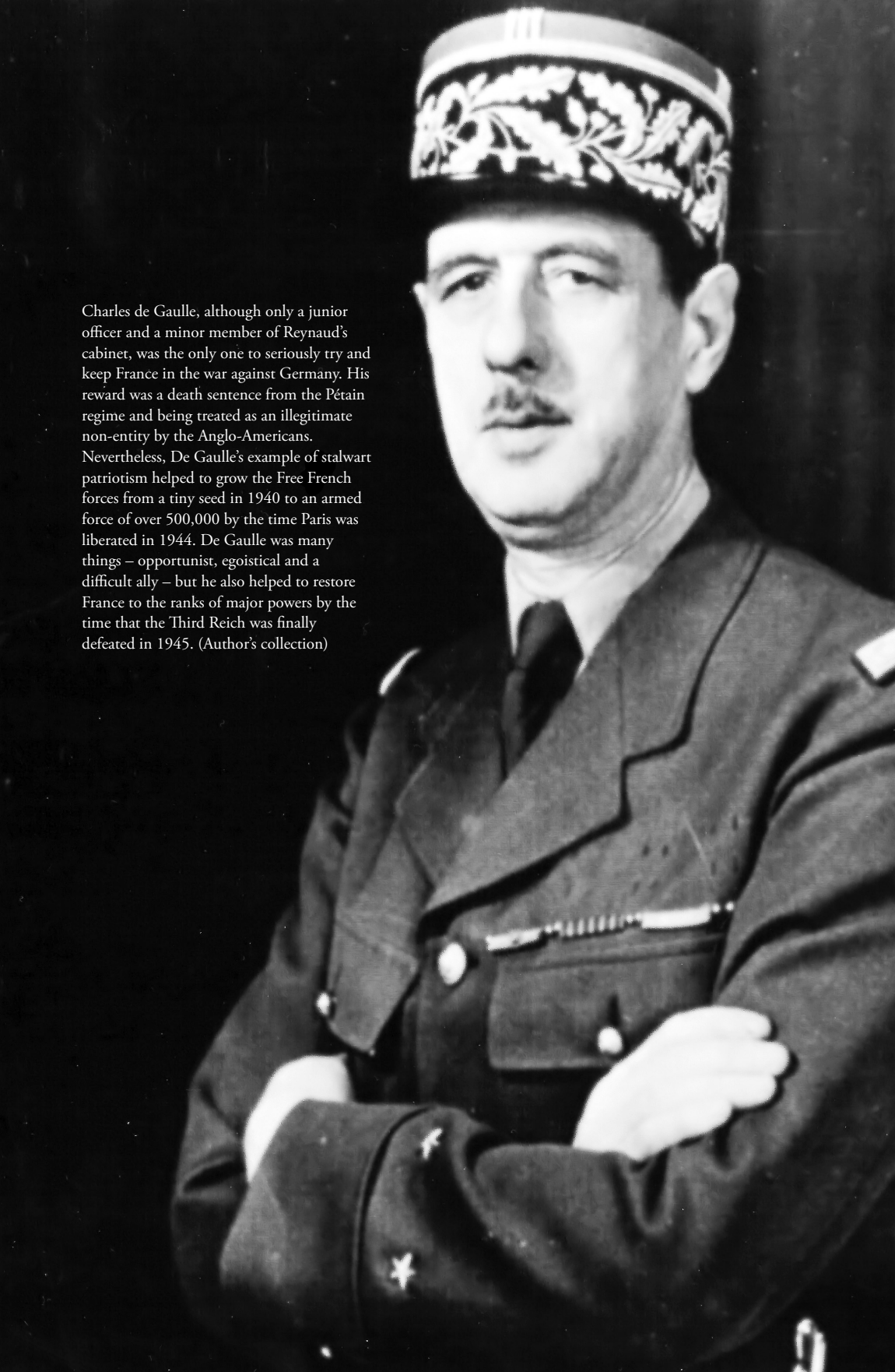
Germans cheer the victory in France. The rapid triumph of the Western campaign enabled Hitler to harness the popular support of the German people for the next five years. German national pride swelled to dangerous levels and Hitler was given carte blanche. The Wehrmacht was designed to provide the German population with further 'easy' victories, in order to create propaganda opportunities for the regime. A great part of the Third Reich's ability to withstand the defeats of 1941–44 was based on the popular support evidenced here. (Author's collection)



The French battlecruisers *Dunkerque* and *Strasbourg* at Mers-el-Kébir at the start of the war. The French Navy was allowed to devote excessive resources to warships and a naval base in North Africa that could not contribute anything to deterring German aggression or defending the motherland. Oddly, Churchill was far more concerned about these warships than Hitler, who was indifferent to the fate of the French fleet. (Author's collection)



The French battleship *Bretagne*, sinking and burning after the British attack on the French naval base at Mers-el-Kébir on 3 July, 1940. Note the shell splash from 15in shells in the foreground. The *Bretagne* soon sank, with the loss of 1,012 of her crew – the largest loss of life suffered by the French Navy in the entire war. (Author's collection)



Charles de Gaulle, although only a junior officer and a minor member of Reynaud's cabinet, was the only one to seriously try and keep France in the war against Germany. His reward was a death sentence from the Pétain regime and being treated as an illegitimate non-entity by the Anglo-Americans. Nevertheless, De Gaulle's example of stalwart patriotism helped to grow the Free French forces from a tiny seed in 1940 to an armed force of over 500,000 by the time Paris was liberated in 1944. De Gaulle was many things – opportunist, egoistical and a difficult ally – but he also helped to restore France to the ranks of major powers by the time that the Third Reich was finally defeated in 1945. (Author's collection)

Glossary

BRITISH

AASF	Advanced Air Striking Force
BEF	British Expeditionary Force
CIGS	Chief of the Imperial General Staff
RAF	Royal Air Force
RTC	Royal Tank Corps
RTR	Royal Tank Regiment
TA	Territorial Army

FRENCH

AdA	Armée de l'Air
BACA	Batterie d'Anti-chars Automoteurs
BCC	Bataillon de Chars de Combat
BCP	Bataillon de Chasseurs Portés
BS	Brigade de Spahis
CA	Corps d'Armée
CACC	Compagnie Autonome de Chars de Combat
CSG	Conseil Supérieure de la Guerre
DCA	Défense Contre Avions (anti-aircraft)

DCR	Division Cuirassée (armoured division)
DI	Division d'Infanterie
DIA	Division d'Infanterie Africaine
DIAlp	Division d'Infanterie Alpine
DIC	Division d'Infanterie Coloniale
DIF	Division d'Infanterie de Forteresse
DIM	Division d'Infanterie Motorisée
DINA	Division d'Infanterie Nord-Africaine
DIP	Division d'Infanterie Polonaise
DLC	Division Légère de Cavalerie
DLI	Division Légère d'Infanterie
DLM	Division Légère Mécanique
GA	Groupe d'Armées
GB	Groupement de Bombardement (bomber group)
GBA	Groupement de Bombardement d'Assaut (attack aviation group)
GC	Groupement de Chasse (fighter group)
GFC	Group Franc Motorisé de Cavalerie
GQG	Grand Quartier Général (Supreme Headquarters)
GRCA	Groupe de Reconnaissance de Corps d'Armée
GRDI	Groupe de Reconnaissance de Division d'Infanterie
RAD	Régiment d'Artillerie Divisionnaire
RAL	Régiment d'Artillerie Lourde (heavy artillery regiment)
REI	Régiment Étranger d'Infanterie
RI	Régiment d'Infanterie
RIA	Régiment d'Infanterie Africaine
RICMS	Régiment d'Infanterie Coloniale Mixte Sénégalais
RIF	Régiment d'Infanterie de Forteresse

RIM	Régiment d'Infanterie Motorisée
RMIF	Régiment des Mitrailleurs d'Infanterie de Forteresse
RMVE	Régiment de Marche de Volontaires Étrangers
RTS	Régiment de Tirailleurs Sénégalais
ZOAE	Zone d'Opérations Est (Eastern Air Zone of Operations)
ZOAN	Zone d'Opérations Nord (Northern Air Zone of Operations)
ZONE	Zone d'Opérations Nord-Est (North-east Air Zone of Operations)

GERMAN

HKL	*Hauptkampflinie* (main line of resistance)
IR	Infanterie-Regiment (infantry regiment)
JG	Jagdgruppe (fighter group)
KG	Kampfgeschwader (battle wing; a bomber wing in the Luftwaffe)
LSSAH	Leibstandarte SS Adolf Hitler (Lifeguard SS unit, regimental size)
OKH	Oberkommando des Heeres (Armed Forces High Command)
OKW	Oberkommando der Wehrmacht (Armed Forces High Command)
PR	Panzer-Regiment (tank regiment)
PzJgAbt	Panzerjäger-Abteilung (tank destroyer regiment)
SR	Schützen-Regiment (motorized infantry regiment)
SS-VT	SS-Verfügungsdivision (SS unit formed from available troops)

GERMAN UNITS

Armee	army
Armeekorps	army corps
Armeekorps (mot.)	army corps (motorized)
Aufklärungs-Abteilung	reconnaissance battalion
Batterie	battery
Bataillon	battalion
Bau-Lehr-Bataillon	special duties construction training battalion (a cover designation)
Flakkorps	anti-aircraft corps
Flak-Regiment	anti-aircraft regiment
Fliegerdivision	airborne division
Fliegerkorps	air corps
Gebirgs-Division	mountain division
Gebirgsjäger-Regiment	mountain infantry regiment
Heer	German Army
Heeresgruppe	army group
Jagdfliegerführer	fighter leader
Kavallerie-Division	cavalry division
Kradschützen Bataillon	motorcycle infantry battalion
Kriegsmarine	German Navy
Landwehr	territorial militia
Leichte-Division	light division
Luftflotte	air fleet
Luftwaffe	German Air Force
Maschinengewehr-Bataillon	machine gun battalion
Panzerabwehr-Kompanie	anti-tank company
Panzer-Division	tank division
Panzergruppe	tank group
Pionier-Bataillon	pioneer battalion
Schlacht	designates a Luftwaffe attack unit

Schützen-Brigade	motorized infantry brigade
Schwere Infanterie-Geschütz-Kompanie	heavy infantry gun company
SS-Standarte	regimental-size unit in the SS
Stab	a headquarters unit of the Luftwaffe
Sturmgeschütz-Batterie	assault gun battery
Waffen-SS	combat wing of the SS (Schutzstaffel)
Wehrmacht	German armed forces
Welle	wave

Appendices

APPENDIX A: ALLIED ORDER OF BATTLE, 5 JUNE 1940

Anglo-French Supreme War Council (SWC)

UK: Winston Churchill (PM), Clement Attlee (Deputy PM), Anthony Eden (Secretary of State for War), General Sir John Dill (CIGS), General Hastings Ismay, Lord Halifax (Foreign Secretary)

France: Paul Reynaud (PM), Maréchal Philippe Pétain (Deputy PM), Général Maxime Weygand (Supreme Commander)

Grand Quartier Général (GQG, Supreme Headquarters)

GQG Reserves:

85e Division d'Infanterie Africaine (85e DIA) (Général de division Maurice Wemaëre)

40e Division d'Infanterie (40e DI) (Général de brigade André Durand)

2e Division d'Infanterie Polonaise (2e DIP) (Général de brigade Bronislaw Prugar-Ketling)

10e Brigade de Cavalerie Blindée Polonaise (Général de brigade Stanisław Maczek)

4e Armée (staff) (Général Eduard-Jean Réquin) at Troyes

25e Corps d'Armée (staff) (Général de division Sylvestre Audet)

Units Re-organizing:

7e Division Légère Mécanique (7e DLM) formed from 4e DLC
17e Division Légère d'Infanterie (17e DLI)
53e Division Légère d'Infanterie (53e DLI)
235e Division Légère d'Infanterie (235e DLI)
237e Division Légère d'Infanterie (237e DLI)
238e Division Légère d'Infanterie (238e DLI)
239e Division Légère d'Infanterie (239e DLI)
241e Division Légère d'Infanterie (241e DLI)

British Line of Communications (LoC) (Lieutenant General Sir Henry Karslake)

Beauman Division (Brigadier Archibald B. Beauman)

Group d'Armées no. 3 (GA 3) (Général Antoine-Marie-Benoît Besson)

10e Armée (Général de corps d'armée Marie-Robert Altmayer)

9e Corps d'Armée (Général de division Marcel Ihler)
- 51st (Highland) Infantry Division (UK) (Major-General Victor Fortune)
  - 2nd Armoured Brigade (Brigadier Richard L. McCreery)
- 31e Division d'Infanterie Alpine (31e DIAlp) (Général de division Arsène Vauthier)
- 5e Division d'Infanterie Coloniale (5e DIC) (Général de division Felix Séchet)
- 2e Division Cuirassée (2e DCR) (Colonel Jean-Paul Perré)
  - 73 tanks (6 Char B1bis, 15 H39, 52x R35/R40)
- 2e Division Légère de Cavalerie (2e DLC) (Général de division André Berniquet)
- 3e Division Légère de Cavalerie (3e DLC) (Général de division Robert Petiet)
- 5e Division Légère de Cavalerie (5e DLC) (Général de brigade Marie Chanoine)

10e Corps d'Armée (Général de division Pierre Grandsard)
- 13e Division d'Infanterie (13e DI) (Général de brigade Jules Baudouin)
- 16e Division d'infanterie (16e DI) (Général de division Eugène Mordant)
  - 2e Compagnie/12e Bataillon de Chars de Combat (2e/12e BCC) (R35 tanks)
- 24e Division d'infanterie (24e DI) (Général de brigade Paul Voirin)
- 4e Division d'infanterie coloniale (4e DIC) (Général de division Marie

Bazelaire de Ruppierre)
1ère Compagnie/12e Bataillon de Chars de Combat (1ère/12e BCC) (R35 tanks)
Corps Reserve: 3e Compagnie/12e Bataillon de Chars de Combat (3e/12e BCC) (R35 tanks)
Armée Reserve
1st Armoured Division (UK) (Major General Roger Evans)
3rd Armoured Brigade (Brigadier John T. Crocker)
4e Division Cuirassée (4e DCR) (Colonel Aimé Sudre)
92 tanks (8 Char B1bis, 23 H39, 28 R35, 27 D2, 6 S35)

7e Armée (Général de corps d'armée Aubert Frère)
1er Corps d'Armée (Général de corps d'armée Théodore-Marcel Sciard)
7e Division d'Infanterie Nord Africaine (7e DINA) (Général de brigade Georges Barré)
7e Division d'Infanterie Coloniale (7e DIC) (Général de division Louis Noiret)
11e Division d'Infanterie (11e DI) (Général de brigade Paul Arlabosse)
19e Division d'Infanterie (19e DI) (Général de brigade Fernand Lenclud)
29e Division d'Infanterie Alpine (29e DIAlp) (Général de brigade Paul Gérodias)
47e Division d'Infanterie (47e DI) (Général de brigade Marie Mendras)
24e Corps d'Armée (Général de division François Fougère)
3e Division Légère d'Infanterie (3e DLI) (Général de brigade François Duchemin)
23e Division d'Infanterie (23e DI) (Général de division Joseph Jeannel)
87e Division d'Infanterie d'Afrique (87e DIA) (Général de brigade Henry Martin)
1er Bataillon de Chars de Combat (1er BCC) (R35 tanks)
Armée Reserve
1ère Division Cuirassée (1ère DCR) (Général de brigade Marie Welvert)
124 tanks (34 Char B1bis, 90 R35)

6e Armée (Général d'armée Robert-Auguste Touchon)
17e Corps d'Armée (Général de corps d'armée Onésime Noël)
7e Division d'Infanterie (7e DI) (Général de brigade François Hupel)
8e Division d'Infanterie (8e DI) (Général de brigade André Dody)
28e Division d'Infanterie Alpine (28e DIAlp) (Général de division Georges Lestien)
363e Bataillon de Chars de Combat (36e BCC) (FT-17)
7e Corps d'Armée (Général de division Paul la Porte du Theil)
42e Division d'Infanterie (42e DI) (Général de division François Keller)

44e Division d'Infanterie (44e DI) (Général de brigade Robert Boissau)
45e Division d'Infanterie (45e DI) (Général de division Henri Roux)
17e Bataillon de Chars de Combat (17e BCC (R35 tanks)
23e Corps d'Armée (Général de corps d'armée Maxime Germain)
2e Division d'Infanterie (2e DI) (Général de brigade Albert Klopfenstein)
10e Division d'Infanterie (10e DI) (Général de brigade Georges Aymé)
14e Division d'Infanterie (14e DI) (Général de brigade Jean de Lattre de Tassigny)
23e Bataillon de Chars de Combat (23e BCC) (R35 tanks)
Armée reserve
27e Division d'Infanterie Alpine (27e DIAlp) (Général de brigade Henri Bizemont)
82e Division d'Infanterie Africaine (82e DIA) (Général de division Gustave Armingeat)

Group d'Armées no. 2 (GA 2) (Général André-Gaston Prételat)

2e Armée (Général de corps d'armée Henry Freydenburg)

Corps d'Armée Colonial (CAC) (Général de division Emile Carlès)
35e Division d'Infanterie (35e DI) (Général de division Pierre Decharme)
36e Division d'Infanterie (36e DI) (Général de division Marcel Aublet)
3e Division d'Infanterie M**otorisée (**3e DIM) (Général de brigade Paul Bertin-Boussu)
3e Division Cuirassée (3e DCR) (Colonel Louis Buisson)
75 tanks (30 Char B1 bis, 45 H39)
7e Bataillon de Chars de Combat (7e BCC) (FCM-36 tanks)
4e Bataillon de Chars de Combat (4e BCC) (FCM-36 tanks)
10e Bataillon de Chars de Combat (10e BCC) (R35 tanks)
21e Corps d'Armée (Général de corps d'armée Jean Flavigny)
1e Division d'Infanterie Coloniale (1e DIC) (Général de division Guillaume Roucaud)
6e Division d'Infanterie (6e DI) (Général de division Auguste Lucien)
6e Division d'Infanterie Coloniale (6e DIC) (Général de brigade Lucien Chaulard)
3e Bataillon de Chars de Combat (3e BCC) (29 R35 tanks)
18e Corps d'Armée (Général de division Paul-André Doyen)
3e Division d'Infanterie Coloniale (3e DIC) (Général de brigade Maurice Falvy)
3e Division d'Infanterie Nord Africaine (3e DINA) (Général de brigade Charles Mast)
6e Division d'Infanterie Nord Africaine (6e DINA) (Général de brigade Josef Verdilhac)

41e Division d'Infanterie (41e DI) (Général de brigade Eugène Bridoux)
Burtair Division (formerly the Secteurs Fortifiés Montmedy or SFM)
43e Bataillon de Chars de Combat (43e BCC) (R35 tanks)
8e Corps d'armée (Général de division Marie Desmazes)
59e Division Légère d'Infanterie (59e DLI)

3e Armée (Général Charles-Marie Condé)
42e Corps d'Armée de Forteresse (Général de division Gaston Renondeau)
20e Division d'Infanterie (20e DI) (Général de brigade René Corbé)
51e Division d'Infanterie (51e DI) (Général de brigade Paul Boell)
58e Division d'Infanterie (58e DI) (Général de division Henri Perraud)
5e Bataillon de Chars de Combat (5e BCC) (R35)
51e Bataillon de Chars de Combat (51e BCC) (Char 2C tanks)
6e Corps d'Armée (Général de corps d'armée Lucien Loizeau)
26e Division d'Infanterie (26e DI) (Général de brigade Marie Bonnassieux)
56e Division d'Infanterie (56e DI) (Général de brigade Jean de Mierry)
Secteurs Fortifiés Boulay (SFB)
Secteurs Fortifiés Thionville (SFT)
30e Bataillon de Chars de Combat (30e BCC) (FT-17 tanks)

5e Armée (Général Victor Bourret)
20e Corps d'Armée (Général de corps d'armée Louis Hubert)
52e Division d'Infanterie (52e DI) (Général de brigade Eugène Echard)
1e Division d'Infanterie Polonaise (1e DIP) (Général de brigade Bronisław Duch)
Secteurs Fortifiés Faulquemont (SFF)
Secteurs Fortifiés Sarre (SFS)
20e Bataillon de Chars de Combat (20e BCC) (R35 tanks)
12e Corps d'Armée (Général de corps d'armée Pierre Champon)
62e Division d'Infanterie (62e DI) (Général de brigade Aimé Sarrebourse de La Guillonière
70e Division d'Infanterie (70e DI) (Général de division Henri François)
103e Division d'Infanterie de Forteresse (103e DIF) (Général de brigade Frédéric Vallée)
Secteurs Fortifiés Haguenau (SFH)
31e Bataillon de Chars de Combat (31e BCC) (FT-17 tanks)
43e Corps d'Armée de Forteresse (Général de corps d'armée Fernand Lescanne)
30e Division d'Infanterie Alpine (30e DIAlp) (Général de brigade Amédée Duron)
Secteurs Fortifiés Rohrbach (SFR)

8e Armée (Général de corps d'armée August-Marie Laure)
13e Corps d'Armée (Général de corps d'armée Georges Misserey)
- 54e Division d'Infanterie (54e DI) (Général de brigade Louis Coradin)
- 104e Division d'Infanterie de Forteresse (104e DIF) (Général de division Edouard Cousse)
- 105e Division d'Infanterie de Forteresse (105e DIF) (Général de brigade Pierre Didio)
- Secteurs Fortifiés Mulhouse
- Secteurs Fortifiés Colmar

44e Corps d'Armée de Forteresse (Général de division Julian Tencé)
- 67e Division d'Infanterie (67e DI) (Général de brigade Henri Boutignon)
- Secteurs Fortifiés Altkirch-Franken
- Secteurs Fortifiés Montbéliard
- Secteurs Defensif Belfort

45e Corps d'Armée de Forteresse (Général de corps d'armée Marius Daille)
- 57e Division d'Infanterie (57e DI) (Général de brigade Marie-Gustave Texier)
- 63e Division d'Infanterie (63e DI) (Général de brigade Maurice Parvy)
- Secteurs Fortifiés Jura

Armée des Alpes (Général René-Henri Olry)
14e Corps d'Armée (Général de division Etienne Beynet)
- 64e Division d'Infanterie Alpine (64e DIAlp) (Général de division Robert de Saint-Vincent)
- 66e Division d'Infanterie Alpine (66e DIAlp) (Général de division Georges Boucher)
- Secteurs Fortifiés Savoie
- Secteurs Fortifiés Dauphine
- Secteurs Defensif Rhône

15e Corps d'Armée (Général de corps d'armée Alfred Montagne)
- 65e Division d'Infanterie Alpine (65e DIAlp) (Général de brigade Marie de Saint-Julien)
- 2e Division d'Infanterie Coloniale (2e DIC) (Général de division Gustave Maignan)
- Secteurs Fortifiés Alpes Maritimes
- Secteur Defensif Nice

GBC 514 (63 FT-17 tanks)

Armée de l'air (Général d'armée aérienne Joseph Vuillemin)

Zone d'Opérations Aériennes Nord (ZOAN) (Général de corps d'armée aérienne François d'Astier de la Vigerie)

Groupement de Chasse 21
- GC I/1 (17x MB.152), GC II/1 (15x MB.152)
- GC II/10 (17x MB.152), GC III/10 (15x MB.152)

Groupement de Chasse 23
- GC I/3 (13x D.520), GC II/3 (10x D.520), GC III/3 (15x MS.406)
- GC I/4 (20x H75A), GC II/4 (30x H75A)
- GC I/6 (16x MS.406)
- GC III/7 (19x MS.406)
- GC I/8 (14x MB.152)
- GC II/9 (9x MB.152)

Groupement de Bombardement 1
- GB I/62 (6x Glenn Martin 167F), GB II/62 (9x Glenn Martin 167F)
- GB I/63 (5x Glenn Martin 167F), GB II/63 (6x Glenn Martin 167F)

Groupement de Bombardement 2
- GB I/19 (9x Douglas DB-7), GB II/19 (6x Douglas DB-7)

Groupement de Bombardement 7
- GB I/11 (6x LeO 451), GB II/23 (7x LeO 451)

Groupement de Bombardement 9
- GB I/21 (6x Amiot 351/354, 4x MB.210), GB II/21 (1x Amiot 351/354, 4x MB.210)
- GB I/34 (3x Amiot 351/354, 4x Amiot 143), GB II/34 (2x Amiot 351/354, 4x Amiot 143)

Groupement de Bombardement d'Assaut 18
- GB I/54 (11x Bréguet 693), GB II/54 (12x Bréguet 693)
- GB II/35 (15x Bréguet 691/693)

Groupement de Bombardement d'Assaut 19
- GB I/51 (11x Bréguet 693), GB II/51 (8x Bréguet 693)

Zone d'Opérations Aériennes Centre (ZOAC)
- GC I/5 (22x H75A)

Zone d'Opérations Aériennes Est (ZOAE) (Général de corps d'armée aérienne Réné Bouscat)
Groupement de Chasse 22
GC I/2 (16x MS.406), GC III/2 (28x H5A)
GC II/5 (17x H75A)
GC II/6 (27x MB.152)
Groupement de Chasse 24
GC II/2 (20x MS.406)
GC II/7 (27x D.520)
Groupement de Bombardement 6
GB I/12, GB II/12, GB I/31, GB II/31 (Total of 21 LeO 451)
Groupement de Bombardement 10
GB I/38, GB II/38 (16x Amiot 143)
Groupement de Bombardement 15
GB I/15, GB II/15 (5x Farman 222, 2x Farman 223)

Aéronautique Navale
AB2, AB4 (12x Loire-Nieport LN 411 dive-bombers)
AB3 (12x Vought 156F dive-bombers)

Royal Air Force in France
Air Officer Commander-in-Chief: Air Marshal Sir Arthur S. Barratt

Advanced Air Striking Force (Air Vice-Marshal Patrick Playfair)
67 Wing
No. 1 Squadron(12x Hurricane)
No. 73 Squadron (12x Hurricane)
No. 501 Squadron (12x Hurricane)
No. 12 Squadron (Fairey Battle)
No. 88 Squadron (Fairey Battle)
No. 103 Squadron (Fairey Battle)
No. 142 Squadron (Fairey Battle)
No. 150 Squadron (Fairey Battle)
No. 226 Squadron (Fairey Battle)

APPENDIX B: GERMAN ORDER OF BATTLE, 5 JUNE 1940

Oberkommando des Heeres (OKH)
Generaloberst Walther von Brauchitsch, commander-in-chief
General der Artillerie Franz Halder, chief of staff

Heeresgruppe B (Generaloberst Fedor von Bock)

4. Armee (Generaloberst Günther von Kluge)
I Armeekorps (General der Infanterie Kuno von Both)
- 1. Infanterie-Division (Generalmajor Philipp Kleffel)
- 11. Infanterie-Division (Generalmajor Herbert von Böckmann)
- 31. Infanterie-Division (Generalleutnant Rudolf Kaempfe)

II Armeekorps (General der Infanterie Carl-Heinrich von Stülpnagel)
- 12. Infanterie-Division (Generalmajor Walter von Seydlitz-Kurzbach)
- 32. Infanterie-Division (Generalleutnant Franz Böhme)
- 57. Infanterie-Division (Generalleutnant Oskar Blümm)
- 11. Schützen-Brigade (Oberst Günther von Angern)
- MG-Bataillon 1
- MG-Bataillon 3

XV Armeekorps (mot.) (General der Infanterie Hermann Hoth)
- 5. Panzer-Division (Generalleutnant Joachim Lemelsen)
- 7. Panzer-Division (Generalmajor Erwin Rommel)
- 2. Infanterie-Division (mot.) (Generalleutnant Paul Bader)
- Gemischte schnelle Brigade Senger (Oberst Karl Freiherr von Thünge)

XXXVIII Armeekorps (Generalleutnant Erich von Manstein)
- 6. Infanterie-Division (Generalleutnant Arnold Freiherr von Biegeleben)
- 27. Infanterie-Division (Generalleutnant Friedrich Bergmann)
- 46. Infanterie-Division (Generalmajor Paul von Hase)*
- 1. Kavallerie-Division (Generalmajor Kurt Feldt)

*Active member of anti-Hitler resistance since 1938

6. Armee (Generaloberst Walter von Reichenau)
XXXXIV Armeekorps (Generalleutnant Fritz Koch)
- 1. Gebirgs-Division (Generalleutnant Ludwig Kübler)
- 72. Infanterie-Division (Generalleutnant Franz Mattenklott)
- 83. Infanterie-Division (part) (Generalmajor Kurt von der Chevallerie)

98. Infanterie-Division (part) (Generalleutnant Herbert Stimmel)
V Armeekorps (General der Infanterie Richard Ruoff)
62. Infanterie-Division (Generalmajor Walter Keiner)
94. Infanterie-Division (part) (General der Infanterie Helmuth Volkmann)
263. Infanterie-Division (Generalmajor Franz Karl)
VIII Armeekorps (General der Artillerie Walter Heitz)
8. Infanterie-Division (Generalleutnant Rudolf Koch-Erpach)
28. Infanterie-Division (Generalmajor Johann Sinnhuber)
XXXX Armeekorps (General der Kavallerie Georg Stumme)
44. Infanterie-Division (Generalmajor Friedrich Siebert)
87. Infanterie-Division (Generalmajor Bogislav von Studnitz)

Panzergruppe Kleist (General der Kavallerie Paul Ludwig Ewald von Kleist)
XIV Armeekorps (mot.) (General der Infanterie Gustav von Wietersheim)
9. Panzer-Division (Generalmajor Alfred Ritter von Hubicki)
10. Panzer-Division (Generalmajor Ferdinand Schaal)
13. Infanterie-Division (mot.) (Generalmajor Friedrich-Wilhelm von Rotkirch und Panthen)
9. Infanterie-Division (Generalleutnant Georg von Apell)
Infanterie-Regiment 'Großdeutschland' (Oberst Wilhelm-Hunold von Stockhausen)
XVI Armeekorps (mot.) (General der Kavallerie Erich Hoepner)
3. Panzer-Division (Generalmajor Horst Stumpff)
4. Panzer-Division (Generalmajor Johann Joachim Stever)
4. Infanterie-Division (Generalleutnant Erik Hansen)
33. Infanterie-Division (Generalmajor Rudolf Sintzenich)
SS-Verfügungs-Division (Oberstgruppenführer Paul Hausser)
Leibstandarte SS Adolf Hitler (LSSAH])(SS-Obergruppenführer Josef Dietrich)

9. Armee (General der Infanterie Adolf Strauß)
XVIII Armeekorps (Generalleutnant Hermann Ritter von Speck)
25. Infanterie-Division (Generalleutnant Heinrich Clößner)
81. Infanterie-Division (Generalmajor Friedrich-Wilhelm von Löper)
290. Infanterie-Division (Generalleutnant Max Dennerlein) (WIA 8 June)
XXXXII Armeekorps (General der Pioniere Walter Kuntze)
50. Infanterie-Division (Generalleutnant Konrad Sorsche)
291. Infanterie-Division (Generalmajor Kurt Herzog)
292. Infanterie-Division (Generalmajor Martin Dehmel)
XXXXIII Armeekorps (Generalleutnant Franz Böhme)

88. Infanterie-Division (Generalmajor Friedrich Gollwitzer)
96. Infanterie-Division (Generalmajor Erwin Vierow)
18. Armee (General der Artillerie Georg von Küchler)
X Armeekorps (General der Artillerie Christian Hansen)
18. Infanterie-Division (Generalmajor Friedrich-Carl Cranz)
61. Infanterie-Division (Generalleutnant Siegfried Hanicke)
216. Infanterie-Division (Generalleutnant Hermann Böttcher)
XXVIII Armeekorps
254. Infanterie-Division (Generalleutnant Walter Behschnitt)

Heeresgruppe B Reserves
1. Infanterie-Division (Generalmajor Philipp Kleffel)
8. Infanterie-Division (Generalleutnant Rudolf Koch-Erpach)
11. Infanterie-Division (Generalmajor Herbert von Böckmann)
19. Infanterie-Division (Generalmajor Otto von Knobelsdorff)
28. Infanterie-Division (Generalmajor Johann Sinnhuber)
30. Infanterie-Division (Generalleutnant Kurt von Briesen)
217. Infanterie-Division (Generalleutnant Richard Baltzer)

Heeresgruppe A (Generaloberst Gerd von Rundstedt)

2. Armee (General der Kavallerie Maximillian Freiherr von Weichs)
V. Armeekorps (General der Pioniere Otto-Wilhelm Förster)
5. Infanterie-Division (Generalleutnant Wilhelm Fahrmbacher)
15. Infanterie-Division (Generalleutnant Friedrich-Wilhelm von Chappuis)
205. Infanterie-Division (Generalleutnant Ernst Richter)
293. Infanterie-Division (Generalleutnant Justin von Obernitz)
IX Armeekorps (General der Infanterie Hermann Geyer)
294. Infanterie-Division (Generalleutnant Otto Gabcke)
295. Infanterie-Division (Generalleutnant Herbert Geitner)
XXVI Armekorps (General der Artillerie Albert Wodrig)
34. Infanterie-Division (Generalmajor Werner Sanne)
45. Infanterie-Division (Generalleutnant Friedrich Materna)

12. Armee (Generaloberst Wilhelm List)
III Armeekorps (General der Artillerie Curt Haase)
3. Infanterie-Division (Generalleutnant Walter Lichel)
23. Infanterie-Division (Generalmajor Heinz Hellmich)
52. Infanterie-Division (Generalleutnant Hans-Jürgen von Arnim)
XIII Armeekorps (General der Panzertruppen Heinrich von Vietinghoff-

Scheel)
17. Infanterie-Division (Generalleutnant Herbert Loch)
21. Infanterie-Division (Generalmajor Otto Sponheimer)
260. Infanterie-Division (Generalmajor Hans Schmidt)
XVII Armeekorps (General der Infanterie Werner Kienitz)
10. Infanterie-Division (Generalleutnant Conrad von Cochenhausen)
26. Infanterie-Division (Generalleutnant Sigismund von Förster)
Polizei Infanterie-Division [SS]
XXIII Armeekorps (General der Infanterie Albrecht Schubert)
73. Infanterie-Division (Generalleutnant Bruno Bieler)
82. Infanterie-Division (Generalmajor Josef Lehmann)
86. Infanterie-Division (Generalmajor Joachim Witthöft)
Army Reserves
298. Infanterie-Division (Generalmajor Walther Gräßner)

16. Armee (General der Infanterie Ernst Busch)
VII Armeekorps (General der Infanterie Eugen Ritter von Schobert)
24. Infanterie-Division (Generalmajor Hans von Tettau)
36. Infanterie-Division (Generalleutnant Georg Lindemann)
58. Infanterie-Division (Generalmajor Iwan Heunert)
299. Infanterie-Division (Generalmajor Willi Moser)
Höheres Kommando XXXI (Generalleutnant Curt Gallenkamp)
161. Infanterie-Division (Generalmajor Hermann Wilck)
162. Infanterie-Division (Generalmajor Hermann Franke)
183. Infanterie-Division (Generalmajor Benignus Dippold)
Höheres Kommando XXXVI (Generalleutnant Hans Feige)
71. Infanterie-Division (Generalleutnant Karl Weisenberger)
169. Infanterie-Division (Generalmajor Heinrich Kirchheim)
Army Reserves
16. Infanterie-Division (Generalmajor Hans-Valentin Hube)
68. Infanterie-Division (Generalmajor Georg Braun)
76. Infanterie-Division (Generalmajor Maximilian de Angelis)
212. Infanterie-Division (Generalmajor Theodor Endres)

Gruppe Guderian (General der Panzertruppe Heinz Guderian)
XXXIX Armeekorps (mot.) (General der Panzertruppe Rudolf Schmidt)
1. Panzer-Division (Generalleutnant Friedrich Kirchner)
2. Panzer-Division (Generalleutnant Rudolf Veiel)
29. Infanterie-Division (mot.) (Generalmajor Willibald Freiherr von Langermann und Erlencamp)
XXXXI Armeekorps (mot.) (General der Panzertruppe Georg-Hans Reinhardt)

6. Panzer-Division (Generalmajor Werner Kempf)
8. Panzer-Division (Generalleutnant Adolf Kuntzen)
20. Infanterie-Division (mot.) (Generalleutnant Mauritz von Wiktorin)
Sturmgeschutz-Batterie 660

Heeresgruppe A Reserves

7. Infanterie-Division (Generalmajor Eccard Freiherr von Gablenz)
211. Infanterie-Division (Generalmajor Kurt Renner)
253. Infanterie-Division (Generalleutnant Fritz Kühne)
267. Infanterie-Division (Generalleutnant Ernst Feßmann)
269. Infanterie-Division (Generalmajor Ernst-Eberhard Hell)

Heeresgruppe C (Generaloberst Wilhelm Ritter von Leeb)

1. Armee (Generaloberst Erwin von Witzleben)

XII Armeekorps (General der Infanterie Gotthard Heinrici)
75. Infanterie-Division (Generalmajor Ernst Hammer)
268. Infanterie-Division (Generalmajor Erich Straube)

XXIV Armeekorps (General der Kavallerie Leo Freiherr Geyr von Schweppenburg)
60. Infanterie-Division (Generalmajor Friedrich-Georg Eberhardt)
252. Infanterie-Division (Generalmajor Diether von Boehm-Benzing)
Sturmgeschütz-Batterie 665

XXX Armeekorps (General der Artillerie Otto Hartmann)
93. Infanterie-Division (part) (Generalleutnant Otto Tiemann)
258. Infanterie-Division (Generalleutnant Walther Wollmann)

Hoheres Kommando z.b.V. XXXVII (Generalleutnant Alfred Böhm-Tettelbach)
215. Infanterie-Division (Generalmajor Baptist Knieß)
246. Infanterie-Division (Generalleutnant Erich Denecke)
257. Infanterie-Division (Generalleutnant Max Viebahn)
262. Infanterie-Division (Generalleutnant Edgar Theißen)

Hoheres Kommando z.b.V. XXXXV (Generalleutnant Kurt von Greiff)
96. Infanterie-Division (part) (Generalmajor Erwin Vierow)
167. Infanterie-Division (Generalmajor Hans Schönhärl)

Army Reserves
79. Infanterie-Division (Generalleutnant Karl Strecker)
168. Infanterie-Division (Generalmajor Hans Mundt)
197. Infanterie-Division (Generalmajor Meyer-Rabingen)
198. Infanterie-Division (Generalmajor Otto Röttig)

7. Armee (General der Artillerie Friedrich Dollmann)
XXV Armeekorps (Generalleutnant Karl Ritter von Prager)
555. Infanterie-Division (Generalmajor Waldemar Henrici)
557. Infanterie-Division (Generalmajor Hermann Kuprion)
Hoheres Kommando z.b.V. XXXIII (Generalleutnant Georg Brandt)
554. Infanterie-Division (Generalleutnant Anton Freiherr von Hirschberg)
556. Infanterie-Division (Generalmajor Kurt von Berg)
Army Reserves
213. Infanterie-Division (Generalleutnant René de L'Homme de Courbière)
218. Infanterie-Division (Generalleutnant Woldemar Freiherr Grote)
221. Infanterie-Division (Generalleutnant Johann Pflugbeil)
239. Infanterie-Division (Generalmajor Ferdinand Neuling)

Luftwaffe

Luftflotte 2 (General der Flieger Albert Kesselring)
I Fliegerkorps (General der Flieger Ulrich Grauert)
Stab, I., II., III./KG 1 (He 111H)
Stab, I., II., III./KG 76 (Do 17Z)
Stab, I., II., III./KG 77 (Do 17Z)
IV Fliegerkorps (General der Flieger Alfred Keller)
Stab, I., II., III./KG 27 (He 111P)
Stab, I., II., III./KG 30 (Ju 88)
Stab, I, II., III./LG 1 (He 111H/Ju 88)
VIII Fliegerkorps (Generalmajor Wolfram Freiherr von Richthofen)
I., III./StG 2 (Ju 87)
I./StG 76 (Ju 87)
IV. (Stuka)/LG 1 (Ju 87)
II. (Schlacht)/LG2 (Hs 123)
I/JG 27 (Bf 109E)
I/JG 21 (Bf 109E)
Jagdfliegerführer 2
I., II./ZG 1 (Bf 110C)
I., III./ZG 26 (Bf 110C)
Stab, I. II., III./JG 26 (Bf 109E)
III./ JG 3 (Bf 109E)
I./JG 20 (Bf 109E)
I./JG 51 (Bf 109E)
II./JG 27 (Bf 109E)
II Flakkorps (Generalmajor Otto Deßloch)
Flak-Regimenter 6, 136, 201, 202

Luftflotte 3 (General der Flieger Hugo Sperrle)
II Fliegerkorps (Generalleutnant Bruno Loerzer)
Stab, I./ZG 2 (Bf 110C)
Stab, I., II., III./KG 2 (Do 17Z)
II./KG 3 (Do 17Z)
Stab, I., II., III./KG 54 (He 111P)
V Fliegerkorps (Generalleutnant Ritter von Greim)
Stab, I./ZG 52 (Bf 110C)
Stab, I., II., III./KG 51 (Ju 88A)
Stab, I.,II.,III./KG 55 (He 111P)
I., II., III./KG 53 (He 111)
I., II./JG 2 (Bf 109E)
Jagdfliegerführer 3
Stab, I., II., III./JG 2 (Bf 109E)
Stab, I., II., III./JG 53 (Bf 109E)
Stab, I./ZG 2 (Bf 110C)
Stab, II./ZG 76 (Bf 110C)
I Flakkorps (General der Flakartillerie Hubert Weise)
Flak-Regimenter 101, 102, 103, 104

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