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South-Eastern Command Exercise "WATERLOO".



Canadian Military Headquarters,
2 Cockspur Street, S.W. 1,
London, ENGLAND.

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Historical Section,
General Staff,
National Defence Headquarters,
Ottawa, CANADA.

1. A further report is presented. This deals with the South-Eastern Command Exercise known by the code-name "WATERLOO", which took place on 14-16 Jun 41 with the Canadian Corps participating. I was present in the area of operations during the exercise and also attended the Command conference upon it held at DORKING on 19 Jun.
2. This exercise is of special interest from several points of view. It was the largest in which the Canadian Corps has yet participated; Lt.-Gen. PAGET remarked at his conference that "some 100,000" troops took part. This, moreover, was the first occasion on which Lt.-Gen. McNAUGHTON has commanded the Corps in an exercise; in Corps exercises (cf. my Reports Nos. 11, 13, and 23) he has acted as Director. This was also the first time that the Corps as a whole has cooperated with an Armoured Division in the performance of its strategic role; and the Air Force element in this exercise was larger than in any previous one in which the Corps has taken part.

GENERAL IDEA OF THE EXERCISE

3. The papers dealing with this exercise will be found on C.M.H.Q. file 2/Exercises/5. Its general conception was the same as that of

earlier exercises on which I have reported: it was based, in other words, on a theoretical enemy invasion of southern England. The Exercise Instructions defined the objects of the exercise as follows:

- "(a) To practice Canadian Corps and 8 Armd. Div in a mobile counter attack role.
- "(b) To practice formations in moving through an area infested by enemy air borne troops.
- "(c) To practice offensive action by Infantry formations against armoured formations."

4. The enemy on this occasion was represented by actual formations of British troops. The troops taking part on either side were as follows:

Own Tps.	4 Corps (less 47 and 55 Divs). Cdn Corps (using only 2 troop-carrying coys). 8 Armd Div. Two Sqn G.H.Q. Liaison Regt. 4 Chemical Warfare Group (to be under comd Cdn Corps). 1 Close Support Bomber Control. R.A.F. 13 A.C. Sqn (representing bombers). 239 A.C. Sqn (under 8 Armd Div) 400 A.C. Sqn (R.C.A.F.) (Sqn less one flight under Cdn Corps; one flight under 4 Corps).
Enemy.	Commander, Maj.-Gen. J.E. UTTERSON-KELSO, D.S.O., O.B.E., M.C., Comd 47 Div. 47 Div (70% of all troops; essential defence elements <u>not</u> to participate). 55 Div (70% of 164 Inf Bde only; essential defence elements <u>not</u> to participate). 25 Army Tank Bde (less one bn). 24 Guards Bde. 168 Inf Bde. One B Type (Special Wireless) Signal Section. R.A.F. 26 A.C. Sqn. 225 Sqn (one flight).

Certain Home Guard units participated with "Own Tps".

5. It will be noted (cf. my Report No. 33) that 12 Corps, stationed in the eastern section of South-Eastern Command, did not take part. General Paget remarked at the conference that only about one-half of the troops in the Command participated on this occasion, but that it was hoped to employ the whole 200,000 in an exercise later in the summer.

6. Army (i.e., South-Eastern Command) Headquarters was represented from 1800 hrs 14 Jun by "Control" which was established in "enemy" territory at FINDON and exercised general supervision over the troops engaged in the exercise, "British" and "enemy" alike.

7. The exercise dealt with "the first and subsequent days of an invasion of the BRITISH Isles". The opening narrative began thus:

During the night 13/14 Jun, the GERMANS, began a large scale attack on the BRITISH ISLES, which involved a series of widespread landings on the EAST and SOUTH coasts of this Country, without any previous attempt to obtain air superiority.

It was assumed that "stand to" had been ordered on 11 Jun, and "Action Stations" on 13 Jun at 1200 hrs; and that 8 Armd Div had been concentrated in the general area ERIDGE CASTLE R.05 - CROWBOROUGH Q.94 - ASHDOWN FOREST. This move of 8 Armd Div was carried out on 13 Jun, on which day also 4 C.W. Gp moved into the Cdn Corps concentration area and 114 Inf Bde into the area adjacent to TANG-MERE aerodrome and its satellite aerodromes, which it was the function of this formation to defend.

8. The opening narrative continued by stating that during the night 13-14 Jun enemy parachute troops estimated at two battalions landed on the northern face of the SOUTH DOWNS between AMBERLEY Q.43 and MOUNT HARRY Q.83 with the probable objective of seizing and holding suitable landing grounds for airborne troops. A similar attack was assumed to have taken place in the region of RYE, much further to the east; as this, however, did not affect the subsequent operations no further attention will be paid to it in the present report. Both attacks were assumed to have succeeded before first light 14 Jun; and at first light German glider and airborne troops landed in force in the SOUTH DOWNS area.

9. The theatre of operations thus indicated for the exercise was the central part of the SUSSEX coast and the countryside behind it. It seemed clear that the operations would be dominated by the splendid ridge of the SOUTH DOWNS, which lies close to the coast and

parallel to it. This ridge, running west from EASTBOURNE towards WINCHESTER, rises at some points to heights above 800 feet; and while on the side facing the sea its slopes are comparatively gentle, it presents a steep escarpment to forces advancing from the north. If occupied by airborne troops, it would thus constitute a natural shield for an enemy wishing to effect seaborne landings in the ports of the Sussex coast; and should the long-anticipated invasion actually come to pass, an attempt by the enemy to utilize it in this manner would appear to be in keeping with his recent tactical practice.

VISIT TO THE AREA OF OPERATIONS, AND GENERAL NARRATIVE OF THE EXERCISE

10. In company with Lt.-Col. G.C. SMITH (C.A.C.), T.L.O. (A.F.V.) at C.M.H.Q., and Major J.P. PAGE (TOR. SCOT. R. (M.G.)), G.S.O. 2 (M.I.) at C.M.H.Q., I visited the theatre of operations during the exercise. The following paragraphs describe our itinerary and observations; an attempt is made to provide at the same time a general account of the course of the exercise. In compiling this I have supplemented the facts collected by ourselves with others from the very lucid narrative presented to the subsequent conference by Brigadier WINTERTON (see below).

11. We left C.M.H.Q. at 1000 hrs on 14 Jun 41, and proceeded to H.Q. Cdn Corps at HEADLEY COURT. Here the Public Relations Officer, Cdn Corps (Capt. PURCELL) had arranged a conference for his press party at 1100 hrs. We attended this with the idea of getting a general view of the situation as it then stood. It was briefly addressed by Major A.R. ROY (the R.C.R. 1, G.S.O. 2 at Cdn Corps H.Q. This officer (who has just been appointed G.S.O. 1, 4 Cdn Div) pointed out certain interesting features of the exercise (cf. above, para. 2) and informed us that the Corps Commander had been called to a conference at Army H.Q. that morning and that as a result the Canadian divisions were now at two hours' notice. Major Roy called attention to the fact that since the whole area of the exercise was

regarded as infested by enemy forces of various kinds action was possible at any moment. He added that the latest information was that approximately one airborne division had landed on the SOUTH DOWNS to reinforce the paratroops, and that the main enemy threat was reported to be northwards up the line of the River ADUR. The probable role of the Canadian Corps would be cooperation with the 8th Armoured Division to restore the situation.

12. Major E.H. SMITH (R.C.A.), G.S.O.2 (C.W.) at H.Q. Cdn Corps, then spoke of the chemical-warfare aspect of the exercise. He pointed out that the British Commonwealth had signed the Geneva agreement against the use of gas with the reservation of the right to retaliate in case gas was used by an enemy. This raised the question of the need for rapid and certain establishment of the facts in the event of a report of the use of gas by the Germans; for permission to retaliate required a Cabinet decision. Gas (called for exercise purposes "Stinker") would be employed at some time during "WATERLOO"; and the Chemical Warfare Defence Laboratory (commanded by Major I.M. RABINOWITCH, R.C.A.M.C.) which has been established at Corps H.Q. would then have the duty of obtaining samples, testing and reporting. When permission to retaliate was received, No. 4 C.W. Group (R.E.) (see above, para. 4) would act. This group could discharge gas by Livens projectors, mines or bombs; it could also provide smoke for screening; it could also undertake demolitions. It was hoped to exercise the group in all its functions, including firing phosgene at strong points. Major Smith explained that the group consisted of four companies with a total numerical strength a little larger than that of an infantry battalion, and was very mobile.

13. If the enemy used gas spray, the main problem would be that of cleansing and replacing contaminated clothing. Arrangements had been made with these ends in view and a Mobile Laundry would function on decontamination.

14. It is convenient to mention here that, while we ourselves

saw nothing of the use of gas during the exercise (except some soldiers wearing gas-coats and eyeshields in BRIGHTON) I later heard from Major Rabinowitch that gas had been employed by both sides and that he was well pleased with the results obtained.

15. We then proceeded to H.Q. South-Eastern Command, REIGATE, where we met a Canadian liaison officer (Captain J.G. STEWART, CANADIAN GRENADIER GUARDS) and from him obtained the latest information. The 38th Division, he told us, was operating against the parachutists in the LEWES area, with its reconnaissance battalion already in touch. The enemy had consolidated the north edge of the SOUTH DOWNS (roughly LEWES - AMBERLEY) and had penetrated north as far as HENFIELD.

16. We returned to H.Q. Cdn Corps for lunch in "B" Mess, and after another visit to H.Q. South-Eastern Command drove S.-E. by BLETCHINGLEY, EAST GRINSTEAD and FOREST ROW with a view to seeing something of the 8th Armoured Division. We found the H.Q. of this formation at DEWLANDS (991478) near CROWBOROUGH. Here we heard that enemy armoured vehicles had been reported landing at LITTLE-HAMPTON at 1035 hrs. At the time of our visit 8 Armd Div had not yet been released from G.H.Q. Reserve but this was momentarily expected to take place. As we left his H.Q. (about 1600 hrs) the G.O.C. 8 Armd Div (Major-General R.L. McCREERY, M.B.E., M.C.) was returning from a conference.

17. We now proceeded southwards in the hope of seeing the "enemy" armoured forces. Driving by way of BEETLEY WOOD and RINGMER we reached LEWES and found it occupied by the enemy, with 55 Div vehicles in evidence and the bridge across the OUSE theoretically destroyed. (It may be explained that the divisional markings on vehicles greatly facilitate the task of an observer on such occasions. Each vehicle bears a distinctive divisional marking (e.g., that of 1 Cdn Div is a red rectangle with a gold maple leaf in the middle; that of 8 Armd Div is a green circle with the word "GO" in the middle, representing a traffic-light) and within an infantry

division individual units are further distinguished by a uniform system of markings, colour representing the arm (e.g., red and blue for artillery) and a number the seniority of the unit. Thus the senior field regiment of the divisional artillery always bears the number 42, while the second field regiment bears 43.)

18. We drove on into BRIGHTON where we encountered great difficulty in obtaining petrol. In the course of the search we were surprised to encounter a "British" carrier which had penetrated to PATCHAM on the north edge of the town. This was at 1720 hrs.

19. At 2130 hrs we drove to FINDON to visit Central Control, which had by now been set up in the Manor House Club there. Here we were kindly received by Brigadier T.J.W. WINTERTON, O.B.E., B.G.S., South-Eastern Command, and picked up some further information on the course of the operations. Here also we had some conversation with Col. REEVES, Intelligence Officer, 7th Corps, U.S.A., who was present as a spectator.

20. We learned here that the Canadian Corps had been slow in starting, and that the First Canadian Division had run into difficulties in HORSHAM.

21. It was explained at the subsequent conference that there had been a conference at Army H.Q. at 1000 hrs on 14 Jun, at which the Canadian Corps Commander was given orders in anticipation of the release of the Corps from G.H.Q. Reserve; these were later confirmed by an operation instruction issued at 1235 hrs. It had been understood that final orders would be given to the Corps Commander at a further conference which he was requested to attend at H.Q. 4 Corps. Brigadier BURNS explained to me on 18 Jul 41 that the misunderstanding over the time of starting arose out of a telephone call to himself from Brigadier WINTERTON, informing him that it had now been decided to release Cdn Corps before this conference, which was set for 1400 hrs. Brigadier WINTERTON believed he had made it clear that the Corps was to move at once; Brigadier BURNS however got no such impression. (He remarked to me that this was a good example of the extreme necessity of definition in orders, especially when given by

telephone.) The situation was clarified only when General McNAUGHTON reached the conference, and it was somewhat longer before orders could be issued and the Corps put in motion.

22. 1 Cdn Div was ordered to secure a stop line south of HORSHAM. This Division got on the move by 1700 hrs, 3 Cdn Inf Bde being carried forward by a troop-carrying company. Thanks to the delay in the issuance of orders, in the words of General PAGET at the subsequent conference,

... the previously determined concentration area was for the most part occupied by the enemy before the leading elements of 1st Canadian Division reached the northern outskirts of Horsham. The reconnaissance battalion did not go through Horsham, but round the flank; and the leading element of the 3rd Bde to enter Horsham by the road from Crawley consisted of traffic control personnel and billeting parties nearly all of whom were captured. We must be careful that we do not allow peace time administrative considerations to take priority over war time tactical necessities.

The troops in HORSHAM were the "81st Infantry Regiment" (24 Guards Bde), a crack German unit which had debouched from the DOWNS at BRAMBER and WASHINGTON at 1600 hrs and advanced rapidly northward. When it came into contact with this force, Brig. WINTERTON remarked, 3 Cdn Inf Bde did not develop its strength very quickly; but the local Home Guard "fought gallantly" to gain time, the umpires imposed an arbitrary delay of two hours upon the "Germans", and though there was confused fighting in HORSHAM through the night and 81 I.R. occupied most of the town, this unit was liquidated the next day by an attack upon its rear delivered by 2 Cdn Inf Bde.

23. In the meantime 2 Cdn Div had had difficulties of its own. It was slow in getting off; according to Brig. Winterton, it received its orders at 1555 hrs, but although its units were on two hours' notice its reconnaissance battalion did not move until 1830 hrs. The one troop-carrying company which the Division was permitted to use transported the leading brigade, and was to return to assist the other brigades, one of which moved off on foot while the other remained at ALDERSHOT awaiting the return of the troop-carrying buses. These arrangements for moving the Division into its concentration area were disrupted by "enemy" action. At 2300 hrs the Germans dropped their

3rd Parachute Regiment in the area EWHURST - WARMHAM - ALFOLD - CHIDDINGFOLD with a view to impeding the advance of British reserves. The parachutists diverted the returning troop-carrying company and greatly delayed its return to ALDERSHOT.

24. On this same night (14-15 Jun) parachutists hampered and slowed down the forward movement of 8 Armd Div, which had been postponed until after dark in order to effect concealment from the enemy. The armoured brigades of this formation moved about 2400 hrs, with a view to an early-morning attack upon the DOWNS.

25. In the course of our visit to FINDON on the evening of 14 Jun we obtained information on the plan for this attack. It comprehended a midnight attack by 38 Div on the eastern section of the DOWNS (i.e., the section east of the ADUR) and a further attack at first light by 8 Armd Div to exploit the bridgeheads which 38 Div might gain. If this succeeded, 8 Armd Div would proceed to roll the enemy back westward over the ADUR into the arms of Cdn Corps, which was advancing to the west of that river.

EVENTS ON 15 JUNE

26. We spent the night at BRIGHTON. At about 0630 hrs on 15 Jun we drove towards LEWES by way of NEWHAVEN with a view to seeing what we could of the progress of the operations. The morning was foggy and visibility limited. Near NORTHEASE FARM (845255) we encountered "enemy" tanks of 25 Army T. Bde retiring, covered by another troop in position on the road a little to the north; subalterns of this latter troop (which belonged to "C" Sqn of 43 T. Bn) told us that 8 Armd Div was attacking on the DOWNS to the westward. By-passing LEWES by way of KINGSTON NEAR LEWES we encountered Valentine tanks of 8 Armd Div and saw captured "enemy" carriers.

27. Hearing from an umpire whom we encountered near the junction of this by-pass road with the LEWES - STANMER road that a tank battle

had been taking place on the DOWNS to the south, we turned up on to the DOWNS along a track which offered and which was passable by our car. After encountering more tanks and captured carriers we reached a wood (803270) where we found troops of the 2/5 WELCH REGT (38 Div) and captured enemy guns. The WELCH told us that their Division had captured MOUNT HARRY early in the morning; now their section of the advance was moving on towards NEWMAR ET HILL with 8 Armd Div tanks in front.

28. Moving on in the direction of this advance, we saw tanks in action against enemy tanks in the mist, which on these high summits limited visibility to from 30 to 50 yards, and noted a brigadier attempting to direct operations from his own tank.

29. It may be noted that all the tanks engaged in this exercise were "I" (Infantry) tanks, which differ from the "cruisers" (of which relatively few have so far been produced) in being more heavily armoured and slower. 25 Army Tk Bde was equipped with Mark II (A.12) tanks, recognizable by the five mud-chutes on either side; while 8 Armd Div had some of these and also some Mark III (Valentine) tanks, the type now in production in Canada.

30. Descending from the DOWNS into FALMER, we saw further tanks and enemy carriers (one of the latter Marked "Gott Strafe England"); and we drove on through BRIGHTON to FINDON to get the latest information at Control.

31. Here Lt.-Gen. PAGET was present, as was also Lt.-Gen. G. LeQ. MARTEL, C.B., D.S.O., M.C., commanding the ROYAL ARMoured CORPS. We heard that one Canadian infantry brigade (the 3rd) was regarded as having been "written off" in the fighting at HORSHAM¹, and also that its commander (Brigadier H.N. GANONG) had been "killed" by the "enemy", who obtained at the same time a good many papers of value in his operations. We heard General Paget remark that fortunately, and unrealistically, no more German forces had landed during the night; and we gathered that 25 Army Tk Bde, after being disposed of in the operations we had just been witnessing, was to be allowed to

1 In the upshot, it was allowed to continue fighting.

return to life that evening in order that it might represent fresh enemy armoured forces arriving from the sea to buttress the German defence against the counter-attack which the "British" formations would put in on the morning of the 16th.

32. Leaving FINDON about 1050 hrs, we drove north to see what we could of the Canadian operations. We soon encountered evidence of a confused situation: "British" cyclist prisoners S. of WASHINGTON, an "enemy" road block facing N. at 584369, a detachment of 1 Cdn Div's Recce Bn with an anti-tank gun moving S. towards this block (602400), N. of SOUTHWATER a detachment of Canadian SEAFORTHS (2 Cdn Inf Bde) facing north, and from there into HORSHAM numerous enemy troops (24 Gds Bde) with guns.

33. In HORSHAM the two forces, British and "enemy", were still in contact. We saw a good many Canadian prisoners and the remnants of 3 Cdn Inf Bde; and from a subaltern of the CARLETON AND YORK REGT who was acting as an umpire we got some information on the past night's events in this locality. Brdg. GANONG, he said, had been "captured" at 1905 hrs. The town had been cleared several times but the enemy persisted in coming back; the CARLETON AND YORK had suffered about 75% casualties. At times the situation had degenerated into fistio encounters between this unit and the Guards; the subaltern observed that the unusual size of the guardsmen had given them an advantage, but he believed that the Canadians had managed to keep their end up. 1 Cdn Inf Bde was now coming up to relieve 3 Cdn Inf Bde.

34. Driving north from HORSHAM towards DORKING, we passed first the HASTINGS AND PRINCE EDWARD REGT and then the ROYAL CANADIAN REGIMENT, evidently preparing to advance through HORSHAM. We drove on to HEADLEY COURT, where H.Q. Cdn Corps was still established. Here we learned the routes by which 2 Cdn Div was advancing, and were told that Corps H.Q. would probably move late in the afternoon to some point south of DORKING.

35. I heard later (from Major. F.A. BURGESS, 2 i/c 1 Cdn Corps Signals) that Corps H.Q. actually did move to RUSPER, west of CRAWLEY, and that part of the H.Q. Reconnaissance party sent in advance with a view to this move was captured by the "enemy". Indeed, enemy parachutists attempted to entrap General McNaughton by a telephone message inviting him to a fictitious conference; but in the words of Brig. Winterton, "the Canadian Corps Commander was much too old a soldier to be deceived by such a subterfuge", and the invitation was checked and found to be bogus.

36. After lunching at GUILDFORD we drove southward into the area through which 2 Cdn Div was advancing. From MILFORD onward we passed troops of this Division: part of the divisional M.G. battalion (TOR. SCOT. R.), units of the divisional artillery, engineers and R.C.A.S.C., and between PETWORTH and BILLINGSHURST the ROYAL HAMILTON LIGHT INFANTRY, the leading battalion of 4 Cdn Inf Bde. An umpire told us that this unit had had very poor luck; not only had the mishap to the division's transport arrangements resulted in its having to march 15 miles before transport became available, but the men at the time we saw them had had no food except two sandwiches in 23 hours, though it was hoped that the unit's cooks would shortly arrive.

37. By this time the weather had become bright and quite warm. Short of BILLINGSHURST we ran into ^{successive} detachments of the CALGARY HIGHLANDERS (5 Cdn Inf Bde) demanding identity cards and (owing to inadequate organization and supervision) making themselves something of a nuisance to civilian traffic. It was explained that this precaution resulted from the use of "fifth-column" tactics by the "enemy", who was employing agents in civilian clothes. Still a little short of BILLINGSHURST we ran into part of 2 Cdn Div's Recce Bn; at PULBOROUGH we saw more of it, and also a Hurricane flying very low. Between PULBOROUGH and STORRINGTON we began to encounter 1 Cdn Div Recce detachments and individual tanks of 8 Armd Div, indicating that the Canadians and the armoured formation

were now in touch. In WASHINGTON, which we reached about 1555 hrs, was a further detachment of 1 Cdn Div's Recce Bn (4 Cdn Recce Bn) with an anti-tank gun; and the enemy's forward elements were immediately to the south.

38. We now paid another visit to Control at FINDON. Here we were permitted to read the operation instructions for the next day (16th). These began with the information that 2 Cdn Div was concentrating in the area KIRDFORD - BILLINGSHURST - BYWORTH and that 1 Cdn Div had reached the line COOLHAM - COWFOLD. The Canadian Corps was instructed to attack on the morning of 16 Jun in cooperation with the 8th Armoured Division and clear the area AMBERLEY - WASHINGTON - BRAMBER - SHOREHAM - LITTLEHAMPTON. The Corps was to cross the start line AMBERLEY - WASHINGTON - STEYNING at 0400 hrs. As for 8 Armd Div, it was to direct one armoured brigade by way of HENFIELD and with it attack at 0400 on the line WASHINGTON - STEYNING; the other armoured brigade was to attack south of STEYNING (this involving forcing the river line of the ADUR) and was to carry out preliminary operations during the night to enable the first tank to cross the ADUR at 0400. (It will be noted that the enemy was now considered to have been cleared from the region east of the ADUR by the operations of 8 Armd Div on the 15th; the area occupied by him was thus reduced to roughly half of its former dimensions.)

39. We now undertook an examination of the country over which the attack was to be delivered, driving by the route WASHINGTON - STEYNING - BRAMBER - UPPER BEEDING - SHOREHAM. Lt.-Col. SMITH noted that while the DOWNS near WASHINGTON were impassable for tanks, the slopes further east (nearer STEYNING) were gentler, and we assumed that the right armoured brigade would attack in this area. We also examined the ADUR and were inclined to think that since the bridge at BRAMBER had been blown the engineers of 8 Armd Div might attempt to replace it with a bridge somewhere in the vicinity of the CEMENT WORKS between UPPER BEEDING and SHOREHAM.

EVENTS ON 16 JUNE

40. We again spent the night in BRIGHTON, and at 0730 hrs on the morning of 16 Jun drove into the area of operations to see what progress the attack had made. Driving up the east side of the ADUR, we encountered a road block but no bridging operations in the vicinity of the CEMENT WORKS. We found UPPER BE DING full of tanks and other vehicles of 8 Armd Div, and discovered that this division's Engineers were replacing the "blown" BRAMBER bridge by a small box girder bridge immediately alongside it on the upstream side. The job was being done in a thorough but (it seemed to us) somewhat leisurely manner; and the first girder was put across as we watched, at perhaps 0815 hrs. (At the subsequent conference, Brig. Winterton stated that the bridge was not complete until 1100 hrs - i.e., seven hours later than the time specified in orders. The consequence was that the armoured brigade operating on this front never got into action, and the left attack of 1 Cdn Div was unsupported by armoured vehicles.)

41. From BRAMBER we drove up a track on to the DOWNS, and at 598290 found PRINCESS PATRICIA'S CANADIAN LIGHT INFANTRY, commanded by Lt.-Col. R.F.L. KELLER (until lately G.S.O.1, 1 Cdn Div), occupying a group of farm buildings surrounded by trees, with the enemy on STEEP DOWN a few hundred yards in front. An umpire told us that the P.P.C.L.I. had captured this position at 0615 hrs after suffering heavy casualties; and at 0810 an enemy battery to the south-west had been put out of action by this unit and the fire of Canadian guns. Lt.-Col Keller wished to push on towards his objective (N. and S. LANCING, on the coast west of SHOREHAM) but was being held up by the umpires owing to lack of support. The P.P.C.L.I. is a unit of 2 Cdn Inf Bde. Lt.-Col. Keller told us that the EDMONTON REGT was attacking on his right. We saw nothing of it, and he believed that it had gone forward.

42. We now drove on along the DOWNS in a generally westerly direction, passing what we believed to be "enemy" tanks of 25 Army Tk Bn

apparently preparing to put in a counter-attack; and passing close under GISSBURY RING we again made our way to FINDON. Here we found Control preparing to end the exercise.

43. Instead of attacking in the STEYNING region as we had anticipated (para. 39, above) the right armoured brigade had attempted to force the WASHINGTON gap - i.e., to advance by the one road passing the DOWNS in this region, a dangerous and difficult operation. It was remarked at the subsequent conference that the first plan was to attack near STEYNING but that this was altered on account of the dispositions of 1 Cdn Div; details were not given. Brig. Winterton said at the conference that 1 Cdn Div succeeded in forcing the gap, but that the tanks ran into a minefield and blocked the road; finally, however, they reached the top of the DOWNS. As for 2 Cdn Div, it was still suffering from the disruption of its transport arrangements. The intention had been that 5 Cdn Inf Bde would gain the line AMBERLEY - WASHINGTON and 4 Cdn Inf Bde and 6 Cdn Inf Bde would then pass through; but 6 Cdn Inf Bde had not come up, so 5 Cdn Inf Bde made room for 4 Cdn Inf Bde in line and the two attacked together, along with one battalion of 6 Cdn Inf Bde which Brig. SARGENT had managed to get forward by using unit transport. Before the exercise ended these troops were in possession of the approaches to BURPHAM and HARROW HILL.

44. From FINDON we drove back towards LONDON. About 3 mi. N. of FINDON we ran into elements of 8 Armd Div, and we found WASHINGTON occupied by the HASTINGS AND PRINCE EDWARD REGT. Further to the north were 8 Armd Div armoured cars and elements of the 48TH HIGHLANDERS OF CANADA.

CONFERENCE ON EXERCISE "WATERLOO"

45. The final South-Eastern Command conference on this exercise was held at the Embassy Theatre, DORING, on 19 Jun. It was attended by officers down to company-commanders and lasted more than two hours.

Operation Extra Strong

46. The conference began with a remarkably clear narrative of the operations by Brig. WINTERTON. As this has already been heavily drawn upon in the present report, little more need be said of it here. The present writer's only regret in connection with Brig. Winterton's admirably-organized remarks is that the speaker spoke so rapidly that it was difficult to make full notes of the points made.

47. Lt.-Gen. MARTEL followed with some comments from the point of view of the Royal Armoured Corps. He began by saying that this war would be won by the co-operation of land and air forces, and that it is essential for the armoured and unarmoured land forces to learn to work smoothly together.

48. G.H.Q., he said, will not release armoured divisions until certain where the main threat is developing; in the present case, this was at 1730 hrs on 14 Jun. But plans can be made in advance, and in this case plans for action in the probable contingency had been laid by 8 Armd Div in consultation with 4 Corps. 8 Armd Div had planned in great detail in advance against almost every contingency - a very necessary precaution.

49. General Martel proceeded to review the night move of 8 Armd Div and the difficulties caused by parachutists, and then dealt with the attack on to the DOWNS on the morning of the 15th, remarking that cooperation with 38 Div had been good. He then described the advance over the DOWNS later in the morning, and mentioned the battle between 24 Armd Bde and the "enemy" 25 Army Tank Bde, of which we saw a little (para. 28, above). He considered that this was well handled on both sides. 23 Armd Bde, the other brigade of 8 Armd Div, was employed later to roll the enemy up westwards towards the ADUR.

50. Of the attack in conjunction with Cdn Corps, General Martel said that from the Armoured Corps viewpoint it would have been better had 8 Armd Div been put under command Cdn Corps, which was not done. (Also, the armoured formation was told not only what

to do, but how to do it, which was undesirable.) What would have been preferable from the point of view of the armoured forces was a meeting about noon of Sunday (15th) of the Commanders of Cdn Corps, 8 Armd Div, 1 Cdn Div and (if possible) the Army Commander, to concert the attack.

51. That there was sometimes a danger in preparing plans in advance was illustrated by the episode of the bridge at BRAMBER, where such a plan was carried out with unfortunate results when better points for crossing were available, including an unblown wooden bridge upstream. Here the armoured brigade failed to connect with the Canadians (cf. above, para. 40) and the whole affair was not a good performance. The armoured division had much to learn about the business of forcing a river line, and must practise it.

52. Of the WASHINGTON gap attack, General Martel said that while the STEYNING plan (para. 43, above) would have been better the line actually used was not impossible, and the difficulties encountered were partly the result of "peacetime" restrictions - the necessity for avoiding damage to farmers' property.

53. Air Marshal BARRATT, A.O.C.-in-C. Army Co-Operation Command, then spoke briefly. He began by remarking that the re-equipment of the A/C squadrons was now proceeding. There were to be fighter reconnaissance and bomber reconnaissance squadrons. Adverting to General Martel's remarks on the need for co-operation, the Air Marshal said that he felt that this exercise indicated on the part of the Army a certain ignorance of air matters in general. Little account had been taken of air attacks. There was need for more recognition training.

54. Of bomber support, the Air Marshal said that this might come from two sources: (a) the main bomber force, and (b) the army co-operation bomber reconnaissance squadrons. In this exercise, the use of the Close Support Bomber Control (see my earlier Report No. 13) had not been wholly satisfactory; the C.S.B.C. had

had difficulty in "getting in the picture". It was desirable that at H.Q. of Corps and Armoured Divisions some sort of "air operations room" should be established to enable the air personnel to keep abreast of the situation.

55. Of bombing operations, the speaker said that sometimes the aircraft could be given definite targets, but sometimes this could not be done. For the safety of our own troops, it was desirable to fix a "bomb line" beyond which bombing was not to be undertaken.

56. Military commanders should bear in mind the various states of readiness in which squadrons could be maintained, and should remember that a squadron kept in instant readiness could not carry out any maintenance on its machines.

57. Aircraft had gone aloft in this exercise carrying gas-spray equipment because it was possible that orders might be received to use it. This should not have been done; in view of the possible results if such an aircraft were to be shot down and the enemy came to know that such equipment was installed, no machine should carry gas equipment until the order came to use it.

58. The Air Marshal also said that aircraft should not be used on limited close-range reconnaissance tasks such as confirming reports from ground forces. The Tomahawk was a very fast aircraft and should not be kept on a string. (It may be mentioned that the Tomahawk is replacing the older and slower Lysander in the A/C squadrons. In this exercise, however, Lysanders were still at work.)

59. General PAGET, the Army Commander, closed the conference with some remarks of his own. The text of these has been circulated and is being placed on C.M.H.Q. file 2/Exercises/5.

60. General Paget called attention to the fact that this war presented far more difficult problems than the last one. Speaking of the possibility of invasion, he said, "We are up against the best equipped and the best trained army the world has ever seen,

and we are fighting for our existence: clearly then we cannot afford to stand easy." No one should listen to chatter about the impossibility of invasion; we could not dismiss the possibility that Hitler might attempt it within the next few months.

61. The General mentioned the measures taken for the defence of aerodromes, a most vital matter since fighter defence is "a foremost necessity in dealing with airborne invasion"; and since the enemy had failed to defeat our fighters in the air last autumn, it was probable that on another occasion they would use the method recently employed in Crete and attempt to put the fighter aerodromes out of action through attack by airborne troops. In this exercise, the new organization whereby battalions of the field force are to be stationed close to the 'dromes ready for instant action was tested at the TANGMERE group of aerodromes. The parachutists attacked at 0430 hrs on 14 Jun. Communications between the local defence commander and the reinforcing troops (114 Inf Bde) broke down entirely and no action was taken until 0630 hrs. The lesson - the need of reliable means of communication - was obvious. The G.O.C.-in-C. referred to the report of Brigadier INGLIS, a New Zealand officer who served in Crete, to the effect that the morale of German parachutists is low when they first land, and that it is only when they are permitted to lie up and reorganize that they become formidable.

62. General Paget said that he thought we tended to have too many operational conferences. Reliance should be placed on brief directives and verbal orders.

63. Of the forward move of 1 Cdn Div, he remarked that the occupation of the concentration area by the enemy (the result of the slow start) called attention to the need for being able to show a fighting front at a moment's notice to meet unexpected enemy action. "For this purpose a carefully worked out scheme of traffic regulation is necessary in order to be able to control the flow of traffic."

64. The General spoke at some length of reconnaissance battalions and their use. Among other points, he observed that, as indicated by the instance of 1 Cdn Div's recce bn at HORSHAM, it was always dangerous to move a formation's recce bn other than on the main axis of the formation's advance. He remarked that the recce bn could be employed either under divisional control, or decentralized under the leading brigades, as circumstances might dictate.

65. Though there had been improvement, there were still instances of bad congestion in road movement.

66. General Paget's remarks on No. 4 Chemical Warfare Group had better be quoted, at least in part:

The Group which was located at Dorking received orders to move at 1930 hrs. on 15th June and in 6½ hours it had covered 57 miles and set up its projectors ready to carry out a harassing shoot onto the beaches at Littlehampton. That, I think, was very good going, and shows that the Group can fire a harassing shoot at short notice. But if required to fire a deliberate shoot against definite located targets, then about 5 hours of daylight would be necessary for reconnaissance and survey....

We shall not use gas against the Germans, until they use it against us; and if they do so, it is very important that we should be able to retaliate at once; so what we want to ensure is that reliable confirmation of the use of gas by the enemy reaches Army H.Q. as quickly as possible. That reliable confirmation will be supplied by the technical officer at Corps H.Q. who is a qualified chemist; but, in order that he may act quickly, information of the suspected use of gas must be notified immediately to Corps H.Q. In this exercise, the enemy used gas spray for the first time at 0530 hrs on 16th June and this was confirmed at Corps H.Q. 5½ hrs. later. We must try and improve on that.

67. After speaking of the Home Guard, the General passed on to the employment of artillery. On the Canadian front, in the beginning when operations were fluid, the artillery was decentralized in brigade groups, with fire support quickly available for local needs; but what was needed for the attack on the DOWNS on the 16th was centralized control and a carefully co-ordinated fire plan.

68. General Paget then spoke of the air aspect. The Army was still lacking in air sense. The C.S.B.C. and the tactical

reconnaissance aircraft were not sufficiently used. Further:

Action by the troops against low flying attack was not good, and pilots were horrified by the generally sacrificial behaviour of columns when attacked: they either paid no attention or merely waved to the pilots: as one of them remarked, they seemed to regard these low-flying attacks as a free London air Pageant. That is thoroughly bad training and thoroughly bad operational discipline and must be put right.

69. General Paget paid a special tribute to the "enemy", known as WELSOGRUPPE. In passing he remarked:

...It is worth thinking about that as soon as you tell the British soldier he is a German parachutist, or somebody other than he really is, he becomes much more active and alert than as an ordinary member of his platoon. Is that because we do not make our normal training sufficiently interesting and imaginative, and because we do not do enough to develop the initiative of the individual soldier? I believe it is so.

70. Finally, the General remarked that from his point of view the exercise had been a great success and had achieved its purpose.

GENERAL

71. It will be noted that in this conference the Canadian formations came in for some criticism, actual or implied. This is not surprising when it is remembered that (along with 8 Armd Div, which also incurred a number of criticisms) Cdn Corps was playing the leading role in this counter-attack exercise, and that in this, as in most such schemes, the dice were perhaps somewhat loaded in favour of the "enemy", who moreover was represented by exceptionally efficient and enterprising British formations. The criticism was of course strictly instructional.

72. It may not be out of place to remark that it is curiously symptomatic of the inactive role which has so far fallen to the Canadian Corps that it should still be occupied with purely mimic warfare of this type. Actually the very real enemy across the Channel was not more than 65 or 70 miles distant from the troops participating in this exercise; yet as General Paget remarked at the conference, "in this summer weather we ourselves seem somewhat remote from the war". The present writer was several times reminded of the summer of 1928, when he attended the Command Training of Southern Command;

the atmosphere was not dissimilar from that of this exercise. In 1928 war seemed a remote contingency, and few people thought of it in terms of a threatened invasion of England. The "WATERLOO" manoeuvres, on the other hand, though at this moment they seemed scarcely more realistic than those of the earlier year, were far from being merely theoretical: they were in fact a rehearsal of movements which may have to be made, and blows which may have to be struck, in deadly earnest before the year 1941 is over.

73. Brigadier E.L.M. BURNS, B.G.S., Cdn Corps, has kindly read this report in draft and made a number of suggestions which have been incorporated in it as now presented.

C.S.

(C.P. Stacey) Major,
Historical Officer, C.M.H.Q.