

## PART THREE

### 1942—THE YEAR OF INDECISION

#### Chapter 7

#### **The Russian Counteroffensive (December 1941–February 1942)**

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##### *The First German Reverses*

The true situation of the German troops in front of Moscow was not understood at Hitler's headquarters, where victories had been the order of the day for more than two years of war. It took a great number of oral and written reports to bring home the dimensions of the German reverses along the entire Russian front.

One of the first sober notes was struck in the intelligence summary of 1 December 1941 originating from the Eastern Intelligence Division of the Army High Command. The mobilization of so many divisions by the Soviet Government was considered less surprising than the tremendous quantity of materiel encountered—especially tanks and guns—which exceeded anything hitherto known. Contrary to previous estimates it was now believed that Russian war production capacity had been expanded so much that the output of materiel would remain sizeable even after the loss of many important areas.

In November 1941, the report continued, the Soviets had launched their first coordinated offensive, involving as many as 20 divisions in the successful recapture of Rostov. Up to that time Soviet tactics had consisted of simply contesting every inch of ground.

Among the unexpected qualities demonstrated by the Red Army leaders during the first months of fighting was their organizing ability in the spheres of supply, activation and rehabilitation of units, and rapid construction of rear area defense lines with mass employment of civilian labor. The Russians had also shown great skill in using rail communications for troop transfers, efficiently repairing tracks, and evacuating the bulk of the rolling stock without too greatly impairing the capacity of the remaining net. The infantry excelled in defensive fighting. The Russian soldier was naturally gifted in using favorable terrain features, skillfully digging in and constructing fortifications, and camouflaging himself. His willingness to hold

out to the bitter end seemed to be a natural trait. This estimate differed considerably from the somewhat disdainful opinion of the Russian soldier held before the start of the campaign.

On 6 December Halder reported to Hitler that the troops committed in Russia had to be rehabilitated. Hitler agreed on principle, but immediately changed the subject, pointing out that the objective in the south remained the Donets bend, which was a stepping stone toward Maikop and the oil fields. In the north a linkup with the Finns would have to be achieved during the winter. Manpower requirements would have to be met by combing out the Zone of Interior and all German-occupied territories. No divisions stationed in France were to be disbanded for the time being.

#### ***Hitler's Directive No. 39 (8 December 1941)***

On 8 December Hitler issued a directive to the three services in which he acknowledged that the surprisingly early start of severe winter weather and the supply difficulties caused thereby called for immediate cessation of all major offensive operations and a switch to the defensive. The conduct of the defense would depend on the strategic and military-economic value of each specific area that would come under Russian attack. Another important consideration was the availability of rest and rehabilitation facilities, the use of which would enable the Germans to resume major offensive operations in 1942.

The specific points of this directive made it even more obvious that Hitler did not consider making any major withdrawal. They read essentially as follows:

*a. Army.*

1. Most of the Army units in Russia were to switch to the defensive to save manpower. Once the front was consolidated, the armored and motorized infantry divisions would be withdrawn for rehabilitation.

2. Prior to any withdrawal not caused by enemy pressure a rear position would have to be prepared, offering better billeting and defense facilities than the hitherto occupied position. Lateral lines of communications would have to be held open for troop transfers.

3. Army Group South was to seize Sevastopol as soon as possible so that Eleventh Army would become available for another, not yet formulated mission. An advance leading to the seizure of the lower Don-Donets line would facilitate the spring offensive into the Caucasus.

4. Army Group North was to shorten its lines north of Lake Ilmen so that, after the arrival of reinforcements, the situation south of Lake Ladoga could be resolved. This maneuver alone

could assure the isolation of Leningrad and permit the establishment of contact with the Finns in Karelia.

*b. Luftwaffe.*

The Air Force was to disrupt the rehabilitation of the Soviet armed forces by bombing such centers as Leningrad, Moscow, Gorki, Stalingrad, etc. The disruption of the Soviet lines of communications was particularly important. In addition, routine fighter protection and air reconnaissance missions were to be flown by the Air Force.

*c. Navy.*

Naval vessels were to secure supply and commercial shipping in the Gulf of Finland. The number of supply vessels to be constructed in Germany as well as in allied and occupied countries would have to be increased.

*d. Personnel.*

Sufficient replacements would have to be provided in 1942 to take care of any emergency. All armed forces agencies would have to be combed for young men who might in certain cases be replaced by older soldiers, presently serving at the front. Combat-ready divisions stationed in western Europe were to be exchanged against particularly worn-out divisions from the Russian theater. Contrary to previous orders, a temporary weakening of the forces in France would have to be taken into account. The Atlantic coast of western Europe, however, would have to be safeguarded in any event.

Young men in essential jobs who had been deferred from the draft were to be gradually replaced by prisoners of war and Russian civilians.

In the last paragraph of the directive the three services were requested to inform the Fuehrer of the measures taken toward its implementation.

The attack on Pearl Harbor, which had taken place the day before Directive No. 39 was issued, was not reflected in its contents. The Japanese move apparently took the Germans by surprise; they had not prepared any joint plans or military agreements. In fact, they had no clear concept of what Japan's entry into war really meant. Characteristic of this German unpreparedness was Jodl's request for a staff study on the question of whether the United States would give priority to the European or Far Eastern theater which was made only after Hitler had declared war on 11 December 1941.

At that time most German military men felt that the Axis had gained more strength than its opponents. Few, if any, Germans were able to visualize the extraordinary proportions the military conflict had suddenly assumed or the preponderance that the United

States would eventually achieve. It was also believed that Japan's entry would greatly relieve the pressure borne by the Germans in different theaters of war, particularly in Russia. Even if Japan remained neutral, strong Soviet forces would be tied down in the Far East. Siberian troops then pouring in opposite Army Group Center, would no longer be moved to Europe. On the contrary, Soviet reinforcements from central Russia would probably be diverted from Europe to the Far East.

In addition, the Germans began to make careful attempts to influence the Japanese policy toward the Soviet Union. Although the divergence of Germany's and Japan's military objectives soon became obvious, the Germans continued to exert diplomatic pressure on the Japanese. But even the fact that the Soviets had withdrawn practically all their forces from the Far East failed to induce the Japanese to abandon their neutrality. The only Japanese effort that eventually was to have an indirect influence on German operations in the Russian theater was the promised intervention of Japanese submarines against the Allied supply lines leading through the Persian Gulf.

### ***The Army High Command Order of 8 December 1941***

The Operations Division of the Army High Command implemented Directive No. 39 on the day it was issued by disseminating an order pertaining to the mission of the German troops in Russia during the winter of 1941-42. Though more subdued in tone than preceding orders, these instructions must have struck the field commanders in front of Moscow as being singularly unrealistic. The introductory paragraph stated that with increasing cold and snow the operations of 1941 had generally come to an end; a few maneuvers that had not yet been concluded would be terminated as soon as possible. After the great victories of September and October the troops had reached the objectives designated at the beginning of the campaign against an opponent who had tremendous superiority in numbers and equipment. Moreover, the Russians had been deprived of vital economic resources and armament production centers. On the whole, German troops had destroyed the bulk of the Red Army before it could withdraw, and losses in men and materiel had decisively weakened the Soviet capacity to resist. The mission of completely eliminating Russian military power still remained to be accomplished after the winter.

### **Intelligence Estimate**

The combat efficiency of the Soviet units was low, and they were insufficiently equipped with heavy weapons and guns. (This statement was in flagrant contradiction with the intelligence summary of

the Eastern Intelligence Branch.) The Soviet tactical air force still had approximately 900 serviceable planes; in view of the production facilities remaining in Soviet hands, a steady increase in the number of planes was to be expected.

The ski training given to all Russian troops would enable the latter to carry out attacks during the winter months. The partisans and sabotage units could be expected to resume their activities with great vigor. The total strength of the Red Army was estimated as follows:

Red Army Strength (1 December 1941)

	Divisions		Armored Brigades
	Rifle	Cavalry	
Totals *	263	41½	51
Facing the Germans	200	35	40
In the Caucasus	17	2	3
In Finland	23		1
In Asia	5	3½	2
In the Far East	18	1	5

\* Additional units, including the Polish Legion, were being activated in the Urals, Siberia, etc.

• Including rifle, naval, and NKVD brigades.

## Plans

The Army High Command intended to safeguard German territorial gains achieved during the 1941 campaign along the most favorable defensive lines, behind which the ground forces were to be reinforced, rehabilitated, and reorganized. In establishing such lines the following factors were to be considered:

1. Retention of the industrial and communications facilities which the Russians had lost since the beginning of the campaign;
2. Safeguarding of supply and communications lines, including the lateral ones needed for shifting units behind the front;
3. Conservation of strength; and
4. Bringing of German units up to strength and giving them some rest.

## The Mission of the Army Groups

The army group headquarters were to direct their subordinate units in accordance with the following instructions:

1. Army Group South was to prevent Russian attempts to break through between the Sea of Azov and the Donets. Kharkov was to be held and the rail line Belgorod-Kursk secured with the assistance of Army Group Center. Special attention would have to be devoted to safeguarding the Crimea, even after Sevastopol had been captured.

If possible, Army Group South was to prepare the seizure of the Maikop oil fields by the capture of Rostov and the Donets basin north-east of that city.

2. Army Group Center was to bring the Moscow offensive to its conclusion and then establish a defensive front against enemy counter-attacks in the direction of the capital. Mobile divisions were to be rehabilitated behind the southern army group wing; they would have to be ready to intervene in the event of a Soviet thrust from the Voronezh area.

3. Army Group North was to continue its current operation south of Lake Ladoga, establish contact with the Finns, and thus cut off Leningrad from all sides. This objective had to be attained to avoid any waste of manpower and materiel in establishing a defensive front.

### **Conduct of Operations**

It was realized that German strength had dropped to a new low. To keep the initiative and to deceive the Russians as to the true German intentions, the conduct of operations would have to remain as mobile as possible. The forces employed directly up front would have to be spread thinly so that troops could be rotated and reserves formed. Mobile reserve forces would have to be kept on the alert to intervene whenever necessary.

Desirable as a development in depth would be, it could not be effected because of the insufficiency of forces. The front line defenses would therefore have to be improved, strong points and obstacles constructed, etc. Rear area installations and billets would have to be prepared for all-around defense against enemy raids. Because of the weakness of the rear area security units, divisions withdrawn from the line for rehabilitation would have to form emergency combat groups to secure lines of communications, important terrain features, and boundary areas near the front. Effective air reconnaissance would be desirable to permit early recognition of enemy attack preparations and timely counteraction.

### **Organization**

*Replacements.* Current losses would be compensated for by convalescents returned to duty. No decision had so far been made regarding the number of units that would have to be deactivated to obtain essential replacements for the remaining divisions. The army group headquarters would have to channel replacements to those divisions whose rehabilitation would produce the best results.

*Equipment.* Drastic measures would have to be imposed to remedy the shortage of motor vehicles and POL. Some of the infantry divisions and GHQ troops would have to be stripped of their motor vehicles, and all motorized supply units would have to be put under

centralized control. Since future operations would largely depend upon the combat readiness of the armored divisions, the latter would have to be withdrawn from the front as soon as possible. Because of difficulties in transportation, their rehabilitation would have to take place in the theater of operations. The army group headquarters would have to find suitable locations for billeting, maintenance, and repair installations, etc.

The subsequent paragraphs of the order dealt with training and morale as well as supply for current operations during the winter, stressing particularly the importance of living off the land. Tactical air support was to be severely curtailed during the winter months. According to the instruction pertaining to signal communications, wire lines were to be improved, whereas radio traffic was to be reduced to a minimum. Intercept units were to keep partisan and enemy agent radio traffic under observation.

A survey of the transportation capacity indicated that no major troop movements could be executed, the rail lines being capable of supporting only very minor unit transfers involving the shipment of materiel and immobilized vehicles exclusively. Leave trains could be dispatched only at the expense of supply shipments.

This order did not take into account that the Russians would attack relentlessly at different points all along the front, defying cold and snow. No major German unit could be pulled out for rehabilitation during the winter months. And with the Russians holding the initiative, most of the German withdrawals took place under such heavy pressure that the field commanders had little latitude in selecting suitable defense lines.

### ***The Red Army Seizes the Initiative***

Beginning with the recapture of Rostov in November 1941 the Russians gradually seized the initiative, first opposite Army Group Center, then along the entire front. The moment was well chosen: the critical situation of the German forces was only too obvious. Standing deep in the heartland of Russia without sizeable reserves, the German Army was deployed in linear defense along an overextended front. Defective lines of communications to the rear caused continuous disruption in the flow of supplies. Lacking suitable winter clothing, the German troops were exhausted and disheartened. To make matters worse, the most severe winter imaginable suddenly set in with temperatures as low as  $-50^{\circ}$  F. The fate that overtook Napoleon's army in 1812 obsessed the German leaders whose troops stood near the gates of Moscow.

By contrast, the Russians held all the trumps. Their lines of communications had grown progressively shorter, and they had remained in possession of Moscow, their supply and transportation center. They

were accustomed to the Russian winter weather and were prepared for it. They had a vast reservoir of manpower which—though poorly trained—could be thrown into battle. Russian morale was bolstered by the almost miraculous turning of the tide that had taken place at the time of greatest stress and by the conviction that the Germans would meet the same fate which through the centuries had been the lot of those who dared to invade the vast reaches of European Russia.

The Red Army initially concentrated on pushing back the Germans before Moscow by a series of local attacks launched at all suitable points. Since this process was continuous, it became more and more likely that the cumulative effect of Russian local penetrations would assume strategic proportions. By the same token the wider scope of the Russian operations seemed to indicate that Army Group Center was in danger of being crushed in a huge pincers whose northern jaw would swing via Ostashkov toward Vitebsk, and the southern one via Orel and Bryansk toward Smolensk. If this plan succeeded, the Russians would be free to strike at the rear of the other army groups. The German armies in Russia were thus faced by a very dangerous situation.

To meet this threat, two courses appeared to be open:

1. To execute a major withdrawal and to try and consolidate the crumbling Army Group Center front. Such a maneuver would shorten and strengthen the front and obviate the danger of a double envelopment; or
2. To hold in place, fight for every inch of ground, disregard local enemy penetrations, and hope to master the situation by sheer staying power.

Hitler decided to hold fast. For reasons of prestige alone he considered that any major withdrawal would be out of the question. He also feared that mobile warfare under winter conditions would have disastrous consequences because the troops had little mobility, their winter equipment was deficient, and no defensive positions existed in the rear.

The Fuehrer therefore ordered Army Group South to stay in place and assemble reserves behind the contiguous wings of Seventeenth and Sixth Armies. Army Group Center was to move up all its reserves to close the gaps north of Livny and west of Tula. The Fourth Army was not to retreat one inch. If they had no other choice, Third and Fourth Panzer Armies could gradually withdraw to a shorter line along the Rusa River-Volokolamsk-Staritsa, and Ninth Army would link up with the Third Panzer Army.

Army Group North was permitted to withdraw its armored units behind the Volkhov, but any other withdrawal movements could be executed only in the face of acute danger to the entire front. A

definite line along which this army group was to hold would be determined in due course. Reinforcements totaling 13½ divisions were to be transferred from western Europe and Germany. Every effort was to be made to improve the transportation system of occupied Russia.

This order was disseminated by the Armed Forces Operations Staff on 15 December. During the following weeks the Russians kept the Germans off balance and held the initiative. Having committed their fresh troops for the relief of Moscow, they found it more expedient to push back the Germans through local attacks at many different points instead of concentrating their forces on all-out efforts directed at breaking the siege of Leningrad, recapturing Smolensk, or liberating the Donets Basin.

The Russian successes west of Moscow had been achieved against German local air superiority over the Army Group Center area as shown by the following comparison of strength made on 12 December:

Army Groups	Number of Airplanes	
	German	Russian
Totals.....	1, 050	1, 060
South.....	310	600
Center.....	490	210
North.....	250	250

Analysis of radio intercepts had given the Germans a clear picture of the Russian order of battle. The entire theater was divided into eight "fronts," which corresponded approximately to German army group headquarters. Reading from south to north these were the *Caucasus, South, Southwest, West, Kalinin, Northwest, Volkhov, and Leningrad Fronts*. A number of armies were subordinate to each front. Corps-type headquarters were used exclusively to command mechanized units. Armored divisions were equivalent to German brigades, and in German reports and estimates they were therefore designated armored brigades for statistical purposes.

### Developments to 25 December 1941

By 25 December the Russians had eliminated the threat to Moscow. Their counterattacks had pushed Army Group Center to the line from which it had launched its offensive on 15 November. The continuity of the German front was threatened when the Russians opened a gap between Second Panzer Army and Fourth Army to the north and south of Kaluga. A critical situation began to develop in this

area, because the Germans, whose movements were restricted to major roads, were unable to seal off the Russian penetration.

The Army Group South area remained quiet. Local Russian attacks seemed to be of a probing nature. In mid-December Eleventh Army began its assault on Sevastopol.

In the Army Group North area the Russians were able to avert the threat posed by the German advance toward Lake Ladoga and to press the Germans back to the Volkov. This was a bitter disappointment to the Finns who had been induced to believe in a swift victory and now saw themselves faced with a long war.

In the Finnish theater proper, no decisive result had been attained anywhere. Murmansk had not been taken and the Murmansk railroad had not been cut. The attempt at linking up with Army Group North had not been successful. Instead, the bulk of the Finnish forces were tied down in wasteful position warfare.

In his Directive No. 39 and the subsequent order of 15 December Hitler had allowed the army commanders a certain freedom of action within the framework of their overall mission of holding fast. A few local withdrawals executed in mid-December led to such losses of heavy weapons and equipment that Hitler decided to change his methods. On 18 December he ordered that no further large-scale withdrawal movements would be tolerated because of recent prohibitive losses. If the tide was to be stemmed, every inch of ground would have to be contested. The Fuehrer held the field commanders personally responsible for leading their troops in such a manner that they would offer fanatic resistance and hold their positions, even if Soviet forces should break through and attack from all sides. Only thus could sufficient time be gained to move up the reinforcements transferred from the West. After the reserves had arrived and taken up positions in the rear, the troops defending exposed salients might consider withdrawing to shorter lines.

Army Group South was to hold its positions and shift forces to Sixth Army so that they would be available south of Kursk for commitment near the boundary of Second Army.

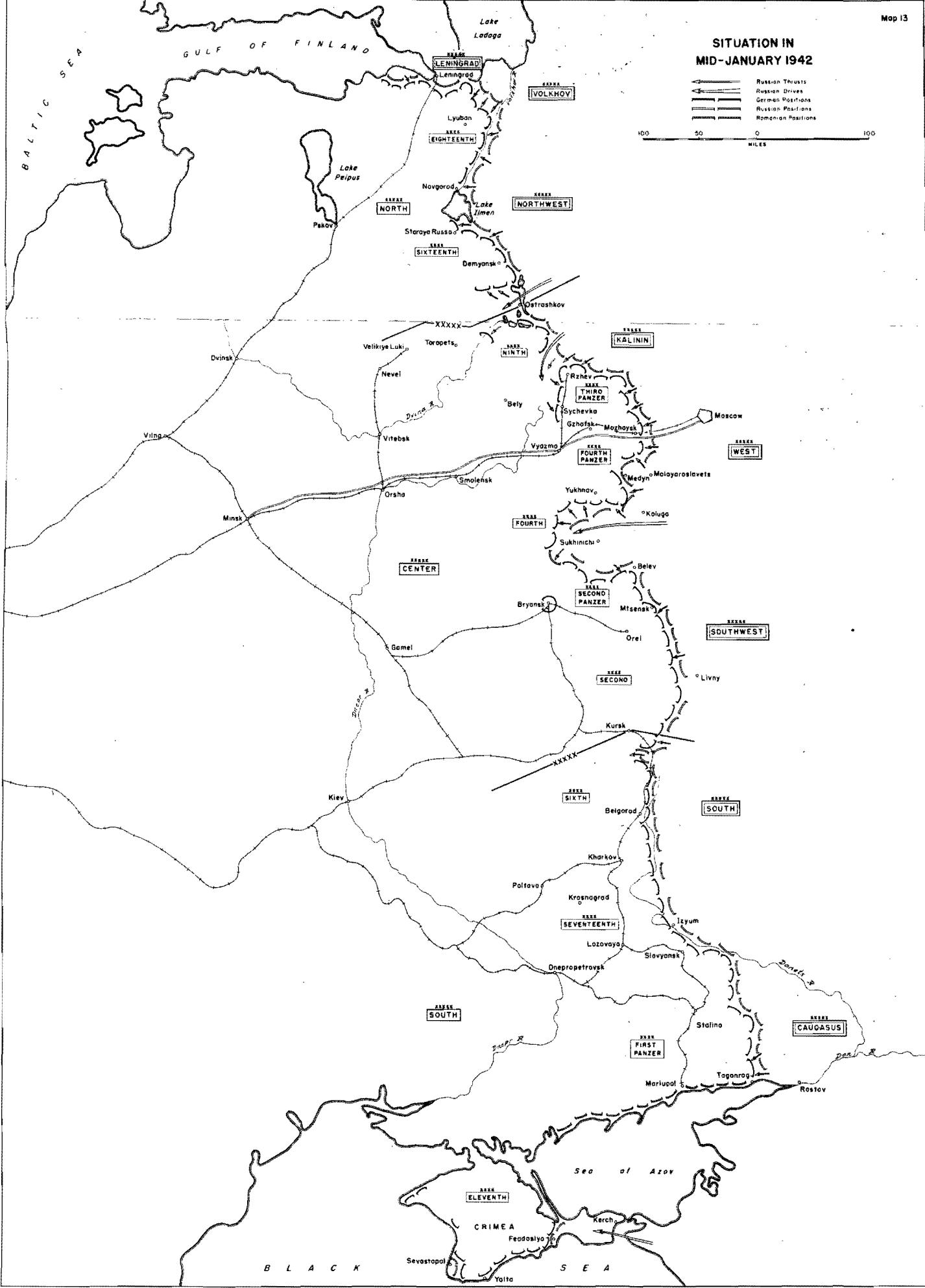
Army Group Center was to receive the maximum number of reinforcements by all available means of transportation, including airlift. The most urgent need was for infantry replacements to reinforce some of the very weak divisions.

As an additional measure to strengthen Army Group Center, the Fuehrer had approved the transfer of five divisions which were scheduled to arrive at Vitebsk in January 1942. On 18 December the first airlifted replacements were flown in from East Prussia via Orsha to Staraya Russa. These replacements were transferred so hastily that they apparently arrived without weapons or winter

SITUATION IN  
MID-JANUARY 1942

The legend consists of five horizontal arrows pointing to the right, each followed by a label: 'Russian Thrusts', 'Russian Drives', 'German Positions', 'Russian Positions', and 'Romanian Positions'.

MILES



Map 13. Situation in mid-January 1942.

clothing. When it turned out that no more German rifles were available and all captured ones had been issued, Hitler authorized an increase in rifle production. There were other shortages; the officer personnel, for instance, had been so decimated that all reserves were exhausted, with no replacements scheduled to become available before April 1942. The total casualties suffered by the German Army in Russia from 22 June to 31 December 1941 were 830,903, including 26,755 officers.

On 19 December Field Marshal von Brauchitsch resigned for reasons of health. Since 7 December his position had become more and more untenable until he was nothing more than a messenger. His departure was followed by that of Field Marshal von Bock; on 20 December Field Marshal von Kluge replaced the latter as commander in chief of Army Group Center. The two other army group commanders were also replaced within the next month. [See chart 3.] When Guderian withdrew his Second Panzer Army to the Oka-Shusa line without informing army group headquarters, Kluge requested Guderian's dismissal which Hitler approved immediately as of 25 December. Two weeks later Generaloberst (Gen.) Erich Hoepner, the commander of Fourth Panzer Army, was dismissed under ignominious circumstances.

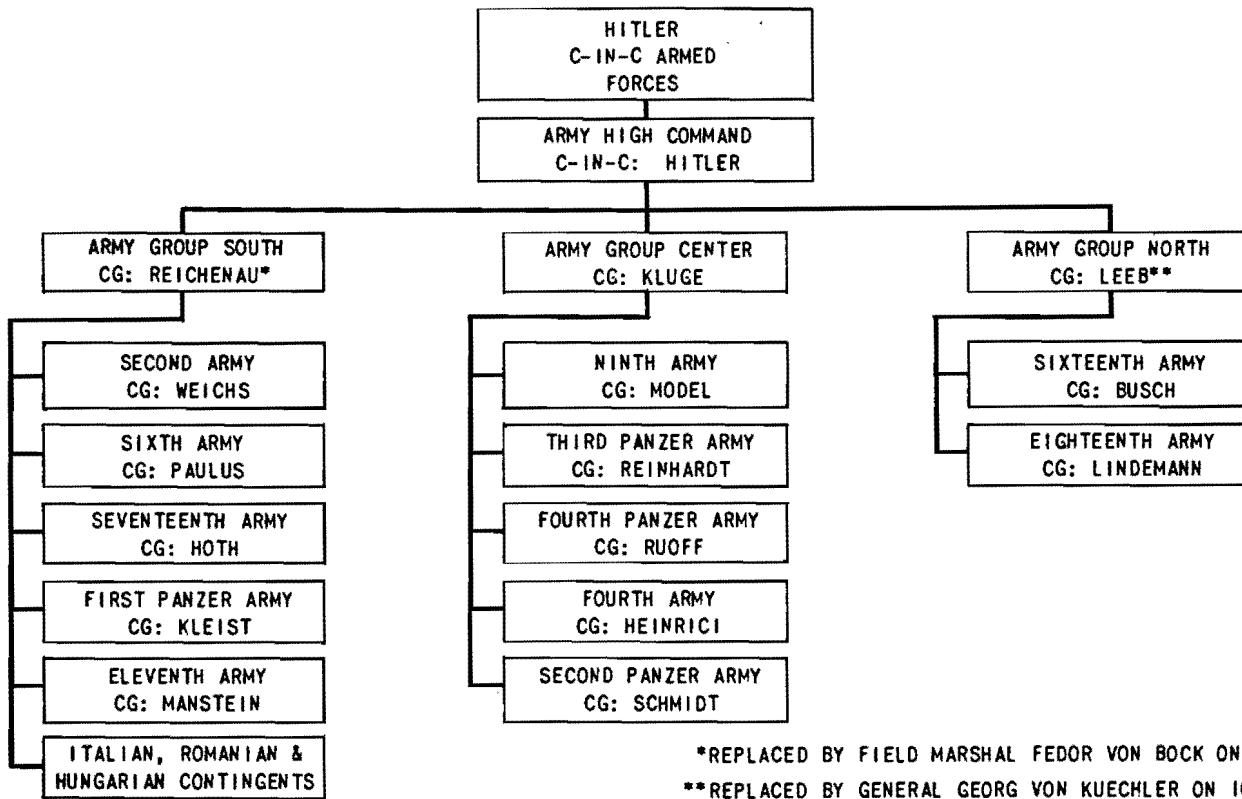
In summary, during the first three weeks of the counteroffensive the Russians had achieved important tactical victories. The divisions of Army Group Center had suffered very heavy casualties, particularly from frostbite, and their effective strength was declining steadily. The supply situation was critical. At the front, German apprehension was general because Russian aggressiveness showed no signs of diminishing. In the Zone of Interior signs of discouragement among the people were mostly to be attributed to the discrepancy between the official propaganda releases and the letters that soldiers sent from the front. Some of the military leaders felt that it would have been preferable to tell the truth. A dramatic Nazi appeal to the public, launched a few days before Christmas in which the people were urged to donate furs and winter clothing for the soldiers at the Russian front, contributed to the general lassitude.

### ***The German Crisis in Mid-January 1942***

The three weeks following Christmas of 1941 led to a major German crisis, the first one in World War II.

In the Army Group Center area the gap between Second Panzer Army and Fourth Army had been widened by a Russian breakthrough in depth, which extended far beyond Sukhinichi. [See map 13.] Farther to the north, the front was ripped open northwest of Maloyaroslavets. The Russians achieved a second major breakthrough

Chart 3. German Order of Battle—Russian Theater (January 1942)



\*REPLACED BY FIELD MARSHAL FEDOR VON BOCK ON 17 JANUARY 1942

\*\*REPLACED BY GENERAL GEORG VON KUECHLER ON 16 JANUARY 1942

at the boundary between Army Groups Center and North, where they drove via Ostashkov toward Toropets. These two thrusts seemed to indicate that the Russians intended to attempt a double envelopment of Army Group Center with the objective of squeezing the army group forces into the Vyazma area. At the same time the Rzhev-Sychevka railroad—the only supply line of the Third Panzer and Ninth Armies—was cut off by partisans.

Russian attacks directly south of Lake Ilmen indicated that the Soviets also intended to open a wide gap in the Army Group North area. By attacking along the Volkhov the Russians attempted to crack the Army Group North front at the same time as they pursued their offensive against Army Group Center. The Russians were also building a railroad on the ice of Lake Ladoga. Luftwaffe reports indicated that the Ladoga ice road and railroad had better flak protection than London or any other British city.

The Army Group South area was the only one in which the Russian intentions were not yet apparent. Local counterattacks, however, continued without letup. In the Crimea the Russians recaptured the Kerch Peninsula, forcing the Germans to abandon the siege of Sevastopol.

The overall situation had definitely taken a turn for the worse. The unpreparedness of the German Army was manifest. During the evacuation of positions, for instance, many wounded froze to death because of a shortage of blankets. The care for the wounded was improved on 13 January, when 133 medical officers and 290 enlisted men were airlifted into the Army Group Center area. In the Zone of Interior the number of hospital beds proved insufficient, and schools had to be used as emergency hospitals.

An all-out effort was necessary to avert disaster. The Army High Command introduced all sorts of expedients that would strengthen the front of Army Group Center. Rear echelon troops were thrown into battle, improvised units were brought from Germany by air or priority rail transportation. Winter clothing began to arrive. All these measures only served to aggravate the transportation problem. In every respect the crisis approached its climax. Whether this situation could be overcome preoccupied every headquarters, and the tension was extreme. In the Zone of Interior special military police measures were enforced against deserters and men who were absent without leave.

Hitler discussed every aspect of the military situation in endless conferences and staff meetings, but refused to make a decision. Halder observed in his diary on 14 January that this type of leadership would result in the destruction of the Army.

As usual, the critical situation at the front found its expression in some changes in the command positions. On 16 January Leeb re-

quested to be relieved from the command of Army Group North and was replaced by Generaloberst (Gen.) Georg von Kuechler. On the following day Field Marshal von Reichenau, the recently appointed commander of Army Group South, had a stroke and was replaced by Field Marshal Fedor von Bock whose retirement had lasted less than one month. General Strauss, who had commanded Ninth Army since the beginning of the campaign, was unable to continue in his duties and had to be relieved by General der Panzer (Lt. Gen.) Walter Model. By making this appointment Hitler disregarded all seniority rules and introduced new criteria into the personnel policy of the Army. [See *Appendix A.*]

On 15 January Hitler issued his first order of a large-scale withdrawal in World War II. He expected that his men would execute the movement "in a dignified manner" and inflict maximum damage on the Russians. He continued by stating that since the gaps north of Medyn and west of Rzhev could not be closed, he authorized the commander of Army Group Center to withdraw to a line extending from east of Yukhnov-east of Gzhatsk-northeast of Rzhev. The road connecting these localities would have to remain in German hands. The Russian advance was to be definitely stopped along this line. The order then defined the methods to be used in closing the two gaps.

During the withdrawal movements the following points were to be observed: POL supplies would have to be made available during the movement and upon arrival in the new line of resistance; no gun was to fall into Russian hands intact; no wounded were to be left behind; all railroad tracks, bridges, etc., were to be demolished; and all inhabited localities were to be burned down and the chimneys blown up.

A document that was very typical of the atmosphere then prevailing at the Army High Command headquarters was a memorandum General Halder addressed to all chiefs of staff in the Russian theater. The purpose of the memorandum was to counteract the "paralyzing effect that the tremendous number of enemy units identified opposite certain sectors had occasionally produced on certain field commanders." This kind of panic was contrary to the feeling of superiority typical for German soldiers. Halder pointed out that in many instances the immediate reaction of hopelessness caused by numerical inferiority was found to have been unjustified when the low combat efficiency of the Russian forces became manifest.

He continued by stating that field commanders ought not to succumb to a psychosis of numbers, "by reporting the tremendous number of enemy divisions and emphasizing the weakness of German units, which was only too well known to everyone from Hitler on down." In writing their estimates, intelligence specialists in the field would

have to analyze all factors objectively. If that were properly done, ". . . the *élan* and morale of the German troops could [not] repeatedly give the lie to the figures submitted by worry-ridden statisticians."

### ***The Crisis Reaches Its Climax (Beginning of February 1942)***

Toward the end of January 1942 another critical situation developed in the Army Group South area, where the Russians attacked on a wide front on both sides of Izyum, broke through the German lines, and advanced practically unopposed. The gateway to Poltava and Dnepropetrovsk stood open, exposing the entire flank of Sixth Army and nearby bridges, across which ran the life lines of First Panzer and Seventeenth Armies. However, since the Russians did not exploit their advantage, Army Group South had time to strengthen the shoulders of the penetration in a makeshift manner. Army Group Center had succeeded in narrowing the gap near Sukhinichi by a series of local counterattacks, so that the danger at this point subsided. The cold weather hampered operations, since temperatures were still around  $-20^{\circ}$  F.

In contrast to these fairly favorable developments, the situation of the German forces at the boundary of Army Group Center and North had deteriorated considerably. A gap of almost 120 miles yawned between Bely and Kholm, giving the *Kalinin Front* free access to the Vitebsk–Velikiye Luki area. Once in possession of the latter area, the *Kalinin Front* might pivot south toward Smolensk or north toward Pskov. Whether the Russian forces would be sufficiently strong for either maneuver was still a matter for conjecture at the end of January; by then Russian forces pouring through the gap veered sharply southeastward into the rear of Third Panzer and Ninth Armies. In conjunction with these ground operations the Russians began to airdrop supplies and reinforcements in the rear of Fourth Army. Despite the improvement near Sukhinichi, the overall position of Army Group Center became almost untenable. Thus began a life-and-death struggle.

Directly southeast of Lake Ilmen the situation also grew more and more critical. There, two corps, whose front formed a salient protruding to the east near Demyansk, could either stay in place at the risk of being encircled or they could withdraw to a shorter line at the base of the salient. Hitler decided to leave them in place, advancing for the first time the idea of tying down Russian forces by holding salients. In the specific case of Demyansk he was probably right because the Russian forces tied down by the two corps would otherwise have poured through the wide gap farther south. In general,

however, only a salient that constituted a potential threat served a useful purpose. Whenever the Russians did not feel threatened by a salient, they merely kept it under observation and the Germans tied down their own forces without achieving what they had intended.

Farther to the north the Russians had also advanced across the Volkhov with the objective of gradually breaking the ring around Leningrad.

In this exceedingly tense situation the Germans sought consolation in the hope that the Russians would overreach themselves in pursuing so many objectives at different points and would not be able to achieve any decisive success. This expectation, namely that the Soviets would dissipate their offensive strength, was not in vain. But before the German command was given respite, it was subjected to 10 more days of tension during which the situation grew even worse.

In the rear and on the exposed left flank of Army Group Center the situation had further deteriorated. The Russians landed some airborne reinforcements in the Vyazma area. Two Russian armies stood behind Ninth Army in the area west of Sychevka. Soviet spearheads had appeared in the vicinity of Velizh and Velikiye Luki. In the Army Group North area the encirclement of the German forces around Demyansk was imminent, and additional Russian units were crossing the Volkhov and advancing toward the northwest. On the positive side, Army Group South had been able to build a loosely knit front around the penetration in the Izyum sector and Army Group Center had eliminated the threat at Sukhinichi, thus warding off the danger of a double envelopment. German countermeasures were slow to get under way, mainly because low temperatures hampered essential movements. Thousands of tanks and motor vehicles were lost because of insufficient winterization.

### **The Russian Offensive Is Halted (20 February 1942)**

By 20 February the crisis seemed to have passed its peak. Step by step the Germans stemmed the Russian offensive, bringing one danger area after another under control.

Army Group South had made the greatest progress. In the Izyum area, where Soviet aggressiveness seemed to have been exhausted, the Germans began to implement their plan to cut off the Russian salient and turn it into a pocket.

In the Army Group Center area the Russian penetration around Sukhinichi was under control and the situation in the rear of Fourth and Ninth Armies was sufficiently stabilized to present no immediate threat. The penetration into the Toropets region had not yet been checked, but since the Russians were not moving up reinforcements, the Germans hoped that this salient would eventually be contained.

In the Army Group North area the so-called Fortress Demyansk was encircled by the Russians. West of Demyansk, however, the Germans had formed a new front near Staraya Russa, from which relief of the encircled forces seemed possible. Along the Volkhov River the German forces had been able to prevent a widening of the Russian breach, and here too an operation to cut the salient at its base was under consideration. All Russian attempts to pierce the German front south of Lake Ladoga had failed.

In Finland the Russians started to seize the initiative at the beginning of 1942. They attacked along the Svir River in an attempt to clear the main line of the Murmansk railroad between Lakes Onega and Ladoga, and at the same time sought to drive back the German forces threatening the railroad from points in central and northern Finland. [See map 4.] Although these counterattacks remained fruitless, the problem of disrupting the Murmansk railroad traffic became a matter of increasing concern to both the Germans and the Finns. Large quantities of lend-lease materiel were reaching the Russians via this line. The Finns were unable to mount an operation against the railroad because the commitment of their forces on static fronts had left them without strategic reserves. They did, however, agree to carry out an operation against Belomorsk, the main junction of the Murmansk railroad on the White Sea, provided that the Germans first captured Leningrad. The Finns claimed that the forces needed to carry out and screen the Belomorsk operation would not be available until after Leningrad's fall. The strategic interdependence between the operations in southern Finland and those of Army Group North was greater than ever.

### **Critique**

Generally speaking, the Russian counteroffensive had bogged down by the end of February 1942. In its course the Russians had seized the initiative on the entire front and had achieved major territorial gains, inflicting heavy casualties on the Germans whose combat effectiveness had been considerably reduced. Any immediate threat to the continued existence of the Soviet Government had been thwarted. But the Russians had failed to achieve a decisive reversal of the strategic situation. They had not annihilated entire German armies, let alone army groups. Though crumbling at many points and threatened at the rear and in the flanks, the German front had held. German losses had been heavy; the number of casualties had increased by 175,000 during January and February 1942 and had passed the million mark after eight months of fighting.

At the end of the winter the German position in the Russian theater might have been far stronger, if the Germans had been able to use an

elastic, manpower-conserving defense system, instead of the rigid defense imposed by Hitler. As it happened, German effective strength dwindled and at the same time a number of divisions were forced to fight under conditions that contravened sound tactical doctrine. Piecemeal commitment of forces deprived the army group commanders of units which they urgently needed to cope with the critical situations that had developed at different points along the entire front.

Finally, Army Group Center stopped the Russian counteroffensive approximately along the line to which Field Marshal von Bock wanted to withdraw voluntarily in the first place. If he had been given the customary latitude within the framework of his mission, the withdrawal movement would have terminated along a line more favorable for stopping the Russian attacks, thus conserving manpower while still presenting a potential threat to Moscow. Instead, the center of the German front in Russia remained an open sore that did not heal for many months.

The fact that rigid defense methods did prove successful during the first winter, when the Russians committed a series of blunders, had a fatal influence on Hitler's conduct of operations during the following years. In any given situation the Fuehrer would justify his insistence on holding a position by referring to the fighting west of Moscow and to the so-called Fortress Demyansk, although prevailing conditions were in no way comparable to those of the winter of 1941-42.

## Chapter 8

### Preliminary Planning for a German Offensive in the Caucasus, 1942

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#### *Exploratory Steps (July 1940–September 1941)*

To Hitler, the oil of the Caucasus had always been one of the foremost attractions of Russia. He had mentioned the necessity of seizing the Baku oil fields as early as 31 July 1940, during one of the initial discussions of his plan to invade the Soviet Union. In the spring of 1941 the Armed Forces High Command activated the so-called Oil Detachment Caucasus for the purpose of taking over the oil fields. At that time the Germans expected that their advance into the Caucasus would be so rapid that the Russians would not be able to severely damage the oil wells, and the tables of organization and equipment of the oil detachment were established accordingly.

The next step in this direction was the preparation of Directive No. 32, circulated by the Armed Forces High Command among the three services on 11 June 1941—11 days before the start of Operation BARBAROSSA. This directive envisaged a drive from the Caucasus across Iran as a part of the plan for the continuation of operations against the British Empire following the defeat of the Soviets. At that time German expeditionary forces were to be activated in the Caucasus and sent across Turkey and Syria to Palestine and across Iraq to Basra. The same directive also visualized the use of the Arab liberation movement against the British in the Middle East, and Special Staff F was designated to initiate and coordinate the corresponding military and subversive activities.

A few days later, on 16 June 1941, German counterintelligence submitted to the Armed Forces High Command a plan for securing the Caucasus oil fields as soon as the internal disintegration of the Soviet Union would become manifest. A nucleus of 100 Georgians, trained by German counterintelligence agents in sabotage and revolt tactics, was in existence in Romania. These Georgians would have to be brought to the oil fields by sea or air transport as soon as the German ground forces approached the Caucasus region. In a somewhat optimistic vein the plan foresaw the employment of the Georgians in two to three weeks after D Day.

On 24 July 1941 the Army Operations Division wrote a memorandum on the conduct of operations after the conclusion of Opera-

tion BARBAROSSA. With regard to the Caucasus it was anticipated that the British would seize and block this area as soon as the Germans approached the Sea of Azov. The first British troop concentrations were believed to be taking place along the northern and eastern border of Iraq. Because of terrain difficulties a German offensive from the southern slopes of the Caucasus across Iran into Iraq could not be executed before the spring of 1942. Meanwhile, data regarding the Caucasus were to be collected; a list of German tourists, who had climbed the Caucasus Mountains during recent years and knew the terrain and weather conditions, was drawn up, and books dealing with the same subjects were carefully scrutinized.

At the beginning of August the German Naval Operations Staff submitted an estimate of the probable reaction of the Soviet Black Sea fleet in the event of a German penetration into the Caucasus. It was believed that the fleet could seriously hamper operations by keeping the coastal road and railroad between Tuapse and Sukhumi under fire. Among the Soviet ships suitable for such operations were 1 battleship, 6 cruisers, and 15 modern plus 5 outdated destroyers. In the Black Sea area the German Navy had no units capable of stopping or disturbing the movements of the Soviet fleet. Coastal batteries would be of limited use; even if they did drive the Soviet ships farther off shore, the latter would still remain within reach of the coast. Air force protection was the only effective means of safeguarding coastal traffic.

In late September reports from agents and radio intercepts indicated that the Russians had from five to six divisions in the Caucasus and three in Iran. It was estimated that British troops entering the Soviet Union would take three weeks to get from Iran to the Caucasus and four weeks to the Crimea.

### ***The First Plan for a Caucasus Operation (October 1941)***

In October 1941 the Operations Division of the Army High Command drew up the first detailed plan for a Caucasus operation. The scope of the offensive was limited to seizing the oil resources of the Caucasus and to reaching the Iranian and Iraqi border passes for a possible farther advance toward Baghdad. [See map 14]. The operation was to be executed in six separate phases, extending from November 1941 to September 1942. These phases were outlined as follows:

1. Seizure of the approaches to the northern Caucasus, starting in November 1941;
2. A series of preliminary attacks leading to the seizure of favorable jumpoff areas by May 1942;
3. Launching the offensive across the Caucasus Mountains in two different stages in June 1942;

GENERAL REFERENCE MAP  
OF THE CAUCASUS AREA

Map 14

100 200 0 100  
MILES

Kirovgrad

Dnepropetrovsk

Stolno

U.

S.

S.

R.

Stalingrad

Dnepr R.

Mellitopol

Stolno

U.

S.

S.

R.

Rostov

Elista

SEA OF AZOV

CRIMEA

Sevastopol

Armavir

Moikop

Tuapse

Elbrus

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Sukhumi

Kutaisi

Batum

SEA

Tiflis

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4. The advance across Transcaucasia toward the Turkish and Iranian borders;
5. Seizure of favorable jumpoff areas within Iran; and
6. Capture of the border passes leading into Iraq. The last three phases were to take place in the period July—early September 1942.

The feasibility of the entire offensive would depend on the course taken by current operations in the Russian theater. The second and third phases could be executed only if German troops reached the lower Volga during the winter of 1941-42. The scope of the preliminary attacks to be launched during the second phase would depend on the overall plan adopted for the offensive across the Caucasus. The latter could be launched via the two roads following the Black and Caspian Sea coasts respectively and over the mountain road leading to Tiflis. The interior roads crossed the mountains over passes more than 10,000 feet in altitude. These roads could be negotiated only by mountain divisions. The movement along the Caspian coastal road would be easier because only a few outdated Russian destroyers were liable to interfere.

During the first stage of the offensive proper, two motorized and two mountain corps were to be employed, driving toward Sukhumi and Kutaisi in the west, Tiflis in the center, and Baku in the east, respectively. As soon as any one of these forces had achieved a breakthrough, one additional motorized corps that was being held in reserve was to move up and launch the pursuit. The commitment of this reserve force would determine where the point of main effort was to be placed during the second stage of the offensive.

The employment of two corps in the west during the first stage would be necessary because of the vulnerability of the lines of communications along the Black Sea. Moreover, in the west was the only opening for launching an enveloping drive, since unfavorable terrain conditions prevented any such maneuver elsewhere. During the second stage of the offensive the penetration into the mountains would have to be exploited by the reserve corps which could thrust either via the Black Sea coastal road to Batumi and from there via Tiflis to Baku; or across the mountains to Tiflis and from there either to Batumi or Baku; or along the Caspian shore to Baku and from there, if necessary to Tiflis.

While the offensive was in progress, German naval contingents would have to protect Novorossiysk and Tuapse by taking over captured coastal batteries. In addition, some submarines would have to keep the Russian Black Sea fleet under control, and the Navy would also have to make available the shipping space needed for carrying supplies from Novorossiysk to Batumi once the Russian fleet had been eliminated.

The Luftwaffe would have to protect and support the ground forces; combat the Red Navy and its ports; commit airborne troops to capture the major cities; use dive bombers against the pass fortifications; and prepare transport planes to airdrop supplies.

This plan met with general approval at an exploratory conference held at Army High Command headquarters upon request of the Operations Division on 24 October 1941. An attack across the Caucasus was considered the quickest solution to Germany's Middle-Eastern problems. The effect of such an offensive would induce Turkey to join the Axis Powers. In addition, British forces that would otherwise oppose Rommel in North Africa would be tied down in Iran.

An offensive launched in the spring of 1942 would first lead to the seizure of the Caucasus oil fields, then open the passes from Iran to Iraq, and finally permit the capture of the Iraqi oil fields in the autumn of 1942, when the weather favored the commitment of large ground forces. The essential prerequisite for such far-reaching operations was the seizure of the west bank of the lower Volga from Stalingrad to Astrakhan. This realization implied that if, for instance, the Germans failed to capture Stalingrad, a complete re-evaluation of the plans for an offensive against the Caucasus would become necessary.

Among the essential preparations for a Caucasus operation discussed at this conference were the production of military maps and tropical clothing as well as the activation and equipment of special mountain troops.

### **Caucasus Planning in November 1941**

In a conversation with Field Marshal von Brauchitsch on 7 November Hitler mentioned that the seizure of the oil fields would have to be delayed until the following year. This delay had actually been anticipated by the Operations Division of the Army High Command. However, a new point was brought up by the Fuehrer when he added that he had no intention of going beyond the Russian border. The scope of the offensive was thus limited to the Caucasus; this change in plans was probably due to the slowdown in the 1941 advance caused by the muddy season.

According to all available intelligence the Red Army intended to put up stiff resistance in the Caucasus. By 9 November German intercept units had identified 5 army headquarters in that area. If exact, this information would imply the presence of at least 15 divisions, whereas prior to that time the presence of only 5 had been assumed. It seemed improbable that the Russians would move sizeable forces across their border into Iran. And it seemed even more unlikely that

the British would send strong forces northward into the Caucasus. For the time being the situation in the Caucasus remained obscure.

In a conversation with General Halder on 19 November, Hitler stated that the first objective for 1942 would be the Caucasus. An offensive launched for this purpose in March–April 1942 would bring the German forces to the Soviet border with Iran. Depending on the situation at the end of 1941, offensives in the center could subsequently be launched beyond Moscow toward Vologda or Gorki by the end of May 1942. Other objectives for 1942 could not yet be designated. Their scope would depend mainly on the capacity of the railroads. The question of whether a defensive wall separating Asiatic from European Russia was subsequently to be constructed remained open.

Hitler thus revealed a number of interesting facts. Even as late as 19 November he seemed convinced that the Germans would be able to capture Moscow before the end of 1941. Furthermore, he seemed to believe that the Caucasus offensive across difficult mountain terrain could be successfully executed within a few weeks in April and May, as a kind of southern interlude prior to another offensive farther north. Three days later, on 22 November 1941, Halder ordered a light infantry division organized for the Caucasus operation and mountain personnel withdrawn from combat. As late as 16 days before the turning of the tide in front of Moscow the atmosphere at Army High Command headquarters appeared definitely optimistic.

### ***Effects of the Moscow Setback (January 1942)***

An order dated 10 January 1942, originating from the Armed Forces Economics Office and the Organization Branch of the Armed Forces Operations Staff and signed by Hitler brought out the newly imposed material limitations—if not the change in scope—of the 1942 operations.

In the introductory paragraph Hitler stated that the long-range strategic plans remained unchanged; the Navy and the Luftwaffe were to be expanded for the showdown with the Anglo-Saxon powers. Until further notice, however, the operations scheduled for 1942 would not permit a reduction in armaments destined for the Army. On the contrary, the Army would have to be given even more than its ordinary share of manpower and armaments so that it could accomplish its mission for 1942.

In effect, the Army was to have top priority on armament production. Wherever shortages of raw materials developed, the Navy and Luftwaffe would have to take the cuts. Greater standardization, the introduction of more substitutes, and the increased use of captured munitions were recommended as means to overcoming production bottlenecks.

The ground forces were to be ready for offensive commitment by 1 May 1942; supplies for at least four months of continuous operations would have to be accumulated by that time. The units taking part in the offensive would have to be amply provided with supply and service troops as well as motor vehicles, while those committed along the Atlantic Coast would not need many trucks. Ammunition supplies for all weapons used in the Russian theater would have to be built up to one month's expenditure in addition to the basic load.

The Navy was to concentrate on submarine construction and maintenance. The Luftwaffe was to continue its current programs, except for a temporary curtailment of its ammunition and bomb production schedules.

Among the military-economic programs, oil had first priority. The railroad transportation, signal, and other programs were to be carried on along the same lines as before, whereas the motor vehicle output was to be increased. Military manpower requirements were to be coordinated with the industrial ones.

Perhaps the most striking note in this order was its pessimistic undertone. Written at a time when the Germans were desperately trying to stem the Russian tide west of Moscow, the order showed the many weaknesses in the German war machine which had become manifest after less than seven months of fighting in Russia. During the following weeks further planning for the summer offensive came to a standstill, probably because of the life-and-death struggle that raged along the Army Group Center front.

### ***The First Preparatory Orders (February 1942)***

With the acute danger past at the front, the military planners were able to pursue more actively the preparations for a summer offensive. On 12 February 1942 the Operations Division of the Army High Command issued a directive for the conduct of operations after the end of the winter. An introductory statement anticipated that the Russian winter offensive would not succeed in destroying the German troops and their equipment. During the coming weeks the Germans would have to consolidate their lines, eliminate Russian forces that had penetrated into their rear areas, and generally attempt to seize the initiative. At the same time they would have to prepare themselves for the muddy period following the spring thaw.

The directive then went into great detail in describing the different aspects of the muddy season and the countermeasures to be taken. The Army High Command intended to use this probable lull in operations to rehabilitate and regroup its forces.

Army Group South was to hold its positions and make preparations for the planned offensive. First, the Russian penetration west of

Izyum would have to be eliminated, then the Kerch Peninsula recaptured and Sevastopol seized, so that the forces stationed in the Crimea would become available for employment elsewhere.

Army Group Center was to seize Ostashkov and shorten its front line by eliminating various dents and penetrations.

Army Group North was to hold its lines near Kholm, Staraya Russa, and north of Lake Ilmen.

After the end of the muddy season all three army groups were to improve their front lines and establish continuous defensive positions, if possible. Because of the precarious supply situation, it seemed doubtful whether more than isolated strong points could be held along certain sectors of the front. Armored and motorized reserves would have to be assembled in accessible areas.

Units withdrawn from the frontline for rehabilitation would have to train their recently arrived replacements on the basis of past experience in combat. Because of a shortage of equipment, only a certain number of divisions could be fully rehabilitated. The ones selected for this purpose were the armored and motorized divisions as well as the army and corps troops of Army Group South, and three armored and three motorized infantry divisions as well as some of the army and corps troops of Army Groups Center and North. In the process of rehabilitation, each armored division was to have three tank battalions, and each motorized infantry division one. The armored divisions of Army Groups Center and North that were not to be rehabilitated would have to transfer some of their cadres to the south. Three armored and six infantry divisions of Army Group Center were to be moved to western Europe without their equipment. There they were to be completely rehabilitated and reequipped. The armored and motorized infantry divisions remaining with Army Group Center and North would have to be rehabilitated in the line without being issued any new equipment. The armored divisions in this category would probably have only one tank battalion. Approximately 500,000 replacements were supposed to arrive in the theater by the end of April 1942.

A special rehabilitation area for Army Group South was to be established near Dnepropetrovsk, while for Army Group Center similar areas could be set up near Orsha, Minsk, Gomel, and Bryansk. Those few units of Army Group North which were to be rehabilitated would probably be transferred to the Zone of Interior. Rehabilitation was to begin in mid-March at the latest. After the muddy season the fully rehabilitated units of Army Group Center were to be transferred to Army Group South.

The exigencies of the last few months had led to the commitment of a great number of technical specialists as infantrymen. The over-

all personnel situation and the shortage of technically trained men made it imperative either to return all specialists to their proper assignment or to use them as cadres for newly activated units. The future combat efficiency of the Army would depend upon the effective enforcement of this policy.

The high rate of materiel attrition and the limited capacity of the armament industry were compelling reasons for keeping weapons and equipment losses at a minimum.

In the implementing order to the army groups and armies, the Organization Division of the Army High Command directed on 18 February that those mobile divisions that were to be fully rehabilitated would be issued 50-60 percent of their prescribed motor vehicle allowance and infantry divisions up to 50 percent. Every infantry company was to be issued 4 automatic rifles and 4 carbines with telescopic sights; armor-piercing rifle grenades were to be introduced. Bimonthly reports on manpower and equipment shortages as well as on current training and rehabilitation of units were to be submitted by all headquarters concerned.

The element of surprise was essential to the success of the summer offensive. On 12 February Keitel therefore issued the first directive for deceiving the Russians about future German intentions. The following information was to be played into Soviet intelligence hands by German counterintelligence agents:

At the end of the muddy season the German military leaders intended to launch a new offensive against Moscow. For this purpose they wanted to concentrate strong forces by moving newly activated divisions to the Russian theater and exchanging battle-weary ones in the East for fresh ones from the West. After the capture of Moscow the Germans planned to advance to the middle Volga and seize the industrial installations in that region.

The assembly of forces was to take place in secret. For this purpose the capacity of the railroads was to be raised before the divisions were transferred from the West. German and allied forces would meanwhile launch a major deceptive attack in the direction of Rostov.

As to Leningrad, the prevailing opinion was that this city would perish by itself as soon as the ice on Lake Ladoga had melted. Then the Russians would have to dismount the railroad and the inhabitants would again be isolated. To attack in this area appeared unnecessary.

In addition, those German troops that were earmarked for the Russian theater and presently stationed in the West were to be deceived by the issuance of military maps and geographic data pertaining to the Moscow area. The units that were already in the theater were not to be given any deceptive information until the current defensive battles had been concluded. The same directive also requested the Army and Luftwaffe to submit suggestions for other deceptive measures. The maintenance of secrecy was strongly emphasized.

### ***The Navy's Role (February 1942)***

The German Navy's principal concern in the Black Sea area was the transportation of supplies for the Army. The difficulties were caused by the shortage of shipping space and the absence of escort and combat vessels. Measures taken to improve the German position in the Black Sea included transfer of PT boats, Italian antisubmarine vessels, small submarines, and landing craft; mine fields were also being laid. Orders had been issued to speed up these measures and support the Army by bringing up supplies. Russian naval forces in the Black Sea would have to be attacked and destroyed. The degree of success obtained would determine the outcome of the war in the Black Sea area. Attention was called to the fact that eventually it would become necessary to occupy all Russian Black Sea bases and ports.

On the other hand, the remainder of the Russian Baltic fleet stationed in and around Leningrad had neither strategic nor tactical value. Ammunition and fuel supplies were exceedingly low. About 12 of the high speed mine sweepers had been sunk so far, so that only 4 or 5 were left. About 65 out of 100 submarines had been sunk by the Germans.

### ***Intelligence Estimate (20 February 1942)***

In a summary dated 20 February 1942 the Eastern Intelligence Division of the Army High Command stated that the Russians were anticipating a German offensive directed against the Caucasus and the oil wells in that area. As a countermeasure the Red Army would have the choice between a spoiling offensive and a strategic withdrawal. Assuming the Russians would attack, it was estimated that their offensive would take place in the south. There they could interfere with German attack preparations, reoccupy economically valuable areas, and land far to the rear of the German lines along the Black Sea coast. If they were sufficiently strong, the Soviets would also attempt to tie down German forces by a series of local attacks in the Moscow and Leningrad sectors.

Numerous reports from German agents in Soviet-held territory indicated that the Red Army had been planning the recapture of the Ukraine for some time. At the earliest the Russian attack could take place immediately after the muddy season, i. e. at the beginning of May.

The Russian forces identified opposite Army Group South consisted of 83 infantry divisions and 12 infantry brigades as well as 20 cavalry divisions and 19 armored brigades, plus an unknown number of newly organized units.

Interference from British forces seemed unlikely. The latter would move into the Caucasus area only if their supply lines could be

properly secured, a time-consuming process that had not even been initiated. On the other hand, lend-lease materiel was arriving in considerable quantities; the first U. S. fighter planes had been encountered along the German Sixth Army front.

### ***Hitler's Preoccupations in Early March 1942***

On 5 March an order signed by Keitel summarized the various instructions issued by Hitler to the services during recent weeks. In the general part of this order, the Army and Luftwaffe were reminded that premature attacks conducted without concentrating sufficient forces had failed on several occasions. Efforts to stop Russian penetrations all along the front had led to piecemeal commitment and dissipation of ground forces. The Russians would have to be stopped wherever they threatened vital communications. In the event of a Soviet breakthrough full-strength units were to be assembled along the shoulders of the salient and the gap was to be closed after the bulk of the Russian forces had passed through.

Minor rectifications of the defense lines were permissible so long as no important installations were thereby abandoned. No local attacks, the results of which were out of proportion with the losses, were to be launched. Luftwaffe support was to be requested only for essential operations, such as destroying concentrations of Soviet armor prior to an attack. Many a Russian attack could be delayed or altogether weakened beyond repair by disrupting Soviet lines of communications. To achieve greater effect, the heaviest bombs available were to be used for all-out air attacks. Since there was a shortage of artillery along many stretches of the front, effective air support for offensive operations was essential. Because of the current emergency, air transport was so scarce that no additional airlift operations could be carried out during the muddy period.

In the second part of the order the mission of each army group for the immediate future was set forth as follows:

#### *a. Army Group South.*

- (1) If the Crimea was to be seized with a minimum of delay, the Kerch Peninsula would have to be captured before starting the siege of Sevastopol. The Russian ports and Black Sea fleet would have to be neutralized from the air before ground operations were started in the Crimea.
- (2) The next step was to eliminate the Izyum salient by first letting the Soviets exhaust their offensive power in that area and then cutting off the salient by thrusts directed from the shoulders. The armored divisions of the First Panzer Army were to carry out these thrusts and were therefore given top priority on tank and motor vehicle deliveries.

*b. Army Group Center.* All forces available in the Army Group Center area were to be assembled for a Ninth Army thrust in the direction of Ostashkov. This drive was to take place before the spring muddy period. The lines of communications that had been frequently disrupted would have to be secured.

*c. Army Group North.* The airlift operations that had been initiated to bring the situation under control were to be stepped up. More reinforcements were to be moved up to permit the consolidation of the situation at Demyansk and prevent an encirclement along the Volkhov. Eventually, Sixteenth Army was to attack from the Staraya Russa area in a movement that was to be coordinated with the Ninth Army drive toward Ostashkov. The VIII Air Corps was to support this operation as well as the Volkhov maneuver.

Another directive, signed by Hitler on 14 March, dealt with the problem of Allied assistance to the Soviet Union. It stated that British and American efforts to bolster Russia's power of resistance during the decisive months of 1942 would have to be curbed. For this purpose the Germans would have to strengthen their coastal defenses in Norway to prevent Allied landings along the Arctic coast, particularly in the Petsamo nickel mine area in northern Finland. Moreover, the Navy would have to intensify submarine operations against convoys crossing the Arctic Ocean. The Luftwaffe was to strengthen its long-range reconnaissance and bomber units in the far north and transfer the bulk of its torpedo planes to that area. The flying units were to keep the Russian ports along the Murmansk coast under constant attack, increase their reconnaissance activities, and intercept convoys. Close interservice cooperation was essential.

### ***The Situation at the End of March 1942***

The overall situation remained static during the month of March. The Russians showed signs of exhaustion, while the Germans were incapable of launching any major counterattack. Like two groggy boxers, the opponents warily eyed each other, neither of them strong enough to land a knockout blow. The weakness of the Russians became manifest through a number of incidents. In the area around Velizh, for instance, the Germans captured rifles, the butts of which were unfinished, indicating that the weapons had been issued before they were ready. The shortage of infantry weapons, though nothing new, seemed more acute than ever. Russian prisoners stated that wooden rifles were being used for training recruits in the Zone of Interior. In another instance, the Russian cavalry divisions opposite Army Group South were so short of horses—their strength had dropped to approximately 60 horses per regiment—that the men had to be employed as infantry.

The true condition of the German forces could be gathered from a status report of 30 March 1942. Out of a total of 162 combat divisions in the Russian theater, only 8 were immediately available for any mission, 3 were capable of offensive missions after a rest period, 47 were available for limited offensive missions, 73 were fully suited for defensive missions, 29 were only capable of limited defensive missions, and 2 were not suited for immediate commitment. The 16 armored divisions in the theater had a total of 140 serviceable tanks, that is to say less than the normal complement of one division. Because of the shortage of motor vehicles and prime movers, few divisions were more than 20 percent mobile. The few available tanks and self-propelled guns were distributed among various armored and infantry divisions.

Under these conditions the arrival of the muddy season at the end of March, which practically enforced a truce in the fighting, was a relief for both protagonists. Although the mud was less severe than during the preceding autumn, it did not hamper operations for some time.

During March Army Group South was not engaged in any large-scale fighting, and Bock, who had assumed command of the army group after Reichenau's sudden death on 17 January 1942, used this lull to reinforce the wall around the Russian breach near Izyum.

In the Army Group Center area the heavy fighting in the rear of Fourth and Ninth Armies continued. The Russians did everything in their power to supply their forces behind the German front, and they exerted constant pressure on Army Group Center's only supply line, the Smolensk-Vyazma-Rzhev railroad. German efforts to keep this route open were handicapped by a shortage of troops. Also, in the Vitebsk-Velikye Luki area there was a latent threat which the Germans were unable to eliminate. But they were fortunate that the Russians in this region had dispersed their forces over a wide area instead of concentrating them for a southward drive.

South of Lake Ilmen Army Group North had assembled a relief force to establish contact with the Demyansk pocket. The situation along the Volkhov front had deteriorated because a strong attack launched by the Russians northeast of Lyuban resulted in a deep breach, which—in conjunction with the Volkhov penetration—threatened to develop into a double envelopment of the German forces in that area.

## Chapter 9

### Preparations for the German Summer Offensive

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#### **Directive No. 41 (5 April 1942)**

There can be no doubt that Hitler himself conceived the plan for the German summer offensive. In addition to designating the principal objectives, he plotted most of the details and even went so far as to dictate the text. His self-confidence as military leader had greatly risen since he had overcome the winter crisis without abandoning a major part of Germany's territorial gains in Russia. In his recently acquired position of commander in chief of the Army he seemed less than ever disposed to listen to his advisers. Whereas the plans for Operation BARBAROSSA had been prepared according to German General Staff procedures, those for Operation SIEGFRIED—the summer offensive of 1942—were drafted by General Halder and his immediate assistants according to detailed instructions received from Hitler who dictated the final version. In so doing, the Fuehrer completely rewrote Directive No. 41, adding very important parts pertaining to the conduct of operations in particular. At the same time the code designation SIEGFRIED was changed to BLAU, and Hitler specified that the services be given separate instructions regarding the maintenance of secrecy and the scope of strategic propaganda directed at the Caucasus area.

Hitler's directive was issued on 5 April 1942. It read essentially as follows:

*a. Introduction.* The winter battles in Russia were approaching their end and the Germans had won a "defensive success of unequalled magnitude." The Russians had suffered extremely heavy losses and used up the reserves they had earmarked for subsequent operations.

As soon as weather and terrain conditions permitted, the Germans would regain the initiative so that they could eradicate the remaining Russian military potential and deprive the Soviets of the resources on which their economy was still based. All available forces of Germany and its allies were to be employed for this purpose, taking into account that the occupied territories in northern and western Europe, and especially their coast lines, had to be safeguarded.

*b. Overall Plan for the Russian Theater.* While Army Group North was to seize Leningrad and establish contact with the Finns,

Army Group Center was to hold. In the south, German attack forces were to penetrate into the Caucasus. To attain the latter objective, the Army would have to proceed by phase lines. In planning the conduct of this offensive factors to be considered were the course of the front lines along which the winter fighting would be brought to a conclusion and the availability of manpower, equipment, and transportation.

All available forces would have to be concentrated for the principal operation in the south in order to first destroy the enemy forces in the Don bend, then seize the oil resources of the Caucasus, and finally cross the Caucasus mountain ranges. The Leningrad operation was to be made contingent upon developments in the overall situation.

*c. Conduct of Operations.* As a first step toward accomplishing these missions, the Army was to consolidate its position along the entire Russian front. That would require a number of limited-objective attacks which would have to be conducted with maximum power to assure local superiority and rapid success, and to strengthen the German troops' self-confidence.

Once this consolidation had been achieved, the Kerch Peninsula would have to be cleared and Sevastopol captured. During these preliminary operations the Luftwaffe and Navy were to disrupt Russian communications in the Black Sea. Moreover, the Russian forces that had dented the German lines at Izyum would have to be cut off along the Donets and destroyed.

After these preliminary operations the Army was to launch the Caucasus offensive proper. During the initial phases the Russian forces south of Voronezh and west and north of the Don would have to be destroyed. Since the divisions available for this operation could not detrain and assemble simultaneously, the offensive would have to be executed by consecutive phases that were to complement one another. The delivery of individual attacks in different parts of the theater would have to be so coordinated that maximum power could be developed at the right time at the decisive point.

Encirclements of Russian forces resulting from German breakthroughs and envelopments would have to be tight; the enveloping forces would have to avoid any delay that would offer the Soviets an opportunity to escape. While movements were underway, the armored and motorized infantry units were to avoid losing contact with the infantry divisions; whenever the latter were unable to make headway, motorized elements were to lend them support.

The offensive was to start with a breakthrough from the area south of Orel in the direction of Voronezh. Two enveloping forces were to seize Voronezh. During the second phase, while some of the infantry divisions established a strong defensive line from Orel to Voronezh,

armored and motorized divisions were to continue their southeastward drive along the Don, performing another double envelopment in conjunction with forces thrusting eastward from the Kharkov area.

During the third phase of the offensive the forces following the course of the Don were to link up near Stalingrad with those advancing eastward from the Taganrog area. Every attempt was to be made to seize Stalingrad or at least bring the city within reach of German artillery so that the Soviets would be deprived of its production and transportation facilities. Subsequent operations would be greatly facilitated if the bridges at Rostov could be seized intact and bridge-heads could be established south of the Don.

The German attack force on the right advancing eastward from Taganrog was to be reinforced with armored and motorized divisions in order to prevent major Russian elements from escaping across the Don. Defensive positions would have to be built along the Don while the advance was in progress. These positions would have to be amply provided with antitank guns and so constructed that, if necessary, they could be of service during the winter. Allied forces, supported by German troops, would have to man these positions, and German divisions would have to serve as strategic reserves behind the Don front.

Because of the advanced season the movements across the Don toward the south would have to be so timed that the Caucasus could be reached without major stoppage.

*d. The Luftwaffe.* Apart from giving direct support to the ground forces, the Luftwaffe was to protect the concentration of forces in the Army Group South area by strengthening the antiaircraft defense, particularly those of the Dnepr railway bridges. In the event that reconnaissance information should indicate the assembly of Russian attack forces, the Luftwaffe would have to disrupt Soviet lines of communications and above all destroy the railroad bridges across the Don.

*e. The Navy.* In the Black Sea the Navy's main function was to carry out naval transports. Since the Russian Black Sea fleet had so far not been affected by military events, German naval vessels transferred to these waters would have to be prepared for combat without delay. The Russian Baltic fleet was to be neutralized in the Gulf of Finland.

Special security precautions were to be taken, which—together with strategic propaganda—were the subject of instructions issued simultaneously. The number of persons initiated in the plan for the summer offensive was to be held to a minimum; conversations about possible operations were strictly forbidden; no long-distance calls discussing preparations were to be made beyond army group, air force,

and VIII Air Corps headquarters. All orders and messages were to be forwarded by courier in writing, and differences of opinion were to be cleared up in personal conferences or through an exchange of coded messages. Germany's allies were to be informed of only the most essential facts.

Strategic propaganda was to be directed at the Caucasian tribes to whom full independence was to be promised. Liaison officers were to be attached to allied propaganda agencies to guarantee adherence to German policies.

This directive leaves no doubt that Hitler's principal objective for the summer offensive of 1942 was the possession of the Caucasus and its oil resources. The shortage of combat troops and the precariousness of the transportation network made it necessary to place great emphasis on the preliminary operations, whereas the main drive toward the Caucasus was outlined only in its initial phase—the seizure of bridgeheads across the Don. More specific orders for a Caucasus operation were not issued until 23 July 1942, when the operation was in full swing and Hitler signed Directive No. 45. At the time Directive No. 41 was written, no basic conflict between the eastward thrust toward Stalingrad and the southward drive into the Caucasus was anticipated. Like Voronezh, for instance, Stalingrad was to be a stepping stone along the approach road toward the Caucasus. In the Fuehrer's mind, however, the desire to conquer the city on the Volga by house-to-house fighting gradually became a fixation. This was all the more difficult to understand because in 1941 he had rejected any direct attack on Leningrad and Moscow. The diversion of more and more forces toward Stalingrad was made to the detriment of the principal drive into the Caucasus, and eventually both efforts were to bog down for lack of strength.

### ***Estimates, Delays, and Disappointments in April 1942***

#### **Intelligence Estimate**

Despite the bitter experiences of the winter 1941-42, the Germans continued to underestimate their Russian opponent. According to an estimate submitted by the Eastern Intelligence Division on 10 April 1942, the Red Army had been greatly affected by the winter fighting. Newly activated units showed deficiencies in training, weapons, and equipment. Not only was there a shortage of manpower, but the limitations imposed by the loss of armament production capacity would hamper the further activation of armored units.

In 1942 the Russians would limit themselves to defensive operations, possibly interrupted by intermittent limited-objective offensives to harass the Germans. Being aware of the German plans for an offen-

sive in the southeast, the Russians could be expected to use every means at their disposal to maintain their lines of communications with the Caucasus. As yet there was no indication that the Russians intended to launch a spoiling attack in the south. In the center they would try to consolidate the defense system around Moscow, whereas in the north the relief of Leningrad would probably be given top priority.

Few Russian units appeared to be at full combat efficiency. While the activation of new rifle divisions was feasible, that of armored divisions seemed no longer possible. Steel production was the bottleneck. No major Russian offensive was to be expected in the foreseeable future. The bulk of the Soviet forces would probably be massed in the south.

Making these ideas his own, Halder reported to Hitler that the great number of Russian divisions identified since November 1941 seemed to indicate that the Red Army had mobilized all its manpower resources and had used up a major part of them during the winter offensive.

### **Delay in the Preliminary Operations**

On 16 April Generaloberst (Gen.) Fritz Erich von Manstein, commander of Eleventh Army in the Crimea, suggested to Hitler that the attack on the Kerch Peninsula be delayed until 5 May because he was still short some essential items of supply. Hitler approved Manstein's request, adding that the Luftwaffe would have to give strong support to the ground forces. As soon as Kerch was cleared, Army Group South was to pinch off and eliminate the Izyum salient, after which the siege of Sevastopol was to be begun. The timing of these three preliminary operations was to be made contingent upon the availability of essential air support. Because of the delay in the start of the first attack, the Sevastopol operation would not begin before mid-June at the earliest.

### **The Situation at Army Group Center**

As a result of the shifting of forces to the West, to Army Group South, and to rehabilitation centers, Army Group Center was forced to abandon the attacks on Ostashkov and Toropez. Despite its reduction in strength, however, the army group was ordered to eliminate the partisan forces in its rear, consolidate its front line, reorganize its remaining units, and set aside reserves. After these missions had been accomplished, the army group was to undertake a series of limited-objective attacks.

### **Chain of Command**

The first phase of the summer offensive was to be conducted by Army Group South, composed of Second and Sixth Armies, Fourth

Panzer Army, and the Hungarian First Army. During the second phase First Panzer Army, the Italian Eighth Army, and probably also Eleventh Army were to intervene. The newly activated Army Group A was to assume control of the movements foreseen for the following phases, while Army Group South would become responsible for securing flank protection along the Don front.

### Transportation

The divisions that were to participate in the German offensive were to be moved up in three echelons. The 41 divisions—21 of which were allied—that were to reinforce the units stationed in the south were none too many for an offensive of such dimensions. Since the Russians had the better railnet for their assembly, they might be able to jump off before the Germans. Much would depend upon the quantities of lend-lease equipment they would receive via Murmansk by June 1942.

*Divisions to be Moved Up for the Summer Offensive*

Echelon	Divisions				
	Total	German	Italian	Hungarian	Romanian
Totals-----	41	20	6	10	5
First-----	20	15	-----	3	2
Second-----	12	5	3	4	-----
Third-----	9	-----	3	3	3

The delays in the start of the preliminary attacks would necessarily affect the time of the offensive proper, all the more so because as late as April the Russians were still holding the initiative.

### Turkey Remains Neutral

Hitler, who believed that Turkey would sooner or later join the Axis Powers, ordered the German Ambassador in Ankara to offer the Turks 150 million marks worth of military equipment at a time when he could hardly spare a rifle. However, the deal was not consummated because Turkey refused the passage of German submarines and PT-boats through the Dardanelles into the Black Sea. In his search for another solution Hitler ordered the boats disassembled, transported cross country, and reassembled in Black Sea ports. This order was carried out, but it produced no significant results.

### ***Logistical Preparations***

#### **Timing**

During the first phase—the drive on Voronezh—the offensive forces were to be supplied from the supply depots of the Kursk district. After the seizure of Voronezh, the railroad connecting that city with Kursk would become the principal feeder line for the Don front. Non-organic truck transportation columns were to carry the supplies for the spearhead divisions.

The Kharkov supply district was to support the attack forces participating in the second phase. An advance base was to be set up at Valuiki as soon as the Voronezh forces linked up with those coming from Kharkov.

During the third phase additional advance bases would have to be set up along the railroad leading from the Stalino supply district to Stalingrad and east of Valuiki along the Don. Supply points would also have to be established south of the lower Don as soon as German troops crossed the river for the drive into the Caucasus.

To carry out these different missions, a large number of truck transportation columns would have to be held in readiness. Special supply reconnaissance teams were to follow the spearheads during each movement.

#### **Chain of Command**

Until Army Group A assumed control in the southern part of the Army Group South area, the supply preparations for Operation BLAU were to be the responsibility of the newly formed Command Staff South.

#### **Supplies**

Aside from the initial issue carried by the troops, the following quantities of supplies were to be stored in depots:

Supply District	Short Tons		
	Ammunition	POL	Rations
Totals.....	68,000	39,600	55,000
Kharkov.....	18,000	11,000	15,400
Kursk.....	15,000	8,300	14,900
Stalino.....	35,000	20,300	24,700

Detailed preparations could be made only for the first two phases for which the necessary data were available. Depots in the Kharkov

and Kursk districts were to break down supplies according to the estimated requirements of the forces that were to be assembled in these areas, whereas at Stalino supplies were to be stored in bulk.

### **Motor Vehicles**

By the start of Operation BLAU it was hoped that most of the participating units would be adequately equipped with motor vehicles. Prime movers were still scarce. The preliminary operations as well as the long distances some of the motorized units would have to cover to reach the assembly areas might cause further attrition in organic motor vehicles before the start of the offensive proper. Despite intensive maintenance and repair efforts the spearhead divisions would probably have only 60 percent or less of their organic motor vehicles by the time the offensive was launched. Truck transportation columns with a total capacity of 11,000 short tons would be available by 20 June 1942 to compensate for the shortage of organic vehicles.

### **Rail Transportation**

During the initial phases of the operation the attack forces could rely on three major rail lines with detraining points in the Kursk, Kharkov, and Donets Basin areas. During the third phase the left arm of the pincers directed at Stalingrad would lack rail support as it extended southeastward along the Don. The right arm would be dependent upon the single railroad connecting Stalino with Stalingrad. This was the only railroad by which the attack forces could be supplied once they were approaching the Volga.

### **Summary**

The supply situation during the first phase appeared satisfactory with sufficient ammunition and rations apparently available for the second phase. But POL reserves would be consumed by 15 July, and the continuation of the offensive would have to be assured from current shipments.

### **Organizational Problems**

#### **Rehabilitation of Units**

The predominant problem facing the Organization Division of the Army High Command was the rehabilitation of units. Altogether 3 armored and 5 infantry divisions committed in the Russian theater were selected to be exchanged for 1 armored and 9 infantry divisions stationed in the West. The troops to be withdrawn from the Russian theater were to be deloused twice: first before entraining and then again after detraining.

Some of the army and corps troops as well as the divisions that were to be rehabilitated within the theater could not even be pulled out of the front. They were to be rehabilitated in place, a very unsatisfactory procedure not propitious to raising the combat efficiency of the respective units. Leaves were to be granted to all those men who had served uninterruptedly in the theater since the start of the campaign. Two leave trains per week were scheduled for each army group.

### **Shortage of Technicians**

The armored divisions complained about the continued shortage of technicians and the weakness of their cadres. Tank and truck drivers were at a premium. Several orders were issued requesting field commanders to return technicians and specialists to the assignments for which they were trained. To relieve the manpower shortage within the theater, native units were to be activated from the prisoners of Tatar, Caucasian, Georgian, Armenian, and Cossack nationality who would probably be captured during the summer offensive. These units were to assume some of the routine duties heretofore carried out by German troops, thus permitting a more judicious employment of the latter.

### **Construction of Fortifications**

On 26 April General Halder issued an order calling for the establishment of a defense system. In view of the general weakness of the front lines, enemy breakthroughs could be prevented only by constructing fortifications, establishing switch positions, and building specific fortified areas.

The front lines were to be fortified in depth. Switch positions were to protect the Bryansk-Kharkov line. Since there was not sufficient manpower to construct continuous lines in the rear, it would be necessary to establish fortified areas that could be held for prolonged periods by weak forces against superior enemy pressure. These fortified areas were to secure important supply and communications centers, such as Melitopol, Dnepropetrovsk, Poltava, Bryansk, Roslavl, Smolensk, Nevel, Luga, Gatchina and Pskov.

By securing the most important road and rail junctions, river crossings, etc., situated between the front line and the fortified areas in the rear, the Germans could create a defense system capable of successfully withstanding any Soviet armored elements that might break through the front.

Engineer staffs were to be responsible for the construction of the fortifications. Only indigenous labor was to be used because of the shortage of German manpower. The material needed for the construction program would also have to be procured from local resources.

## **Oil Brigade Caucasus**

The Oil Detachment Caucasus, formed in the spring of 1941, was expanded because of recent experiences with the Russian scorched-earth policy. Since the oil fields would be more severely damaged than originally presumed, the detachment was brought to a strength of 10,794 men and redesignated Oil Brigade Caucasus. The brigade was issued 1,142 vehicles and 6 planes and ordered to stand by, ready to move into the Caucasus oil fields immediately behind the combat troops.

## **Casualties and Replacements**

At the end of the winter fighting, on 30 April 1942, total German casualties, excluding sick, numbered 1,167,835 officers and men. A number of measures to save personnel had been introduced, such as lowering the T/O strength of the infantry divisions. Nevertheless, by 31 October 1942 the estimated shortage of replacements in the Russian theater would amount to 280,000 men, even if all operations proceeded according to plan. The Organization Division believed that it would be impossible to provide sufficient replacements for all three army groups. The three solutions therefore taken under consideration at the end of April were as follows:

1. To give Army Group south its full complement of replacements, in which case the situation at Army Groups Center and North would not be relieved until July 1942;
2. To fulfill only 80 per cent of the Army Group South requirements, as a result of which the position of the other two army groups would improve quite considerably by July 1942; or
3. To give Army Group South its full complement and accelerate the arrival of additional replacements by transferring during May and June to each of the two other army groups 100,000 men with only two months of training.

General Halder chose the third solution, fully cognizant of the disadvantage incurred by committing replacements with only two months of training. Actually, he had little choice in the matter. The monthly report on the rehabilitation of units in the Army Group Center area during April 1942 indicated that the unabated intensity of the defensive fighting as well as the withdrawal of divisions for transfer to the West had almost completely obstructed the reorganization and rehabilitation of the units that stayed in place. In general, the divisions which were to be rehabilitated in place would have only limited mobility and reduced combat efficiency, the shortage of motor vehicles and horses being their greatest handicap.

## The Participation of Germany's Allies

During the summer of 1942 Germany's allies were to play a much more significant part in the Russian theater than heretofore. In an effort to intensify their participation in the struggle against the Soviet Union, Keitel had visited Hungary and Romania during the preceding winter and Hitler had made a personal appeal to Mussolini. The Armed Forces High Command was to provide all the weapons and equipment it could spare for the allied contingents. The political differences were to be partly overcome by interspersing Italian corps or armies between Hungarian and Romanian ones. In compliance with requests received from Germany's allies, Hitler on 15 April ordered national units to fight under the command of their own army or at least corps headquarters. This decision was to cost the Germans dearly when their allies collapsed along the Don front under the blows of the Russian counteroffensive.

To ascertain smooth cooperation at different levels of command, the German Army organized a number of liaison staffs to be attached to allied division, corps, and army headquarters. Hitler showed his continued anxiety over the morale of the allied troops a few weeks later, when he stated that Italian and other allied military achievements should be given proper credit in German news releases. Fanatical loyalty on the part of the Germans would in turn inspire their allies with similar feelings.

The Germans counted on the assistance of the following allied forces:

Allied Divisions Available for the Russian Theater (Summer 1942)

Nationality	Divisions					
	Total	Inf.	Mtz Inf.	Armored	Cavalry	Security
Totals.....	52	38	4	2	3	5
Romanian.....	27	22	-----	1	3	1
Hungarian.....	13	9	-----	1	-----	3
Italian.....	9	6	3	-----	-----	-----
Slovak.....	2	-----	1	-----	-----	1
Spanish.....	1	1	-----	-----	-----	-----

On the other hand, Hitler was unable to satisfy the requests of Generaloberst (Gen.) Erwin Rommel after his meeting with Mussolini at the beginning of April 1942. No motorized army artillery and engineer units could be made available for the North African theater before the successful conclusion of the Caucasus offensive in the autumn of 1942. By June, however, Rommel's advance into

Egypt seemed so promising that Hitler suddenly decided to divert to North Africa a number of tanks, trucks, and weapons which had been reserved for the rehabilitation of two Russian-theater divisions.

Aside from Germany's allies, a number of European states, even some of the recently vanquished ones, offered contingents of volunteers who desired to participate in the campaign against the Soviet Union—which for a time tended to assume the characteristics of a crusade against Bolshevism. But Hitler, distrusting his former enemies, reluctantly permitted only a limited number of Frenchmen to serve in national units up to regimental strength. Party political considerations induced him to transfer the responsibility for organizing foreign military volunteer units from Army to National Socialist Party (Waffen-SS) control.

### Rear Area Security

Anxious to secure the lines of communications of the combat forces, General Halder decided that three German security divisions plus Hungarian and Romanian troops were to follow behind the advance. Each security division was to be composed of one infantry and one security regiment, one motorized military police, one artillery, and one signal battalion, as well as one Cossack troop. Military administrative headquarters and prisoner of war processing units were to be formed in addition.

### Army Group South's Defense Line

One of the problems that constantly preoccupied Hitler during the preparatory period was the exposed flank that would extend from Voronezh to the area northeast of Kursk. The Fuehrer ordered this defense line amply provided with antitank guns. A total of 350-400 self-propelled 75-mm antitank guns—more than half of them captured French weapons—and some 150 captured Russian 76-mm guns were to be distributed along this front to repel Soviet medium and heavy tanks. Tractors and captured prime movers were to be employed to give a certain degree of mobility to those guns which were not self-propelled.

### The Role of Army Group A

The new Army Group A was to be formed under the command of Field Marshal Wilhelm List. To prevent premature discovery of the German intentions by the Russians, the arrival of all higher headquarters in the assembly areas was to be delayed to the last possible moment. The Army High Command was to control the movements of all Army Group A and Fourth Panzer Army units as well as those of the army and corps troops.

The cover names given to each of the Army Group A units were to convey the impression that they were engaged in fortification work. List himself was not to arrive in the theater until shortly before the start of operations. The forward echelon of his headquarters was transferred to Poltava on 12 May, the remaining elements were to arrive at Stalino later in May. By approximately 15 June, when the first phase of Operation BLAU was to be launched, Army Group A headquarters was to be ready to secretly assume command over the Eleventh and Seventeenth Armies, and possibly over the First Panzer Army. The overt assumption of command was to take place shortly afterward.

### ***Feint and Counterfeint***

At the beginning of May 1942 Molotov flew to Great Britain and the United States, where he was promised that a second front would be opened before the end of the year. On 2 May a news agency report from Moscow indicated that the Russians were expecting a German spring offensive launched from the Bryansk–Orel–Kursk area. The probable objective was Voronezh, after which the German troops would advance down the Don to seize Stalingrad, while other German forces thrusting from the Kharkov region would advance eastward.

This news report must have produced a certain effect, since only five days later the Chief of the Armed Forces Operations Staff issued a new directive concerning deception. Referring to the previous directive on the same subject dated 12 February 1942, Jodl divided the period before the start of Operation BLAU into two phases.

During the first phase, which was to last up to 25 May, the existing uncertainty with regard to the true German intentions was to be increased, and the preparations and movements for Operation BLAU were to be dissimulated by showing no point of main effort. Since some of the troops needed for the preliminary operations around the Izyum salient were to assemble behind Army Group Center, the Russians would have difficulty in recognizing the objective of the next major offensive. To German units the troop movements were to be explained as a series of simple exchanges of battle-weary divisions from the Russian theater for fresh divisions from the West. The rehabilitation of numerous divisions had long been overdue. As soon as the preliminary operations got under way, maps of the Moscow area up to the middle Volga were to be distributed to the Luftwaffe units.

The second phase was to start after 25 May. By that time the Russians would be at least partly aware of the German distribution of forces. If their attention was drawn away from Army Group South toward Army Group Center, it might be possible to deceive them with regard to the real German main effort and objective. This

deception was to be achieved by replacing German units with allied ones at the front, thus simulating a weakening at a point where in reality strength was being built up. An attack on Moscow was to be simulated by assembling some of the attack forces at the boundary between Army Groups South and Center. By intensifying reconnaissance activities along sectors of the Army Groups Center and North fronts one might simulate offensive intentions. Other means suggested were deceptive radio traffic and supply activities; the formation of fictitious staffs; night march movements of rear elements of security divisions; the erection of dummy planes on airfields in the Army Group Center area; rumors spread by military attachés assigned to neutral countries; the planting of articles in military magazines published in neutral countries, in which special emphasis was placed on Moscow's significance as the center of Russian resistance, as the traffic hub, and the key to armament production, indicating that after the loss of Moscow the Red Army would be unable to offer active resistance west of the Volga.

To judge by the results, the net effect of these deceptive measures was disappointing, since on 16 June another news agency report from Moscow contained details concerning the German intentions and came very close to the real plans.

### **Warning Notes (May 1942)**

Some hesitancy regarding the success of the German summer offensive was expressed by Jodl on 10 May when he stated to one of his associates that Operation BLAU was very risky because of the weakness of Army Groups Center and North. The Russians might try a stab at Smolensk even though it was doubtful that they could muster sufficient manpower and daring for such a venture. A little later Hitler agreed with Jodl that, once the German offensive in the south got under way, all available Russian forces would automatically be diverted to the south.

The Army felt much stronger on the same subject. In a report, submitted on 12 May in reply to a request for a survey of its potential strength in 1942, Halder struck some warning notes. The contents of this report are so revealing that it is presented here in an only slightly edited version.

### **The Armed Forces Potential in the Spring of 1942**

#### **1. Introduction**

In the summer of 1942 the organization and potential of the German military establishment were to be geared to war against the Anglo-

Saxon powers. This reorientation, based on a decision made in July 1941, gave the Luftwaffe and Navy priority over the Army.

By the late autumn of 1941 developments in the Russian theater made it obvious that, as a requisite for concentrating all efforts against the British, the USSR would first have to be decisively beaten in 1942. For this purpose the entire German war machine had to be reversed and redirected toward rehabilitating and strengthening the Army.

The effects of this reorientation in the armament effort would not, however, make themselves felt to the Army during 1942. Other factors that were also detrimental to the effectiveness of the ground forces were as follows:

- a. The long duration of the winter battles with the resulting high attrition of materiel.
- b. The unusual cold which affected production and communications.
- c. The increasing shortage of raw materials and manpower.

The combined effects of these factors would have to be taken into account in assessing the true strength of the German forces in the spring of 1942.

## 2. Overall Numerical Strength

Date	Number of divisions					
	Total	Inf.*	Mtz Inf.**	Armored	Security	Replacement***
1 Sep 41-----	210	148	15	21	26	31
1 May 42-----	225	158	16	25	26	31

\*Including light, mountain, and fortress divisions.

\*\*Including a transformed horse cavalry division and several SS divisions.

\*\*\*In the Zone of Interior and occupied territories.

The purely numerical increase in the number of divisions during the eight months from 1 September 1941 to 1 May 1942 was therefore 15 divisions plus an insignificant number of army and corps troops. A considerable part of these forces had been diverted to Norway and North Africa during the winter of 1941–42.

## 3. Manpower

Although 1,100,000 replacements—excluding hospitalized personnel returned to duty within the theater—were transferred to the Russian theater from 22 June 1941 to 1 May 1942, the infantry divisions of Army Group South were at approximately 50 percent of their prescribed strength, those of the other two army groups at 35 percent. By the beginning of the offensive the infantry divisions in the

south were to be at full strength, while those of the other army groups were to be brought to 55 percent by August 1942.

Other factors to be considered were that experienced commissioned and noncommissioned officers who became casualties could not be adequately replaced for the time being; that the combat efficiency of the armored and motorized divisions was reduced because of the shortage of trained technicians and specialists; that differences in age, training, and experience both within and among units led to an overall reduction in combat efficiency compared to the preinvasion ground forces; and that the mental strain caused by the exertions of the past winter was bound to show its effect. On the other hand, there were also a few positive factors, such as the availability of a cadre of experienced officers and men for training replacements and the existence of a relatively efficient supply system. Everything would depend upon how much time the Russians allowed the German troops for rehabilitation and rest.

#### 4. Firepower

*a. Artillery.* Because of the high rate of attrition in the Russian theater, the demands of all three army groups could not be fully satisfied in addition to fitting out newly formed units and rehabilitating wornout ones. The divisions of Army Group South would be brought up to their T/E allowances by the start of the offensive, but the other two army groups would have only three guns per artillery battery.

*b. Tanks.* In accordance with previous plans each armored division of Army Group South would have three tank battalions and each motorized infantry division one. The panzer divisions of the two other army groups, however, would have only one tank battalion each. At the start of the summer offensive the Germans would have 3,300 tanks in the Russian theater against 3,350 on 22 June 1941. The 1942 tanks were better armed than the ones with which Germany invaded the Soviet Union the previous year.

*c. Antitank weapons.* A considerable number of 37- and 50-mm antitank guns had been lost during the winter fighting, but these losses would be compensated for by the use of heavier caliber captured French and Russian guns. By introducing better guns, hollow-charge and antitank rifle grenades, etc., the defense against tanks would gradually be strengthened. Mines were available in sufficient quantities.

*d. Antiaircraft Units.* Only the spearhead divisions would have organic antiaircraft units. In general, however, the commitment of numerous corps and army flak battalions had improved overall anti-aircraft protection. With operations extending over wide areas, the antiaircraft units would have to be spread very thinly.

*e. Ammunition.* The retrenchment on ammunition production imposed during the summer of 1941 and the high rate of expenditure

of the following winter had led to a shortage of heavy-weapons, howitzer, and antitank ammunition, which was expected to continue through the autumn of 1942. By August 1942 shortages might affect operations. In this estimate the possibility of an increased expenditure before the outset of the offensive had not been taken into account. Expedients, such as imposing expenditure quotas and arranging for ammunition transfers from the West, had already been introduced.

## 5. Transportation

The heavy attrition of motor vehicles suffered during the winter battles—75,000 vehicles lost against the arrival of only 7,500 vehicle replacements for the period 1 November 1941–15 March 1942—complicated the effort of restoring full mobility to the ground forces by the start of the summer offensive. Current production was insufficient for both replacing past losses and equipping new units. Only the spearhead divisions would receive new vehicles. At the same time, most of the infantry divisions would be deprived of their motor vehicles and the motorized units in other sectors would be faced with a reduction in their organic vehicle allowance. Since spare parts production and repair installations would be incapable of fully satisfying the demands made by far-reaching offensive operations, whatever stocks and facilities were available would have to be diverted to the spearhead units.

To make matters even worse, there was an acute shortage of horses. During the winter 180,000 horses had died from hunger and exposure as well as enemy action, with only 20,000 replacements arriving in the theater. Although 109,000 horses had been shipped from the Zone of Interior by 1 May and another 118,000 had been requisitioned from occupied countries, the number of horses available by the start of the offensive would still be insufficient.

In summarizing the transportation picture, the Army estimated that the spearhead divisions in the south would have 85 per cent of their organic motor vehicle allowance by the time the offensive got under way. The infantry divisions would be restricted in their movements because of an almost complete lack of motor vehicles. Major operations in the other army group areas could be effected only along rail lines having adequate capacity. In any event, the logistical support that could be given to Army Groups Center and North during the summer would not be sufficient for conducting extensive operations.

## 6. Reserves

No further reserves would be available in the Zone of Interior. The unavailability of trained manpower and up-to-date equipment would prevent the activation of new divisions. Any replacements, weapons, and equipment that would become available during the course of the

summer offensive would be needed to make up current losses. No further increase in the number of divisions was possible since the 18-year olds had already been inducted. Additional motorized and armored divisions could be activated only by disbanding existing infantry units.

## 7. Summary

A full rehabilitation of the German forces in the Russian theater before the start of the 1942 offensive would not be feasible. Personnel and materiel shortages hampered every effort to obtain greater mobility and raise combat efficiency. These shortages as well as the wear and tear on man, beast, and vehicle caused by the winter fighting seemed to have reduced the stamina of the German Army.

Halder's report revealed that the German ground forces that were to launch the summer offensive of 1942 could not compare with the troops that had invaded Russia a year earlier. The spearhead divisions would be almost up to strength, but the followup infantry was weak and slow, and no reserves were available. No wonder the Army High Command felt apprehensive about executing Hitler's overambitious plans. An equally somber note was struck by the Organization Division of the Army High Command in its memorandum to the Chief of the Armed Forces Operations Staff, dated 27 May 1942.

In reporting on the composition and condition of the Army Group South units by the beginning of the summer offensive, the Organization Division repeated that only part of the personnel and materiel losses suffered during the winter could be replaced. For this reason, all available replacements had been channeled to the spearhead divisions and the T/O & E's of numerous units had been modified to redistribute manpower and equipment. Two types of units had been created: highly effective attack forces and units having little punch or mobility.

Of the 65-67 German divisions that were to participate in the offensive in the south, only 21-23 were either being newly activated or fully rehabilitated behind the front, whereas the remaining 44 divisions were to be rehabilitated while committed at the front. Each of the fully rehabilitated infantry divisions would receive 1,000 replacements with only two months of training. The mobility of these divisions would be limited because they were short of horses and lacked most of their organic motor vehicles. The reconnaissance battalions were now equipped with bicycles. Contrary to previous reports, the spearhead divisions would have only about 80 percent of their organic motor vehicles.

In revising the distribution of forces greater consideration would have to be given to the unequal strength and mobility of the different divisions. Since no reserves of manpower or equipment were available, the rehabilitation of units would have to be accomplished with

insufficiently trained men and untested equipment coming directly from the assembly lines. The possibility of forming strategic reserves before or during the course of the initial operations appeared unlikely.

The report further stated that German desertions had dropped sharply with the beginning of spring weather after having reached an alarming rate during the winter fighting.

### ***The Preliminary Operations (May-June 1942)***

Three preliminary operations were to take place before the launching of Operation BLAU. The first one, the seizure of the Kerch Peninsula, started on 8 May. Under Manstein's brilliant leadership, Eleventh Army forces soon began to clear the peninsula against strong resistance. The second operation, directed against the Izyum salient, was given the code designation FRIDERICUS. According to the German plan, the ground forces needed for the elimination of the Russian salient were to be assembled by 17 May. Five days earlier, however, the Red Army launched a strong spoiling attack south and east of Kharkov against the right of Sixth Army. This Russian drive threatened the entire logistical buildup for Operation BLAU because it was directed at the extensive depot and repair facilities in the Kharkov area, which were vital to the German supply system. The Russian maneuver also disrupted the rehabilitation of the spearhead units, since the threat to Kharkov led to a change in priorities and a diversion of tanks and self-propelled antitank guns to the danger area.

As soon as the fighting in the Kerch Peninsula had taken a favorable course, Hitler withdrew some of the air support units from this area and committed them for the defense of Kharkov. By 13 May the situation around that city had grown so serious that the Fuehrer ordered the transfer of additional Luftwaffe contingents from the Crimea. He also decided to advance the date of the attack on the Izyum salient, originally scheduled for 18 May. In Hitler's opinion this counterthrust would be the most effective and fastest method of assisting Sixth Army in the defense of Kharkov. One of the most disquieting facts about the Russian attack was that, for the first time since the start of the campaign, the Red Army committed its armor in mass formation, thus copying the hitherto successful German tactics.

On 17 May—a day earlier than scheduled—two corps of Seventeenth Army forming the southern arm of the Izyum pincers jumped off, while the forces that were to compose the northern arm were still being assembled. During the first three days the German countermove did little to relieve the defenders of Kharkov. It was not until 20 May that the acute danger at Kharkov seemed to have passed. The effect of the Russian spoiling attack was to be felt throughout

the remaining weeks before the start of Operation BLAU, mainly because of the changes in schedule that became necessary.

Russian resistance on the Kerch Peninsula collapsed by 19 May. Five days later Hitler decided that the siege of Sevastopol, scheduled as the third and last preliminary operation, was to start on 7 June and the first phase of Operation BLAU eight days later. Under these circumstances the air support units would have to be withdrawn from the Izyum area by 6 June to assist the attack forces in the Crimea. After only three days in that part of the theater, the Luftwaffe contingents would have to be redeployed to the assembly area for Operation BLAU, where they had to arrive by 10 June at the latest. Considerations of wear and tear on planes and crews apparently did not enter the calculations on which this tight schedule was based.

On 28 May Halder suggested a change in the timing and execution of the preliminary attacks. He wanted to continue the successful German counterattack northeast of Kharkov in the Volchansk area first, leaving the Izyum salient to be eliminated next. By applying this procedure, the Russian forces would be systematically destroyed and the preliminary operations would be more directly related to the offensive proper. Hitler approved Halder's ideas in principle but decided to investigate the situation on the spot.

On 1 June the Fuehrer and a small staff flew to Army Group South headquarters at Poltava. Field Marshal von Bock and the field commanders whose troops had been directly involved in the battle for Kharkov reported on the situation, whereupon Hitler explained his ideas on the continuation of operations. Advantage would have to be taken of the extremely favorable developments around Kharkov by destroying the Russian forces near Volchansk and Izyum as quickly as possible. The principle to be applied was that "whatever forces could be annihilated now, would not be there to interfere with Operation BLAU," even if the practical application of this idea implied some change in plans.

On the basis of additional information provided by Bock, the Fuehrer decided that the preliminary operations would be executed according to a revised schedule, even if Operation BLAU had to be delayed. The new schedule was as follows:

- a. The attack on the Volchansk area was to take place on 7 June.
- b. The assault on Sevastopol was to begin on the same day.
- c. The attack on the Izyum salient was to be launched on or after 12 June.
- d. Operation BLAU on or before 20 June.

As it turned out the Volchansk operation had to be delayed because of bad weather. The assaults on Sevastopol started on time, but made little progress despite intensive preparatory fire and air force bom-

bardments lasting five days. Because of the strong resistance encountered at Sevastopol, Hitler reversed his previous decision and did not withdraw the air support units after only three days. By 19 June some of the outer defenses of the fortress had been breached.

The Izyum operation had meanwhile taken a very favorable course, and by 25 June the First Panzer Army reached the Oskol River, thus cutting off the salient from Kupyansk to a point near Izyum, at the confluence of Oskol and Donets. The operation had been brought to a successful conclusion, and the pocket was being mopped up.

The Russians were meanwhile transporting reinforcements to Sevastopol by submarine. The fortress was still holding out, and its capture before the end of June seemed unlikely. As soon as Sevastopol did fall, a number of Eleventh Army divisions and all the heavy siege batteries would become available for another mission which Hitler considered as the second major objective of 1942: the seizure of Leningrad, permitting a link up with the Finns.

While these preliminary operations took place in the Army Group South area, Army Group Center units were engaged in a see-saw struggle in the rear areas of Fourth and Ninth Armies, which lasted throughout the spring. During the second half of June, Fourth Army finally got the upper hand and succeeded in wiping out a number of partisan and regular troop units in its rear. Around Velikiye Luki, however, the situation remained serious.

Army Group North had reduced and mopped up most of the Volkhov pocket, thus disposing of this threat near Leningrad. The German forces in the Demyansk pocket had been relieved by the end of April, but the Ostashkov breach remained an open sore along the army group boundary.

During May 1942 Army Group Center had suffered fewer casualties than Army Group South in the Kerch and Kharkov fighting or Army Group North along the Volkhov and near Demyansk. The replacements transferred from the Zone of Interior during June were distributed as follows:

Total.....	130,000
Army Group North.....	25,000
Army Group Center.....	45,000
Army Group South.....	60,000

This left 7,000 replacements at the disposal of the Army High Command.

#### ***Last-Minute Incidents and Impressions (June 1942)***

Approximately 10 days before the intended start of the summer offensive—19 June—the operations officer of the 23d Panzer Division, which was to participate in the crucial breakthrough west of Voronezh,

flew to the front, taking with him a number of highly classified documents in violation of existing security regulations. He crash-landed in Russian-held territory, and the documents, which included a corps order outlining the entire attack plan for the first phase, had disappeared when a German patrol recovered his body three days later. Hitler relieved of command a number of officers whom he held responsible for this incident.

With this plan in Russian hands, the element of surprise was bound to have been lost during the crucial initial phase. Since a change in plans was no longer feasible because of the advanced season, the operation either had to be executed according to the plan or cancelled. Hitler decided to go ahead as planned.

This decision may have been partly motivated by his low opinion of the Red Army in 1942. During the daily situation conference on 25 June he stated that approximately 80 Soviet divisions had been destroyed during the preliminary operations. Russian resistance was much weaker than during the preceding year. The various phases of Operation BLAU would therefore be executed faster and easier than hitherto assumed by the Army planners. It might not even be necessary to commit all the armor earmarked for the second phase of the operation, and two of the armored divisions could perhaps be diverted to cut off the Sukhinichi salient in the Army Group Center area.

While the Fuehrer anticipated developments in Russia with so much optimism, he seemed worried about the possibility of Allied landing attempts in the West. The German defensive forces were too weak to interdict mass landings of parachute and glider troops. Hitler felt that some of the armored divisions, which were to return to the Russian theater after rehabilitation in the West, would have to stay on to reinforce the Atlantic defense system. He seemed to believe that he could defeat the Red Army without them.

The Army judged the situation more soberly: on 26 June Halder reported that the Russians were withdrawing troops along the entire front to form reserves. Moreover, they were suddenly launching massed air attacks against German troops moving into assembly areas near Kursk.