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Erich von Manstein; the career of a soldier in the Third Reich

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ERICH VON MANSTEIN

The career of a soldier in the Third Reich

by

Richard Michael Robertson

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Richard M. Robertson

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Fritz Erich von Manstein's life was closely bound-up with the régime of Adolf Hitler for the ten years from 1934 to 1944. During this time, Manstein held a series of prominent military appointments in the Third Reich. In addition, Manstein was probably Germany's most gifted soldier to emerge from the fire of World War II. Few have ever achieved such a brilliant military record. Nevertheless, Manstein's outstanding accomplishments in the military sphere have been somewhat tarnished by his close association with the name of Hitler. He, along with other high-ranking German officers, was tarred with the same brush by the International Military Tribunal in Nuremberg at the end of the war.

Manstein was born in Berlin on November 24, 1887. He came from a professional Prussian military family. Manstein's grandfather, Gustav, had helped to found the German Empire of Wilhelm I; he had commanded the IX Prussian Army Corps in 1870.

Hitler's future field marshal grew up in the Germany of Kaiser Wilhelm II. Little is known of his early years, and in his memoirs, Manstein almost completely ignores his early life. Erich's father was Eduard von Lewinski, an artillery officer, later a corps commander. However, early in his life, Erich was adopted by his mother's brother-in-law, General Georg von Manstein. He does not discuss the circumstances of his adoption in his memoirs, but being the tenth child of the Lewinski's, it is not difficult to guess why he was adopted by his childless aunt and uncle. A Prussian general's salary is not the most adequate means for raising so large a family. Besides, General von Manstein needed

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an heir and this was quite a convenient means of obtaining one. As a matter of coincidence, the future field marshal's brother-in-law, Egbert von Loesch, lived with the Mansteins for several years as a youth.² It may therefore have been some family tradition to adopt a male relative in these circumstances. At any rate, the reasons for Manstein's adoption are obscure. His early life bears a strong resemblance to that of one of his later commanding officers, Gerd von Rundstedt.³ Manstein attended school at Strassburg and while there, he acquired a taste for French culture. Upon leaving the Gymnasium, he entered cadet school at Engers, near Coblenz, and he remained in the cadet corps until 1906, at which time he passed his ensign's examination and was posted to the Third Regiment of Foot Guards, commanded by another uncle. This was also the regiment of two other future general officers who were to play important roles in Germany's destiny; Hindenburg and Schleicher.⁴ According to tradition, Manstein probably served his first six months with his regiment as an enlisted man, learning what it was like to serve in the ranks. After more than six years as a regimental officer, he was admitted to the War Academy in 1913 and studied there until the outbreak of World War I.

Manstein's participation in World War I carried him back and forth across Europe for four long bloody years. Mobilization saw him posted to the Second Reserve Regiment of Guards in the attacking right wing in Belgium,⁵

³Rundstedt, Gerd von, Field Marshal, Commander-in-Chief of Army Group South, Poland, 1939; Army Group A, France, 1940.
⁵Hindenburg, Paul von, Field Marshal, President of the Weimar Republic from 1925 until his death on August 1, 1934.
Schleicher, Kurt von, General der Infanterie, ex-Chancellor, murdered on Hitler's order on June 30, 1934.
⁶Manstein, Lost Victories, 564.
but the crisis in East Prussia caused his unit's transfer to that theater where he participated in the later phases of the Tannenberg campaign. After the opening battles of the war, Manstein's unit was sent to southern Poland, where he was seriously wounded in November, 1914.

In May, 1915, his wound having healed, Manstein returned to active service, first with von Gallwitz's army staff, and later with the Eighth Army staff of von Below. From the fall of 1915 to the spring of 1916, Manstein was with the German Army in the Balkans.

In 1917, he returned to the western front, serving first at Verdun and later on the Somme and the Aisne. Here he made his mark while serving on the staff of General von Lossberg, who in 1917 produced a new system of defence in depth. With the conclusion of the summer defensive fighting in the west, Manstein was promoted to G.S.O. I of the Fourth Cavalry Division stationed in Courland. Here he had a chance to study first hand the ground over which he was later to conduct his lightening-like advance during the opening phase of Barbarossa in 1941. With the collapse of Russia and the Treaty of Brest-Litovsk, Manstein, together with a great number of his comrades, once again entrained for the journey across Germany for the coming offensive in the spring of 1918. Ludendorff's series of offensives saw Manstein serving again as G.S.O. I to the 213th Infantry
Division. He participated in the Reim's offensives from May to July, 1918.

With the failure of Ludendorff's final offensive, the tide of battle quickly shifted in favor of the Allies. Manstein remained in France up to the Armistice. He then marched back across the Rhine with his division, disappearing into anonymity for a time.

The early post-war years were certainly an important part of Manstein's life. However, information on his career and private life in this period is scanty. He was stationed in Breslau in 1919, and in 1920 he married Jutta-Sibylle von Loesch. The couple was subsequently blessed with three children: Gisela, Gero (who was later killed in Russia in 1942 as an infantry lieutenant), and Rüdiger.  

Manstein remained in the army after the war, serving as company commander in Infantry Regiment 5, commander of a Jäger battalion in Infantry Regiment 4, and on various regimental staffs in the newly reconstituted Reichswehr. But he never belonged to any of the "Free Corps", as has been alleged by Milton Schulmen and others.  

Manstein said later: "In the last war (World War I) I was in the General Staff with the troops. In 1929, I joined the First Division of the Troops Department." The "Troops Department" or Truppenamt was, in reality, the old General Staff in disguise. This subterfuge was merely a way of avoiding the elimination of that body, as was called for in the Treaty of Versailles.  

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13 See M. Schulman, Defeat in the West. London: Secker & Warburg, 1931, 22; and Manstein, Lost Victories, 564-565.  
15 "Troops Department" is the translation used in I.M.T. English translation for the German Truppenamt.  
16 Wheeler-Bennett, 97.
post-war period also joined the Schlieffen Club, a social fraternity of former General Staff officers who were veterans of World War I. In 1931, as part of the German military collaboration which was being carried on with the Soviet Union in order to circumvent certain articles in the Treaty of Versailles, a number of officers in the Truppenamt visited that country. The delegation included Blomberg, Brauchitsch, Keitel, Manstein, and others. The Red Army, before Stalin's purges, enjoyed a great deal of respect which undoubtedly made quite an impression on Manstein, as it did on Blomberg and others. While in Moscow, Manstein met Marshal Voroshilov, who was later to face Manstein on a battle field in 1941.

At this time, Manstein worked closely with Wilhelm Keitel, who later became one of Manstein's avowed enemies. As early as the Polish Crisis of 1930, the Truppenamt had been studying and formulating plans to increase the size of the Reichswehr. An army reserve (A-Army) was to be called into existence in the event of a national emergency. The Reichswehr consisted of seven infantry divisions and three cavalry brigades, or about 100,000 men, in 1930. That summer, relations with Poland became tense, and Germany

17I.M.T., XX, 598.
18Wheeler-Bennett, 125-143.


Brauchitsch, Walter von, Field Marshal, Commander-in-Chief of the Army 1938-1941.

Keitel, Wilhelm, Field Marshal, Chief of the Oberkommando der Wehrmacht, 1938-1945.

20Wheeler-Bennett, 295-296.
21Voroshilov, K. E., Marshal of the Soviet Union, Commander of the Northwestern Front, 1941.

22Manstein, Verlorene Siege, 197.

24Wheeler-Bennett, 296.
25Keitel, Memoirs, 17.
expressed fear of losing East Prussia to the Poles in event of war. The Truppenamt began planning for a tripling of the strength of the Reichswehr in the event of hostilities. These plans included a general mobilization to increase the army to twenty-one divisions and a strengthening of the eastern frontier. But this plan was later ignored by Hitler in 1935 when he announced that Germany was going to rearm; the strength of the new army was set at thirty-six divisions. Manstein first heard of this on March 16, 1935, while listening to a radio broadcast. Needless to say, he was somewhat shocked at the time.

In 1934, Manstein was transferred to Wehrkreis III, the corps area comprising Berlin-Brandenberg, as chief of staff. Here he became a spectator in the intrigues which led up to the events of June 30/July 1, the "Night of the Long Knives." Whether Manstein was aware of the role played by the minister of war in the coup is unknown, but if not, he was certainly not unhappy with the outcome of Hitler's destruction of the S.A. as a rival of the expanding Reichswehr. Later he said:

The more distant those days become from the present, the more people seem inclined to minimise the extent of the danger represented by the S.A. at the time under the leadership of a man like Röhm; it was a danger not only to the Reichswehr, but to the very state itself.

If Manstein was pleased with the immediate results of the Röhm purge, as it would appear, he failed to realize the latent danger of the increasing

27 Wheeler-Bennett, 139; & Manstein, Lost Victories, 24-26.
28 Wheeler-Bennett, 338-339.
29 I.M.T., Nuremburg, XX, 603.
31 Wheeler-Bennett, 289-332.
32 Keitel, Memoirs, 23.
33 Röhm, Ernst, Chief of the S.A. (Strum Abteilungen), murdered during the events of June 30/July 1 & 2, 1934.
influence of the S.S. and Himmler. Undoubtedly he was preoccupied with his work. Besides, both Blomberg and Fritsch, his superiors, tacitly approved the deed, and as Brauchitsch said later, "Rearmament was too serious and difficult a business to permit the participation of peculators, drunkards and homosexuals."35

The purge of Röhm and the S.A. completed for the time being Hitler's part of the Deutschland Fact, an agreement entered into earlier by Hitler and Blomberg concerning the future of the Reichswehr and Germany. On the eve of spring maneuvers (April 11, 1934), Hitler and Blomberg left Kiel on board the pocket-battleship Deutschland, steaming for East Prussia. Here in a wardroom, they agreed to the following: Blomberg would support Hitler as Hindenburg's successor, the party insignia would become a part of the uniform of the armed forces, and in return, Hitler promised to allow the Reichswehr to remain supreme in military affairs, i.e., he agreed to sack Röhm in return for the continued support of the army.36

It now became the turn of the army to fulfill its part of that agreement.37

On August 1, the ailing President of the Reich, Marshal Hindenburg, died, and from that time on, Manstein and the Reichswehr underwent a sweeping change in their relationship to his successor. The oath extracted by Hitler from the armed forces was an allegiance not to the state but to the person of the Führer.

34 Fritsch, Freiherr Werner von, Generalsoberst, Commander-in-Chief of the Army, 1934-1938.
35 Wheeler-Bennett, 310.
36 Wheeler-Bennett, 311-312.
37 Wheeler-Bennett, 312.
It read:

I swear before God to give my unconditional obedience
to Adolf Hitler, Führer of the Reich and the German
people, Supreme Commander of the Wehrmacht, and I
pledge my word as a brave soldier to observe this
oath always, even at peril of my life. 38

As Wheeler-Bennett wrote later:

... the effect of this act upon the officers from the
rank of colonel downwards, upon the rank and file, and
also upon the civilian population of Germany was more
far-reaching than Blomberg [or anyone else] could have
ever dreamed. 39

Perhaps a few did see the danger, as did General Beck. 40 Manstein was, at this
time a colonel, and significantly he remained faithful to his oath until Hitler's
death released him.

In 1935, with the announcement of general rearmament, the professional
soldiers became completely immersed in their work. Hitler had, true to his word,
unlocked the "toy cupboard." The Wehrmacht could now openly develop such offens-
ive weapons as tanks, heavy artillery, U-boats, and aircraft, which had all
been prohibited by the Treaty of Versailles and which had formerly been developed
only clandestinely. Manstein was promoted at this time to Chief of the Operations
Branch of the General Staff of the Army. 41 Here, he came into close contact
with Hitler's chief opponents in O.K.H., (Oberkommando des Heeres), especially
General Beck.

38Wheeler-Bennett, 332, 339, 340.
39Wheeler-Bennett, 313.
40Beck, Ludwig, Generaloberst, Chief of the General Staff of the Army
1933-1938.
41Manstein, Lost Victories, 564.
This association with the old guard at O.K.H. was a mixed blessing for Manstein. Because of it, his relationship with Hitler and other high Nazis was quite cool from the beginning. Manstein took an intense dislike, quite naturally, to these "upstarts." On the other hand, his view of Hitler differed from most of the conservatives in the army. He was impressed with Hitler as a politician and a strategist.42

The crisis over the reoccupation of the Rhineland discredited the warnings of Beck and the other generals. This caution on the part of the Army High Command was to weaken its influence with Hitler as time went on. Hitler's intuition was consistently vindicated and the generals subsequently discredited. It was in this atmosphere that Manstein was promoted O.Qu. I (Oberquartiermeister I), in October, 1936, deputy to General Beck, the Chief of the General Staff. The new position carried with it the rank of Generalmajor.43 Manstein was, at last, a general, after thirty years of service. Unfortunately, the title "general" was becoming an epithet in Hitler's vocabulary.

The rearmament program progressed apace, and things went fairly smoothly during the first year that Manstein held his new post. Suddenly, early in 1938, the Blomberg-Fritsch scandal broke.45 On March 8, 1938, Schuschnigg,46 the Austrian Chancellor, announced that there would be a plebiscite on Sunday the 13th concerning Austria's union with Germany. Hitler first learned of what was afoot the afternoon of March 9th. He was furious with the attempt to thwart

42Manstein, Lost Victories, 274.
43One star General.
44Wheeler-Bennett, 363 following.
45I.M.T., Nuremberg, XX, 604.
his plans, but ever an opportunist, Hitler saw an opening. General Brauchitsch was absent from Berlin sitting on the court martial of General Fritsch, so the Führer summoned the Chief of the General Staff, General Beck, to meet with him the next afternoon. Manstein, as O.Qu. I, accompanied General Beck to the interview with Hitler on March 10. During the interview, Hitler reluctantly agreed to a partial mobilization of the Wehrkreis (military district) along the Austrian border in order to achieve the military occupation of that country. General Beck had to insist on this since otherwise, if any resistance occurred, the army would be too weak to guarantee immediate success. After receiving the Führer's orders, the two generals returned to their offices and began immediately drawing up plans. "The only plan which existed for military action against Austria had been drawn up to prevent Otto of Hapsburg reclaiming the throne." Beck and Manstein spent the remainder of the afternoon redrafting and adapting this plan to the new situation. Some of the necessary orders had to be sent out half an hour late simply because of the short notice given by Hitler. It has been suggested since the end of World War II by some historians that Hitler used the Anschluss to distract attention from the Blomberg-Fritsch scandal, but this is unlikely. When the tension of the Anschluss had subsided, Manstein found himself promoted out of his job, although he did return long enough to familiarize Beck's successor, General Halder, with his duties as the new Chief

48 Wheeler-Bennett, 377.
49 I.M.T., Nuremberg, XX, 604.
50 Bullock, Hitler, 427.
51 I.M.T., Nuremberg, XX, 604-605.
52 Wheeler-Bennett, 375-378.
of the General Staff.53

The courage and candor of Manstein in Hitler's presence dates from shortly after Hitler's assumption of Blomberg's office. During the interview which Hitler held for his generals probably on or around February 4, 1938, "General von Manstein was the only one to ask whether a 'Chief of the Armed Forces General Staff' would ever be appointed, to which Hitler replied that the way was open for that if the occasion should arise."54 Manstein thus boldly stepped forward to question Hitler's assumption of command of the Wehrmacht, considering the new arrangement unsatisfactory, especially if war should occur.

The shake-up in the army high command in the summer of 1938 resulted in Manstein's acquiring another star and a division. He was now Generalleutnant of 18 Division. Perhaps his removal from O.K.H. was a result of his exchange of words with Hitler mentioned above. This may be why General Beck was not removed from his post at this time, yet Manstein was.

Manstein's career as a divisional commander was brief and interrupted. During the occupation of the Sudetenland, he was temporarily Chief of Staff to Generaloberst Ritter von Leeb.55 Manstein returned to Liegnitz and his division after this phase of the "floral war"56 and buried himself in his work. He had been away from the troops since 1929.

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53 Wheeler-Bennett, 405; and I.M.T., Nuremberg, XX, 629. Note: There is some confusion as to when Manstein left O.K.H. Compare Wheeler-Bennett, 405; I.M.T., 629; & Manstein, Lost Victories, 21.
54 Keitel, Memoirs, 52.
55 Manstein, Lost Victories, 22, 565.
56 Leeb, Wilhelm Ritter von, Field Marshal, Commander-in-Chief of Army Group C, 1939-1940, Army Group North (Russia) 1941.
57 The welcoming of German troops into the Rhineland, Austria, and the Sudetenland by the populace throwing flowers led to their being referred to as "wars of flowers."
Chapter II

Chief of Staff Army Group South, Poland
The resignation of the Chief of the General Staff, General Beck, during the Czech crisis (August 1938), severed Manstein's last link with high level planning.\(^1\) He first learned of the existence of Case White, the plan for the invasion of Poland, during the summer of 1939.\(^2\) Actually, planning had started much earlier, when on March 25 Hitler had issued a statement to Keitel and Brauchitsch instructing them to initiate planning for possible hostilities with Poland.\(^3\)

Plans for war with Poland had even been in existence prior to this time, but since the Polish-German rapprochement in 1934 they had been gathering dust.\(^4\) The basic scheme of Case White had been worked out as early as 1928 by Generaloberst Fritsch, the Commander-in-Chief of the Army, who was later stripped of his office by Hitler in February 1938 as the result of a "diabolical party intrigue."\(^5\) On April 3, 1939, O.K.W. (Oberkommando der Wehrmacht) issued part of its "Annual Military Directive, 1939-40,"\(^6\) and as part of this directive, Arbeitsstab Rundstedt (Working Staff Rundstedt) was created.\(^7\) The staff included Generaloberst Rundstedt as Commander-in-Chief, Generalleutnant Manstein as Chief of Staff, and Colonel Guenther Blumentritt\(^8\) as Chief of Operations. In the event of mobilization, this staff would form the headquarters of Army Group South.

\(^1\)Wheeler-Bennett, 405.
\(^2\)Manstein, Verlorene Siege, 12.
\(^3\)I.M.T., Nuremberg, XXXVIII, Doc. 100 R, 274 and X, 513.
\(^4\)See Wheeler-Bennett, 71, 130, 140, 302.
\(^5\)Wheeler-Bennett, 302, 370-372, also mentioned above in Chapter I, 10.
\(^7\)Kennedy, German Campaign in Poland, 58-59.
\(^8\)Blumentritt, Guenther, later General, Chief of Staff to Rundstedt and his biographer.
The provisional headquarters had no peacetime counterpart, and almost all of the Arbeitsstab Rundstedt planning had to be carried on by two General Staff officers detailed to the project in the course of the summer. Rundstedt remained much of the time at his home, while Manstein and Blumentritt continued as division commander and O.K.H. Staff officer, respectively, working on the plans as an additional duty. Blumentritt's dual position in operational planning and normal training made it possible to camouflage many of the preoperational movements of troops as part of the annual training and maneuver program.9

Hitler approved O.K.H.'s plan for the invasion of Poland late in April, and "a directive embodying the army's campaign plan was sent by O.K.H. to Rundstedt... on 1 May for comment and elaboration, and initiated detailed planning by... Rundstedt's staff."10 The suggestions of Rundstedt and his staff were then incorporated into Case White during the remainder of the month. In essence, the plan called for a double envelopment of the Polish armies. The northern pincer (Army Group North) would strike south from East Prussia (Third Army and east from Pomerania (Fourth Army). The southern pincer (Army Group South) would strike northeast from Silesia and the Czech Protectorate with three armies in line (Eighth, Tenth, and Fourteenth). The pincers would close in the vicinity of Warsaw, hopefully preventing as many Polish units as possible from escaping eastward. Mopping-up operations would then follow.

How did Manstein feel about this new turn of events? Even up to the last minute, both he and Rundstedt felt that it was all a bluff; they expected another last minute settlement along the lines of the Munich Agreement. But it must be kept in mind that Manstein was an old Prussian, and therefore his feelings toward Poland were less than friendly:

9Kennedy, Campaign in Poland, 59.
10Kennedy, Campaign in Poland, 59.
Poland was bound to be a source of great bitterness to us after she had used the dictated peace of Versailles to annex German territories to which neither historical justice nor right of self-determination gave her any claim. For us soldiers she had been a constant cause of distress in the years of Germany's weakness. Every time we looked at a map we were reminded of...the mutilation of our Fatherland.11

In spite of this, Manstein was not the type to allow emotion to cloud his judgement. He was, first and foremost, a general staff officer, calm and alert in the worst situation. Consequently, he was much too shrewd not to see that Poland, in spite of her attitude, was a safer neighbor that the Soviet Union:

Whether we liked her or not, it was preferable to keep Poland between us and the Soviet Union...[if only because] Poland was still less dangerous as a neighbor than the Soviet Union.12

As planning progressed that fateful summer, Manstein remained convinced that the military preparations were just another means of putting pressure on the Poles. He had several reasons for this. Hitler had achieved an impressive string of diplomatic victories using similar methods of bluff and bluster, so why should they suddenly end? Besides, the grievances of the Reich were genuine. If Hitler was irrevocably bent on war, why had he stopped the army's Kriegspiel (wargame) of the Polish campaign, saying that it might affect the diplomatic scene?13 During the first part of August, Manstein must have frequently meditated on these and other related events as he continued in his dual role as 18th Infantry Division Commander and Chief of Staff to Army Group South.

11Manstein, Lost Victories, 24.
13Kennedy, Campaign in Poland, 60.
On August 19, Manstein and Rundstedt were ordered to attend a conference at the Obersalzberg on the 21st, called by Hitler to inform his military leaders of impending events. On this occasion, Hitler allowed no discussion to take place. He was determined not to allow a repetition of the painful scenes which had occurred just prior to the occupation of the Sudetenland. Manstein's account of the conference is most interesting and does not agree with several of the more lurid accounts.\textsuperscript{14}

Shortly before Hitler appeared, Göring\textsuperscript{15} came in. He was an extraordinary sight. Up till now I had assumed we were here for a serious purpose, but Göring appeared to have taken it for a masked ball. He was dressed in a soft-collared white shirt, worn under a green jerkin adorned with big buttons of yellow leather. In addition he wore grey shorts and long grey silk stockings that displayed his impressive calves to considerable effect. This dainty hosiery was off-set by a pair of massive laced boots. To cap it all, his paunch was girded by a swordbelt of red leather richly inlaid with gold, at which dangled an ornamental dagger in ample sheath of the same material.

\textsuperscript{16}I could not resist whispering to my neighbor, General v. Salmuth; 'I suppose the Fat Boy's here as a strongarm man?'

Manstein's description of the Reichsmarschall leaves little doubt that his feelings for the latter were quite contemptuous, but Manstein denied "that Göring, delighted at the prospect of war, had jumped on the table and yelled 'Seig Heil!'"\textsuperscript{17} Concerning Hitler, Manstein also denied that the Führer's speech contained any of the vile language (Schweinehund) that Wheeler-Bennett and other authorities attributed to it,\textsuperscript{18} because Hitler "was far too good a psychologist to think that he could impress a gathering of this kind with

\textsuperscript{14}Wheeler-Bennett, 447.
\textsuperscript{15}Göring, Hermann, Reichsmarschall, Commander-in-Chief of the Luftwaffe.
\textsuperscript{16}Manstein, Lost Victories, 28.
\textsuperscript{17}Manstein, Lost Victories, 28.
\textsuperscript{18}Wheeler-Bennett, 447.
tirades of bad language." It was Manstein's impression that Hitler was determined to bring the Polish crisis to a climax at that time. But this did not exclude a peaceful settlement, since during his address the Führer took special pains to develop the thesis that the Western Powers, Britain and France, would not risk war over Poland. After all, Germany was about to conclude a series of agreements with the Soviet Union, and "neither Chamberlain nor Daladier, Hitler contended, would take upon themselves the decision to go to war."

Manstein was not completely taken in by Hitler's speech, but he kept his reservations to himself. His natural caution as a staff officer and his previous close association with Pauk and Fritsche possibly influenced his attitude. "The British guarantee was certainly the only real obstacle to his [Hitler's] designs, but it was a pretty weighty one." The greatest surprise of the evening had been the announcement of the German-Soviet Non-Aggression Pact. Both Manstein and Rundstedt now expected an eleventh hour settlement simply because:

The pact with the Soviet Union now rendered Poland's position hopeless from the start. If Britain, virtually deprived of the weapon of blockade, were compelled to take the bloody course of attacking in the west in order to aid Poland, it seemed likely enough that, under pressure from the French, she would advise Warsaw to give in.

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20Manstein, Lost Victories, 29.
21Manstein, Lost Victories, 29.
Manstein and Rundstedt discussed the future as they drove back from Berchtesgaden, and Manstein stopped off at Liegnitz to spend a day with his family, firmly believing that Poland must now negotiate.

On August 24, the headquarters for Army Group South became operational with Rundstedt assuming official command at noon. On the following day at 3:25 P.M., the order came from OKH, confirming that operations were to commence against Poland at 4:30 A.M. on August 26. Manstein dined with Rundstedt the evening before hostilities were to start the two were in their quarters (the Monastery of the Holy Cross) in Neisse when a call came from OKH postponing operations.  

As a result of the late warning, Army Group A Headquarters had to take some drastic measures in order to prevent any serious incidents. One motorized column was barely stopped when a staff officer, at considerable risk, landed his Feiseler Storch aircraft in front of it in the dark. Army Group A was thus halted with only minor border incidents. Mobilization continued, however, necessitating a few changes in the invasion plan.

The reason for the last minute postponement was that Hitler, after an animated diplomatic exchange with Mussolini, momentarily lost his nerve. He was "deeply shaken" by the attitude of the Italians. It seems that the latter were having second thoughts concerning the Pact of Steel: thus Italy would not honor her promise to join Germany in the event that Britain and France

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23Manstein, Vaterlande Siege, 20-23; Lost Victories, 30.
24Manstein, Lost Victories, 32.
26Heller's Diary, I, 28 (August 26, 1939). Also 32-34. Hitler did not expect Britain or France to fight, but the firm British attitude forced him to revise this opinion. Mussolini tried to drive this home with the Ribbent during the diplomatic proceedings.
When O.K.H. sent out a second order on August 31, announcing that the opening of hostilities was set for the next day, the opinion of officers of the staff of Army Group South remained highly skeptical. "...partly as no mention was made of the negotiations having failed."

Preparations were made to halt the advancing armies in the event of a second postponement. Manstein and Rundstedt stayed up until midnight awaiting a second postponement order and when none came they retired. The next day was to be a long one for them.

The invasion of Poland began at 4:30 A.M. on September 1, 1939. The Poles were caught off balance despite the initial postponement and its consequent ramifications. On the German side, in most higher headquarters units, once the assault had begun, there was little to do but wait for situation reports to filter back to the Army Group headquarters. Manstein was particularly anxious about the performance of the mechanized and armored units, although he was not a member of that branch of the service.

Today it is easy to overlook the historical situation at the beginning of the Polish campaign, but at that time Blitzkrieg was an unknown quantity. The theories of armored warfare were just that: theories. There was strong opposition, even within the German Army, to these theories, and indeed, no

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28 Manstein, Lost Victories, 32.
29 Midnight, August 31, was the latest possible time at which a postponement order could be given in order to halt the troops moving to the attack. See Halder’s Diary, 1, 38 (August 30, 1939).
30 Manstein’s service branch was the infantry but he was responsible for development of the armored assault-gun shortly before the war. He later became a friend of Guderian, the tank expert in the army. Liddell Hart, The German Talk, 63.
one (with the exception of a few experts) expected that a country the size of Poland could be overrun in less than a month. But the Polish Army, tutored by the French, was completely unprepared for what was to be unleashed upon it. If the Polish High Command were aware of the German plan of campaign, they were certainly in no way prepared for it.

The Polish plan appears to have been an attempt to hold as much of Poland as possible by concentrating most of the available troops along the frontiers. It can only be surmised that the Poles—like their allies—expected to fight a World War I type of war, which would give them time to complete their mobilization.

The opening of the campaign went so smoothly that Manstein's chief complaint while at Neisse was the Spartan existence Rundstedt imposed upon the staff. As Manstein was something of a gourmet, he did not relish a steady diet of army bread and sausage for supper. Being a devout Christian, he had no objection to the ascetic surroundings of the monastery, but the menu certainly failed to pamper his taste for French cuisine.

In the German plan of operations, the main effort was to be carried out by Army Group South. For its role, the army group had been allotted three armies, the Eighth, Tenth, and Fourteenth. Of these, the Tenth was the strongest and was expected to lead the advance on Warsaw. The Eighth and Fourteenth Armies were to protect the flanks of the Tenth Army during its advance. In addition, the Fourteenth Army was given a secondary assignment; it was to sweep farther east, forming a second pincer after initial Polish resistance had been broken.

31 For a brief account see Liddell-Hart, The German Generals Talk, 94-95.
32 Kenneth, The Campaign in Poland, 55.

It is not the intent of this paper to go into detail concerning the conduct of overall military operations. Therefore, whatever details there will be condensed, summarized, or omitted.
To all intents and purposes, "Poland was already conquered strategically before a shot had been fired or a soldier had crossed the border." The Poles offered heavy resistance from the outset, but the tank spearheads, supported by the Luftwaffe, after tearing holes in the enemy front, proceeded to confuse and destroy communications. The Poles soon lost operational control. Thereupon, they were pushed into isolated pockets and destroyed piecemeal. The entire operation was concluded except for mopping-up, by the third week in September.

The only major crisis in the campaign for Army Group South occurred on its northern flank. Here the Eighth Army was spread extremely thin, covering the advance of the Tenth Army. Polish units, composing chiefly the relatively intact Poznan Army but also remnants of other groups, began concentrating for a stroke against the flank of the German advance. Both Manstein and Rundstedt were worried over this exposed flank and requested a cavalry unit for reconnaissance. Since this was not available, the 56th Infantry Division was sent by O.K.H. as a reinforcement. On September 10, the 30th Infantry Division was fiercely attacked by a superior Polish force estimated at between 2 and 3 divisions. The German unit suffered heavy casualties and lost some ground, but the Polish forces failed to achieve any decisive success.

As a result, the Army Group transferred XVI Panzer Corps and XI Army Corps to the Eighth Army, weakening its center, and with the assistance of Fourth Army (Army Group North) succeeded in encircling this force. Resistance in the pocket collapsed on September 18 after several attempts by the Poles.

33 Blumentritt, Panzermacht, 42.
36 Hitler's Diary, I, 34 (September 7, 1939).
to break out had failed. This was the largest encirclement battle of the campaign and bore a strong resemblance to later actions in Russia.

On September 17, the Russians crossed Poland's eastern frontier. At this point further Polish resistance became pointless, but heavy fighting continued in certain areas as the Germans strove to break contact and withdraw behind the demarcation line. On the same day, the citadel of Brest-Litovsk surrendered to the commander of XIX Panzer Corps, General Guderian.

Manstein and Rumstedt were visiting the former's old command, the 18th Infantry Division, in Warsaw's suburbs when the Polish offer to surrender was received. The next day (September 28) the garrison of Warsaw surrendered. There followed a readjustment of the demarcation line between Germany and the Soviet Union, during which there were several incidents between their respective forces. These were settled by local commanders on the spot.

On October 5, the Germans held a victory parade in Warsaw. Hitler was present, and while there he snubbed the generals who were his hosts by walking out of their luncheon to dine with a group of soldiers at a field kitchen. This offended Manstein; he felt that the Führer's behavior was inexcusable.

The swift German victory over Poland was especially sweet for Manstein. He was very proud of the rebuilding of the German Army in which he had had a hand. Thus far it had proven its mettle. But more than that, the army had found a means of preventing a regression to positional warfare. The "iron-mongery" of the last war had succumbed to mobile operations.

On October 15, Colonel Heusinger, one of General Halder's aides, visited the Southern Army Group's headquarters at Iaşi. He brought the c...
that Manstein had been waiting for. The Army Group headquarters was to be trans-
sferred to the west at the end of the month. In the meantime, Manstein was to
report to O.K.H. at Zossen on the 21st. While there, he would be briefed and
given the operational orders for the Army Group (now renamed Army Group A).^1

On his way to Zossen, Manstein found time for a short side trip to
Breslau. There he visited his family and a brother-in-law who had been ser-
iously wounded in the campaign.42

41Manstein, Verlorene Siege, 59-60.
42Manstein, Verlorene Siege, 60.
Chapter III

The Hitler-Manstein Plan Sept. 1939-Feb. 1940
The war in the west did not get under way until September 3, 1939, when Britain and France belatedly declared war on Germany at 11:17 A.M. and 5:00 P.M., respectively. The casus belli was Germany's invasion of Poland, which had earlier been given a guarantee by the British.

The Anglo-French declaration of war, if not a shock, came as a mild surprise to the Nazi hierarchy which had perhaps been hoping that once again the western powers would come to terms, as they had done previously.

Hitler's intent, initially at least, was to leave any offensive action on the western frontier to his antagonists, since Germany had already committed three-fourths of her strength in Poland. In doing so, Hitler and the O.K.H. had taken a gamble that the Anglo-French allies would not risk a major offensive against the highly touted "West Wall", which being incomplete, was by no means capable of holding a determined offensive. The calculated risk taken by Germany reinforced Hitler's faith in his "intuition", for the victors of 1918, handicapped by outdated doctrines, had little faith in offensive operations. In an attempt to save face, the French army did undertake a minor offensive operation in the Saar area but quickly withdrew from German territory at the end of the Polish campaign, and nothing came of these operations. The Allies thus cast away their only opportunity to render any effective aid to Poland and in less than a month she was crushed.

By the end of September the danger of an Allied offensive in the west had disappeared, since Germany had rapidly transferred units from Poland to the west as soon as they were no longer needed there.

On October 6, after Hitler's return from the Warsaw victory celebrations, he made a belated attempt to reconcile his differences with the western powers.

1Wheeler-Bennett, 460.
2Trevor-Roper, Blitzkrieg, 5-8.
hoping that they would accept his *fait accompli*. In a speech to the Reichstag, he stated:

My chief endeavor has been to rid our relations with France of all trace of ill-will and render them tolerable for both nations. . . . Germany has no further claims against France, and no such claim shall ever be put forward. I have refused even to mention the problem of Alsace-Lorraine. . . . I have always expressed my desire to bury forever our ancient enmity and bring together these two nations, both of which have such glorious pasts. . . . I have devoted no less an effort to the achievement of an Anglo-German understanding, say, more than that of Anglo-German friendship. . . . I believe even today that there can only be real peace in Europe and throughout the world if Germany and England come to an understanding. . . .

Why should this war in the west be fought? For the restoration of Poland? The Poland of the Versailles Treaty will never rise again. This is guaranteed by two of the largest states in the world [i.e. Germany and the Soviet Union].

The result of this speech was that:

Every paper in Germany at once broke into headlines: "Hitler's Peace Offer. No war aims against France and Britain. Reduction of armaments. Proposal of a conference." But any hopes the Führer may have harbored were shattered when his "Peace Offers" were rejected by the Anglo-French governments within a week (the French on October 10, and the British on October 11).

In any case, it is doubtful if Hitler had any real intent to negotiate, since on September 25 and 27, even before the offer had been extended, he had ordered preparations for an offensive in the west. On October 10, Hitler held a meeting of his Chiefs of Service: the same day O.K.W. issued "Directive No. 6 for the Conduct of the War." This directive (predated March 9, 1939) outlined an offensive in the west, its main objective being to occupy Belgium, Luxembourg, and the Netherlands and thereby to seize enough of the Channel Coast so that the German Navy and Luftwaffe could establish bases for further

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2 Bullock, Hitler, 556-557.
3 Bullock, Hitler, 557. Taken from the WArtfaier Secret S'aec.
operations against the British Isles. This would also eliminate any immediate Allied threat to the Ruhr industrial complex. "The attack is to be launched if conditions are at all possible," Hitler ordered. "This autumn."  

O.K.H. gave the directive a chilly reception, voicing many objections to the proposal. To begin with, it was not Hitler's duty to make detailed suggestions to the Army High Command concerning the conduct of operations (tactics), and both Brauchitsch and Halder were incensed at this superintending of their function by Hitler. His plan also involved violating the neutrality of the above mentioned countries which had only shortly before been given assurances that this would not happen. O.K.H. vividly remembered the resulting stigma this had occasioned in 1914. Further, O.K.H. felt that an offensive in the west was an extremely risky operation, not only because the relative strengths of the parties involved were approximately equal, but also because O.K.H. took a pessimistic view of the reliability and offensive fighting value of many of the newly formed infantry divisions. Brauchitsch's personal assistant from 1939 to 1941, General Siewert, related that

Field-Marshal von Brauchitsch was dead against it [Hitler's plan] . . . [He] did not think that the German forces were strong enough to conquer France, and argued that if they invaded France they would draw Britain's full weight into the war. The Führer discounted this, but the Field-Marshal warned him: "We know the British from the last war - and how tough they are."  

The result of this continuing disagreement was that relations between O.K.W. and O.K.H. became more and more strained as the date of the offensive approached.

8There were 136 German Divisions against 135 Allied units. See Eoin Montrose, War Through the Ages, New York: Harper Brothers, 1968, 806.  
9Brauchitsch's Diary, I, 22 (October 5, 1939).  
(November 12) neared. OKH, at the suggestion of certain dissatisfied elements within and without the army, began to think seriously of taking matters into its own hands, and for a time talk of a coup d'etat circulated in high army circles. Brauchitsch, with Halder concurring, urged the Führer to abandon his offensive plans. He suggested that a diplomatic solution would be in Germany's best interest.

This hesitation by OKH was manifested in its planning, which remained strictly defensive until prodded into activity by Hitler. He could not understand the attitude of OKH; their defensive plans and passive resistance irritated him. This “Spirit of Dresden” had no place in his plans and only served to reinforce his mistrust of the army. He was constantly worried about the Soviet Pact, as were his generals, but with the difference that they had no faith in any offensive in the west.11

The rejection of Hitler's "peace offer" by Chamberlain served to strengthen the Führer's hand against his generals, and their plans for a coup fell through when General Fromm,12 the Commander of the Home Army, rejected the overtures of the conspirators. Fromm reasoned that any attempted coup was bound to fail, since the German Felderay (G.I.) having complete faith in the Führer, could not be relied upon in such circumstances. Besides, the Luftwaffe and SS (both strongly Nazi) would be strong enough to break any attempt by the army, especially when Hitler's popularity was so great that such action by the army would appear completely unjustified in the eyes of the German people. The conspirators grudgingly admitted that Fromm's view was probably correct.

11Compare Wheeler-Bennett, 463-471; Bullock, Hitler, 556-559; and Liddell Hart, The German Generals Talk, 107 following.
12Fromm, Friedrich, Generalfeldmarschall, Commander-in-Chief of the Home Army, up to the July 20, 1944 plot.
O.K.H., confronted with Hitler's offensive plan, could see only defeat ahead. Earlier, on September 30, O.K.H. had submitted a memorandum to O.K.W. outlining defensive operations for the west. This was now overruled by Hitler's directive of October 9. The best that O.K.H. could hope to do in these circumstances was to play for time while awaiting a change of weather which would make any offensive operation impossible. Hitler, evidently tired of the delay, issued a further directive on October 18, which supplemented and amplified his directive of October 9. The next day (October 19) O.K.H. stirred to activity, issued its first operations order (Case Yellow) concerning a western offensive. The plan, as expounded by O.K.H., was merely a translation of Hitler's order into fact. For the proposed offensive, O.K.H. established three army groups, (A, B, & C) and an army detachment (Armee-Abteilung N); these were to control the various armies, corps and divisions. Army Group B, which was to carry out the main effort of the offensive, was assigned three armies: the 18th, 6th, and 4th. It was to advance westward through Belgium and the southern Netherlands to the coast and then turn south, advancing as far into France as possible. Army Group B was made extremely strong in order to carry out its role, receiving thirty infantry divisions, nine Panzer divisions, and four motorized infantry divisions, nearly half the German aggregate strength (102 divisions). Armee Abteilung N, a weak army, was given the task of overrunning the rest of the Netherlands. Army Group A, with Manstein as Chief of Staff, was given two armies, the 12th and 16th (22 infantry divisions). Its role was to advance across the Meuse River to the south of Army Group B, giving the latter flank protection and maintaining contact with Army Group C. The latter, with the

13Outline in Feller's Diary, II, 17 (Sept. 26, 1939).  
14Recor-Riper, Blitzkrieg, 14-15.  
15This appears in Manstein, Verhorene Siege, 620-623.
armies, the 1st and 7th (18 infantry divisions), was to hold the "West Wall" from Luxembourg to the Swiss frontier, tying down as many French troops as possible. This plan was later slightly modified on Oct. 29, but remained basically the same for the time being.  

Manstein arrived at Zossen (O.K.H. Headquarters) on October 21, and was quickly contaminated with the gloom and uncertainty which surrounded his superiors. He had been in rather high spirits before his arrival, the reason being that he and his staff had narrowly escaped from the thankless task of organizing the military government of Poland. Now, here he was at Zossen expecting to be briefed on the new assignment of Army Group A in the west. Thus began for Army Group A Headquarters and particularly Manstein "the winter of our discontent." Manstein's briefing at Zossen brought him back into the fog engulfing O.K.H., which he had left after the Frhr. von Ritsch scandal. He became keenly aware of what had come to pass.

It was perfectly evident from the remarks of these three gentlemen [Halder, Stülpnagel, and Griefenberg] that O.K.H. had issued a war plan forced on it by Hitler. They as well as the Commander-in-Chief himself [Frohnauchitsch] obviously took a thoroughly negative view of the idea of an offensive in the west and did not consider it the proper way to bring the war to a close.  

After concluding his interviews, Manstein left Zossen thoroughly depressed by what he had learned. During the next few days, he pondered over what had taken place. One of his greatest fears had been realized; Hitler had reduced O.K.H. to a mere executive body and was now personally directing the conduct of the war. Thus Manstein arrived at Coblenz (Army Group A's Headquarters) on Oct. 24, the bearer of more ill-tidings.

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16 See Manstein, Lost Victories, 95-97, and Vercors see, 623-625. (the revised plan).
17 Manstein, Lost Victories, 67.
18 This is Manstein's phrase taken from Shakespeare's Richard III.
19 Halder, Franz, Generaloberst, Chief of Staff, O.K.H.
20 Manstein, Lost Victories, 71; & Vercors Siege, 67 following.
What bothered Manstein equally as much, if not more, was the plan of operations which he had been given. Fall Gelb, Hitler's envisaged western offensive, seemed completely inadequate to him. Initially Manstein was reminded of the famous Schlieffen Plan of 1914, and "found it humiliating, to say the least, that our generation could do nothing better than repeat an old recipe, even when this was the product of a man like Schlieffen." In Manstein, this approach seemed obvious and therefore not much could be expected of it since the Allies would have taken all the necessary precautions to meet it. Later, after he had given more consideration to the plan, Manstein realised that although similar to the Schlieffen Plan in several respects, it was actually a new plan altogether. The plans had two similarities; both specified that the main effort was to be placed on the right wing (north), and both planned to violate the neutrality of the Low Countries (at least Belgium). These were their similarities. Their differences were many. The Schlieffen Plan had been designed as a knockout blow, enveloping the French armies in the Verdun-Toul-Nancy-Épinal fortifications by sweeping through Belgium, thence west to Paris, and turning to crush the foe on his own border defenses. But in 1939, the strategic problem was quite different. The surprise which Germany had hoped for and achieved in the first war by violating Belgian neutrality was not to be expected again. Worst of all:

The 1939 operation plan . . . contained no clear-cut intention of fighting the campaign to a victorious conclusion. Its object was quite clearly, partial victory (defeat of the Allied forces in northern Belgium) and territorial gains (possession of the Channel coast as a basis for future operations).22

Manstein was aghast when the enormity of what had happened sank in. Hitler was risking Germany's one trump, the army's offensive potential, for a

21 Manstein, Lost Victories, 48.
22 Manstein, Lost Victories, 99.
Manstein found it hard to accept this plan as the final solution, and soon after his return from Zeessen he was busy working out a new plan of operations which would, in time, end both Hitler's and O.K.H.'s fears in the west at least temporarily. Manstein, to be sure, did not realize it at the time.

As he saw it, there was a way to achieve a decisive victory, and only a decisive victory was worth the risk which a major offensive involved. He did not come up with a complete solution immediately, but by gradual stages. Nonetheless, even in the early stages, the basic elements of the plan were all present. Using one of the oldest ruses in military history, Manstein's plan relied on the principle of the ambush on a grand scale. The bait for the trap was to be supplied by Army Group B which would make a frontal attack through the Low Countries north of the Ardennes Forest. German intelligence knew that secret conversations were being carried on by the French and Belgian General Staffs, and it did not take a great deal of insight to guess what they were discussing. In addition, it was general knowledge that Britain, for strategic reasons, would be irrevocably opposed to any German attempt to seize this area.

Basing his plan on this information, Manstein concluded that any strong forward push made by Army Group B would provoke a rapid Allied advance into the Low Countries. Therefore, he proposed a feint by Army Group B, taking advantage of the precedent of 1914, which would act as a "matador's cloak", drawing the Allied left-wing forward out of its prepared defensive positions.

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23The extent of Belgium's commitment to the Allies was revealed during the course of the winter as the Germans issued their attack orders and moved to assembly areas no less than thirteen times between Nov. 7, 1939 and May 16, 1940. This constant stop and go on the part of Germany led the Allies to reveal their intentions (Plan D). See Blumentritt, Feldpost, 60; and Walter Warlimont, Inside Hitler's Headquarters, 1939-45, New York: F. A. Praeger Publishers, 1964, 52. Hereafter cited as: Warlimont.
into the central Belgian plain. If this happened, they would be isolated by Army Group A, which would be lying in wait, concealed in depth along the German frontier in the Eifel area, adjacent to the Ardennes. As the Allied armies advanced, Army Group A would launch a sudden attack through the Ardennes toward Sedan, where it would cross the Meuse River (between Sedan and Namur), hopefully achieving a breakthrough. If this occurred and nothing went drastically wrong, Army Group A would then thrust westward across northern France heading for the Somme Estuary. This stroke would cut off the advancing Allied left wing, which would then be destroyed either while pinned to the Channel, or surrounded in central Belgium. Immediately thereafter, having achieved the destruction of the left wing, both Army Groups would turn south advancing across the Somme-Aisne River line on a broad front. By this time, the Germans would have a decisive numerical superiority. The advance would then swing back eastwards turning the Maginot Line, which would then be breached by Army Group C. After this had been achieved, if France had not already surrendered, a pursuit would follow and the remainder of that country would be overrun. In order to fulfill its newly proposed role, Army Group A would need a strong reinforcing, which could only be achieved by transferring units from Army Group E.

In general outline, the proposed plan resembled Napoleon's celebrated victory over the Russians at Austerlitz in 1805. Even the final result envisaged by Manstein was similar; Germany would achieve a temporary hegemony of the continent.

It seems strange that having conceived such a brilliant plan, Manstein would face so much opposition before getting it adopted. Clearly, it had a

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24 Manstein, Lost Victory, 103-105; and Operation Siegfried, 190-191.
great deal more to offer than the current O.K.H. plan, for it contained the seeds of decisive victory without increasing the risk of the attacking party.

During the last week of October, Manstein unfolded his brain child to his chief, Rundstedt, and several other members of the Army Group Staff. They were quite taken with it; so much so, that on the 31st Rundstedt sent a letter to O.K.H. In this letter, Rundstedt pointed out that: "The Operations Orders of 19th and 24th October could not have a decisive effect on the war."25 He went on to outline Manstein's plan and suggested its adoption in place of the current operations plan.26

Unfortunately the letter was ignored by Halder and Brauchitsch, who were at this time frantic, searching for some means of stopping, or at least delaying, the beginning of Hitler's western offensive. During the same week, they had persuaded Generaloberst von Reichenau27 to see Hitler. They hoped that he might be able to talk the Führer around to their point of view. But Reichenau was unable to achieve anything.28 His former influence with Hitler had vanished and his insistence served only to provoke "serious quarrels."29 Reichenau's frankness so piqued the Führer that for a time the two ceased to be on speaking terms. After his failure, Reichenau returned to Sixth Army Headquarters, temporarily withdrawing from the political field.25 The conduct of

25Manstein, Lost Victories, 105.
26This letter appears in Manstein, Verlorene Siege, 625-626.
27Reichenau, Walther von, Field Marshal (1884-1942). He was probably Hitler's favorite pre-war Army General, having been suggested as a candidate for the post of Commander-in-Chief of the Army by Hitler several times. See Wheeler-Bennett, 301, 302, 309, 310, & 372.
28See Manstein, Lost Victories, 85; Weil, Gunther, 59-60; and Reichenau Memoirs, 101.

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a man like von Reichenau is significant,' wrote von Hassell in his diary on October 30, 1939. 'He always hears the grass grow.'

This setback left Brauchitsch in the lurch, for now he would personally have to face Hitler. He may have felt unsuited for such a role since 'a meeting with Hitler seemed actually to have some physical effect on him, indeed he often appeared practically paralysed.' But regardless of this, he knew what his duty was and on October 27, he went to see the Führer. That evening he returned to Zossen, 'tired and dejected,' having suffered the same fate as Reichenau.

Apparently, Brauchitsch was under the impression that if he could marshal enough evidence supporting his case and show it to Hitler, the Führer would bow to reality and withdraw his orders. Therefore, on an inspection tour of the front on November 2 and 3, he and Haider busied themselves in collecting data which would support their contention that the army was unready for a winter campaign. However, when they arrived at Coblenz, their fact-finding mission hit a snag. Manstein, with Fritsch's approval, took advantage of the opportunity to bring forward his plan. He directly confronted the Commander-in-Chief with his proposal to shift the main effort of the attack to Army Group A and asked that it be reinforced to include a third army and strong armored forces. Brauchitsch brushed him aside with the remark that he 'only wished he could spare them.'

31Warlitz, 61.
32Haider's Diary, II, 39 (October 27, 1939).
33Haider's Diary, II, 42-43 (November 2-3, 1939).
34Manstein, Lost Victories, 107.
to badger Brauchitsch, who softened a little under the persistent barrage. In the end, "he did promise an armored division and two motorized regiments from army reserve." While giving in, Brauchitsch made it painfully clear that both he and General Halder had "strong reservations" regarding the chances of success of any offensive. This defeatist outlook on their part was anything but reassuring. The unsettling effect of Halder's and Brauchitsch's remarks plus their eagerness to note the smallest complaint reinforced the misgivings of those present.

To compensate for this impression, Colonel-General v. Rundstedt himself addressed the generals of the Army Group a few days later. By indicating the operational standpoint of his own staff, he showed them that there was actually every prospect of a victorious decision in the west, even if it were not expedient to take the offensive before spring.

Brauchitsch and Halder returned to Zossen, their notebooks filled with arguments to answer Hitler's demands. They spent the following day compiling a "counter-memorandum", hoping that it would bring Hitler around. If they could do this, then the Führer must surely see the error of his ways and cancel the offensive.

It was a nervous Brauchitsch who left Zossen that rainy day heading for what he hoped would be a rewarding interview with Hitler. Significantly, Halder did not accompany his chief; perhaps he too "could hear the grass grow."

35Manstein, Last Victories, 107.
36Wheeler-Bennett, 465.
37Manstein, Last Victories, 107-108.
38Hitler's Diary, XI, 41-44.
Hitler, who may have suspected that something was afoot, received his Commander-in-Chief in the main conference room of the Chancellery, under the bust of Bismarck, instead (as would have been more usual) of one of the smaller antechambers. After a certain amount of verbal shadow boxing, in an atmosphere that must have been anything but comfortable, Brauchitsch declared that 'O.K.H. would be grateful for an understanding that it and it alone would be responsible for the conduct of any future campaign.'

Hitler swallowed this remark "in icy silence." Brauchitsch continued, elaborating on the miserable condition of the troops. Impossible weather conditions had adversely affected the morale of the army.

Hitler countered by pointing out that 'the enemy also suffers under bad weather.' and besides, the weather would also be unfavorable in the spring. He added that the offensive must occur; there was no other effective means of protecting the invaluable Ruhr industrial complex.

Brauchitsch saw that the Führer was unmoved, and in a fit of despair he made a final effort to obtain a cancellation of the offensive. Unwisely, he told Hitler that the new infantry divisions were sadly below the standards of the famous German Infantry of 1914, deliberately exaggerating what was merely slackness and bad behavior as a result of the prolonged alert, into incipient mutiny reminiscent of 1918. To back up his allegations, Brauchitsch mentioned the misconduct of soldiers on trains as proof of the deterioration of discipline. (It is a common experience that the discipline of a unit or

40 Clark, Barbarossa, 4.
41 Halder’s Diary, II, 45 (November 5, 1939).
42 Himmler, Rosenberg, B; & Halder’s Diary, II, 45.
43 Halder’s Diary, XI, 45 and VIII (II, 9).
even individual soldiers is reflected by their behavior in transit. 44

This was too much for Hitler. "He was absolutely convinced that 'his' infantry was very bit as outstanding as that which he himself had seen as a soldier in 1914." 45 He demanded proof from Brauchitsch. The Army Chief made an effort to avoid being nailed down, telling Hitler that he would be sent documentary evidence. This evasion did not fool Hitler; he had "smelled a rat." 46

There followed a scene which Halder, in gross understatement, later described as "most ugly and disagreeable." 47 Hitler called in Keitel, and in his presence he proceeded to castigate Brauchitsch and his kind. 48 The Commander-in-Chief of the Army made a feeble attempt to defend himself but was no match for Hitler. By the time he was finished, Brauchitsch had wilted. Hitler promptly turned and walked out, slamming the door. 49 Brauchitsch, apparently unable to speak, turned and fled back to the safety of Zossen, where "... he arrived in such poor shape that at first he could only give a somewhat incoherent account of the proceedings." 50

This fateful conference ended Brauchitsch's attempt to dabble in politics. Whatever thread of confidence that had existed between himself and Hitler was now gone; his attempt to obtain a cancellation of the western offensive had only succeeded in reinforcing Hitler's determination to see it through. Hitler had again demonstrated that in a showdown his generals were out of their element. Brauchitsch had folded in the crisis, just as had his predecessor Fritsch. 44

44 Halder's Diary, II, 9.
45 Himmler, Himmler, 54.
46 Wheeler-Bennett, 470-471.
47 Clark, Barbarossa, 5.
49 Keitel, Memoirs, 102.
50 Clark, Barbarossa, 5.
Manstein and his companions at Army Group A, ignorant of what had happened the previous day, sent a second note to OKH, again advancing their plan. This note achieved nothing; evidently the people at Zossen were still recovering from the events of November 5. Manstein personally was not aware of Brauchitsch's ordeal, since no one bothered to inform him of the above mentioned events until January 18, 1940, when Colonel Heusinger, the current G.S.O. I at OKH, told him that Brauchitsch had avoided seeing Hitler since then.\(^{51}\) It was during this conversation that Manstein learned the extent of the gulf between OKH and Hitler.

On November 7, the offensive, due to start the 12th was postponed for a few days because of continued heavy rains and mud, which severely hampered movement. This set the entire operation back at least two days and the countdown operation had to be recycled.\(^{52}\) The rain did not let up, and the next few days were spent trying to straighten out the resulting confusion of marching and counter-marching columns.

While this was in progress, Army Group A received the following teleprinter message on November 12 from OKH.

\emph{The Führer has now directed that a third group of fast-moving troops will be formed on the southern wing of Twelfth Army or in the sector allotted to Sixteenth Army, and that this will be directed against Sedan and the area east of it taking advantage of the unwooded terrain on either side of Arlon, Tintigny and Florenville. Composition: H.Q. 19 corps, 2 and 10 Panzer Divisions, one motorized division, the Leibstandarte and the Gross Deutschland Regiment. The task of this group will be:

(a) To defeat mobile enemy forces thrown into southern Belgium and thereby lighten the task of Twelfth and Sixteenth Armies;
(b) To gain a surprise hold on the west bank of the Meuse by or southeast of Sedan, thereby creating a favorable situation for the subsequent phases of the operation, specifically in the

\(^{51}\) What Heusinger probably meant was that Brauchitsch only saw Hitler on official business, since it is known that the two met occasionally during this period. Manstein, Last Victories, 87. Compare with Warlimont, 61.
\(^{52}\) Heusinger Diary, II, 46 (November 7, 1939).
event of the units under Sixth and Fourth Armies proving unsuccessful in their own sectors.\textsuperscript{53}

This order came as a complete surprise at Army Group A Headquarters. The opening sentence made it clear that O.K.H. was not the author of the move and did not endorse it. Manstein at the time speculated that General Busch\textsuperscript{54} had initiated the move, for he had recently seen Hitler and was also cognizant of Manstein’s point of view.\textsuperscript{55} Nonetheless, Manstein in his memoirs readily admits that the idea may have been Hitler’s own. “He had a keen eye for tactical openings and spent much time brooding over maps. He may have realized that the easiest place to cross the Meuse was at Sedan.”\textsuperscript{56}

The reception of this order at Coblenz was a mixed one. Everyone was glad to see a Panzer Corps assigned to the Army Group. But since it appeared that Hitler “. . . wanted — as he always did — to go for every tempting objective at once,”\textsuperscript{57} at the expense of weakening critical sectors, even Manstein was dubious.

When General Guderian, The Commander-in-Chief of XIX Panzer Corps, arrived at Coblenz he was not slow to voice his dissatisfaction with the corps’s new task. Ever since the creation of the first armored divisions, his motto had been "to punch hard one place at a time.”\textsuperscript{58} But Manstein soon changed Guderian’s mind. Directly after the tanker’s arrival, he asked Guderian to pay him a visit. When Guderian arrived, Manstein outlined his ideas to the Panzer expert, asking him to examine their feasibility from his own experience.

\begin{itemize}
\item \textsuperscript{53} Manstein, Lost Victories, 108; & Verlonne Siege, 106.
\item \textsuperscript{54} Busch, Field Marshal Ernst von, then Generaloberst, Commander-in-Chief of Sixteenth Army.
\item \textsuperscript{55} Warlimont, 62.
\item \textsuperscript{56} Manstein, Lost Victories, 109.
\item \textsuperscript{57} Manstein, Lost Victories, 109.
\item \textsuperscript{58} Manstein, Lost Victories, 109, & Verlonne Siege, 106.
\end{itemize}
After a detailed examination of the plan, Guderian told his host that the operation could certainly be carried out if the forces assigned were made sufficiently strong. Never one to do things by halves, he suggested that a "sufficient number of armored and motorized divisions must be employed, if possible all of them." This expert's support was a welcome relief to Manstein, who, despite his experience in the conduct of mobile operations, knew that if he were to succeed, he would need all the support he could muster.

The unflinching support of his comrades at Coblenz encouraged Manstein to continue his struggle to get the new plan adopted. Unfortunately, the furor caused by Brauchitsch's interview with Hitler on November 5 had not yet subsided. Hitler, in an effort to eliminate the "go-slow" attitude lingering in the army, had scheduled a series of lectures during November for the leaders of the armed forces. The first talk was delivered by Goebbels, the second by Göring, and the last on November 23 by Hitler himself. The main theme expressed at these meetings was that although the Luftwaffe and Navy had proven their faith, there still existed within the army's ranks a lack of confidence in the regime. Therefore, it was the duty of the army leaders, its generals, to pass on this confidence to the other ranks which they had thus far failed to do. This was another reminder by the party that it was not finished with its attempts to bring the "New Order" to the army. Naturally all this was resented by O.K.H. and most of the senior generals, except possibly Keitel and Jodl.

59Guderian, Panzer Leader, 89.
60Fluenteit, Rundstedt, 54.
61Guderian, Panzer Leader, 85.
In order to prepare for the last of the lectures, O.K.H., called a meeting of all the commanders of armies and army groups, to be held at Coblenz on November 21. Their ostensible reason was to discuss preparations for the still pending western offensive. During the discussion Brauchitsch deliberately snubbed members of Army Group A's staff by refusing to let them take the floor. Brauchitsch probably desired to avoid any unnecessary rift in the army's ranks at this juncture so that the generals could present a solid front in Berlin on the 23rd. This slight did not go unnoticed, but all that Rundstedt and Manstein were willing to do at the time was to submit a memorandum stressing the need to change the entire operations plan.

Hitler's speech to his commanders on the 23rd lived up to all expectations. His opening remarks were "well considered and convincing," but his scathing attack upon O.K.H., and the army generals as a group, "whom he accused of constantly obstructing his boldness and enterprise," was one of the most biased statements Manstein ever heard Hitler make. These intemperate words caused Brauchitsch afterwards to tender his resignation, but Hitler refused to listen to him.

The army generals suffered this censure in silence. Only General Guderian took any positive action and he did not accomplish much more than his fellow travelers. He first sought support from his peers, but they refused to do

63Manstein, Lost Victories, 110.
64Manstein, Lost Victories, 88.
65See Wheeler-Bennett, 473-474; & Bullock, Hitler, 568.
66Guderian, Parler leader, 86-88. It is quite possible that during this trip to Berlin, Guderian dropped a few hints concerning Manstein's plan to the right places, even though there is no evidence confirming this. See also Warlimont, 62.
anything. Reichenau was not on speaking terms with Hitler and Rundstedt refused to jeopardize Brauchitsch's position further. During a visit with Hitler on November 24, accompanied by Busch and Guderain, Rundstedt judiciously avoided any conversation which might have tended to weaken Brauchitsch's feeble hold on his office. Discussion was limited to the projected role of Sixteenth Army and XIX Panzer Corps. Anyway, Hitler had been the one to suggest their visit and he was interested in other things. In Directive No. 8, issued November 20, he had ordered:

(a) All precautions will be taken to enable the main weight of the attack to be switched from Army Group E to Army Group A should the disposition of enemy forces at any time suggest that Army Group A could achieve greater success.

It was, no doubt, Guderian who suggested to Hitler that XIX Panzer Corps be reinforced. Hitler must have agreed, for soon afterward O.K.H. ordered XIV Motorized Corps into Army Group A's rear area. But, miffed at these "backstairs" machinations, O.K.H. retained operational control of the corps.

It is not known to what extent Hitler was influenced by sub rosa contacts between O.K.H. and Army Group A. Colonel Schmundt, Hitler's aide, and later General Warlimont, of O.K.W. Section I, both served as unofficial couriers, but until his relief as Chief of Staff, Manstein hesitated to circumvent "proper channels." Lieutenant Colonel Tresckow and Colonel Blumentritt were less inhibited. Tresckow, being a close friend of Schmundt, did not hesitate to take advantage of the situation and even Rundstedt appears

67 Manstein, Lost Victories, 111.
68 Trevor-Roper, Blitzkrieg, 16-18.
69 Tresckow, Manning von, Later Generalleutnant, Chief of Staff to Army Group Center (Russia). Implicated in the July 20 plot, he committed suicide shortly thereafter.
to have given tacit support to what went on. Late in November, Manstein was pressed by his two aides (Blumentritt and Tresckow) to allow Schmundt to take a copy of his latest memorandum to O.K.H. back with him. But Manstein refused to allow this until Rundstedt intervened.70

Army Group A's plan received another cool reception at O.K.H., where Jodl unwittingly supported O.K.H.'s stand in a rare example of cooperation and agreement between the two rival staffs.71 Thus it is not known if Hitler ever actually saw the plan before the middle of February, 1940.

The move of XIX Motorized Corps into Army Group A's rear area sent Manstein's hopes soaring. Although this reinforcement was only a fraction of what his plan called for, it was another step in the right direction. Hoping for more, he promptly sent another note to O.K.H. on November 30: however O.K.H. remained silent. In an effort to jar something loose, Manstein sent yet another note, in the form of a personal letter to General Halder, on December 6. It contained the entire new operations plan. It appears that, at least in Manstein's eyes, Halder would be more likely to see the merits of his plan. But Manstein's regard for the Chief of the General Staff was unfounded. Halder did mention the letter to Brauchitsch and that was as far as it went.72

Manstein waited until December 15 for a reply to his letter, but none came. At this point, he lost his temper, and in a belligerent mood, rang up Stülpnagel, the O.Qu. I at O.K.H. demanding to speak with Halder. To his astonishment, Halder came to the phone.

70 Manstein, Lost Victories, 69, 111; & Warlimont, 52, (Note 18).
71 Warlimont, 52, (Note 18).
72 Halder's Diary, III, 1 (December 7, 1939).

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While conceding that our views [Army Group A's] largely coincided with those of O.K.H., [Halder] insisted that latter's orders regarding 19 and 14 Corps did not establish a new focal point for the offensive, but merely provided for the possibility of creating one if the need were to arise. "Owing to influences beyond our control, [i.e., Hitler] he added, 'the decision as to where the main effort will be made has changed from a problem of planning to one of command during the operation itself." [Halder] assured me [Manstein] that the army leaders entirely agreed with us, but were under strict instructions to leave the main effort in Army Group B or, alternatively, to allow for a shift of this effort in the course of the offensive.73

Manstein's perseverance seemed to bring dividends. Halder had finally broken O.K.H.'s official silence. But several days later, on December 18, Manstein was disillusioned. During a conversation with Generalmajor Warlimont, Jodl's deputy, he learned "that O.K.H. had never submitted any recommendations to Hitler on the lines suggested by us."74 Halder had evidently been leading him on. This double-dealing by O.K.H. embittered Manstein and he then realized that if he were to have any further success, he must bypass O.K.H. It was difficult for Manstein to do this in good conscience, since he, along with General Beck, had striven to create a unified command structure for the Wehrmacht.

Most important, from the Army point of view it opened the door to those 'irresponsible backstairs influences' which General Beck, during the earlier arguments on organization, had stated 'had no place in the organization for command and leadership in war.'75

Manstein could hardly be classed as an "irresponsible backstairs influence." Nevertheless, his action did set a precedent for future covert approaches to Hitler, and he knew that his action would be detrimental to any future hope of creating a really unified chain of command.

73 Manstein, Last Victories, 112, and Versaetze Siege, 113.
74 Manstein, Last Victories, 113. Compare with Warlimont, 45 & 531 (No. 2).
75 Warlimont, 45 (Note 1).
Faced with this difficult choice, Manstein naturally chose to proceed. Remembering "Holtke's dictum that 'an error in the first stages of deployment can never be made good,'" he was determined to do all in his power to see his plan adopted in its entirety. It may have been that he recalled the fatal changes in Schlieffen's plan which resulted in Germany's failure to gain victory in 1914. But before doing anything hasty, he submitted two more notes to O.K.H. outlining his plan, one on December 18, 1939 and his final note on January 12, 1940. These approaches shared the fate of their predecessors, only serving to antagonize O.K.H.

The vigor with which he pressed his ideas had been represented by his military superiors (O.K.H.) and they suspected him of trying a backstairs approach to Hitler."77

O.K.H. was no doubt suspicious of the frequent visits of Schmidt and Warlimont to Coblenz. Probably what triggered Manstein's consistent promotion out of the way was a rumor which came to Halder's and Frenz-Hirsch's ears that "many of the younger members of the General Staff were saying that Manstein ought to be made Commander-in-Chief."78 However, Manstein was not informed of this decision until January 27, 1940. His replacement was "the new powerful General von Sodensterna."79 The reason given by O.K.H. for this move was that Manstein's seniority could no longer be overlooked. Manstein, who knew better, was aware that his dogged persistence in pushing the new operations plan had aroused this reaction. In his memoirs, he comments:

It can hardly be doubted ... that my replacement was due to a desire on the part of O.K.H. to be rid of an important nuisance who had ventured to put up an operation plan at variance with its own.80

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76Manstein, Lost Victories, 114.
77Liddell Hart, The German General Staff, 114.
78Liddell Hart, The German General Staff, 114.
79Guderian, Panzer Leader, 90.
80Manstein, Lost Victories, 120.
Manstein remained at Coblenz long enough to familiarize Sodenstern with his new job. He was present on February 7, for a wargame exercise, concerning the movements of the armor through the Ardennes bottleneck. During the course of this exercise, Guderian interjected several unorthodox suggestions. These remarks stuck General Halder, who was there as an observer, as "senseless." The Chief of the General Staff would only agree to a more conventional means of attack. During the ensuing arguments, Guderian and Wietersheim sorely felt the impending loss of Manstein, who would soon be leaving to take command of XXXVIII Infantry Corps. At the end of this wargame exercise, Rundstedt publicly thanked Manstein for all he had done as his Chief of Staff. Two days later, on February 9, Manstein left Coblenz for a short leave before taking over his new duties. He had been denied his request for a Panzer Corps on the grounds that he lacked experience.

Ironically it was his "promotion" which was responsible for Manstein's historic interview with the Führer. Manstein believed that Tresckow, his assistant, working through Schmundt was responsible for this, but Warlimont mentions a standing order by Hitler that all newly appointed corps commanders be personally presented to the Führer.

In any case, on February 17, 1940, Manstein was summoned to Berlin to report to Hitler, along with several other new corps commanders. After the interview, Hitler invited them to lunch and at the end of the meal, as Manstein was taking his leave, Hitler asked him to step into his study. After Manstein

81Guderian, Panzer Leader, 90.
82Halder's Diary, III, 61-63 (February 7, 1940).
83Wietersheim, Generaloberst Gustav von, the Commander of XVII Motorized Corps.
84Liddell Hart, The German Generals Talk, 64.
85Compare Manstein, Lost Victories, 120; & Warlimont, 62.
was seated, Hitler asked his general what he thought of the operations plan for the western offensive. Manstein, with all of his characteristic skill, proceeded to unfold his own plan of operations, reiterating to Hitler its numerous advantages. The Führer was "surprisingly quick to grasp the points which . . . Army Group [A] had been advocating for many months past." Hitler encouraged his guest to elaborate, welcoming his suggestions with open approval. Manstein left Hitler's study with the knowledge that he had won over the decisive authority. His plan was issued in a Führer Directive, No. 10, on February 18. Unfortunately it has been lost and only fragments are known. These were taken bodily from the directive and incorporated in O.K.H.'s new operations order of February 24. Jodl's thoughts on the new plan are characteristic of the orthodox skeptics: "The thrust via Seian is a deep dark path on which the God of War may lie in wait for us." There was perhaps one key event which influenced Hitler to adopt Manstein's plan. On January 11, 1940, the G.S.O. I of 7 Airborne Division, a Luftwaffe Major, made a forced landing in Belgium. He was carrying on his person vital parts of the operations plan which fell into Allied hands. This incident caused nervous apprehension on both sides, but Hitler, expressing the view that the Allies would regard it as a plant, did not at the time feel a need to change the operations order. At that time, the offensive was due to start any day. Later, after the offensive had been cancelled till spring, he may have had second thoughts.

86 Manstein, Lost Victories. 121.
87 Trevor-Roper, Blitzkrieg, 21-22.
88 Wilmont, 598 (Note 1a).
89 Halder's Diary, III, 24-25 (January 12, 1939).
91 Blumentritt, Kandia, 62.
Chapter IV

38 Army Corps: France 1940-1941
The adoption of Army Group A's plan by Hitler served to soften somewhat Manstein's disgruntled feelings. But in spite of his success with the Führer, he never really forgot the treatment he had received at the hands of Halder and Brauchitsch. His "promotion" was, to his mind at least, a disguised form of exile. He was cut off from his brain child, banished to the hinterland while others put his ideas into motion.¹

Manstein probably never knew that he, along with Kleist and Weichs,² was being considered as possible commander of the "armored wedge" which would thrust across Belgium in the spring.³ It was, in all probability, the bad feeling engendered at O.K.H. by his aggressiveness which led to the selection of Kleist in his stead. This choice probably did not decisively influence the outcome of the campaign in 1940, but like many other "ifs" in military operations, one always wonders if things would have turned out differently with Manstein at the helm of the "armored wedge". According to General von Thoma:⁴

He [Kleist] had earlier been one of the chief opponents to them [tanks]. To put a sceptic, even a converted sceptic, in supreme charge of the armoured forces was typical of the way things were done in the German Army.⁵

Manstein spent the months from February to May mepishly organizing the staff and signals regiment of 38 Corps Headquarters. During this period, he visited his family in Liegnitz as often as possible. Besides his regular duties, he occasionally received orders to inspect new divisions in the process of being formed in Poznan or Pomerania. But none of these preoccupations was

¹Manstein, Lost Victories, 127-8.
²Kleist, Ewald von, later Field Marshal, commander of a panzer corps in Poland, 1939, Group Kleist in France in 1940, and First Panzer Group in Russia, 1941.
³Weichs, Maximilian Freiherr von, later Field Marshal, commander of Second Army France, 1940, the Balkans, 1941, Russia 1941, and Army Group E, Russian 1942.
⁴Halder's Diary, III, 95, (February 25, 1940).
⁵Thoma, General Wilhelm Ritter von. Thoma and other tankers wished Guderian to command the Armored Group but he, like Manstein, was considered unsuitable, being a "difficult subordinate." Liddell Hart, The German Generals Talk, 94-5.
enough to keep Manstein's mind completely occupied, and he waited anxiously for news of the opening of the campaign in the west.

He was at home in Liegnitz on May 10, when news of the offensive first reached him over the radio. That same night he received orders to move 38 Corps Headquarters to Brunswick. From Brunswick, the next forward move took him to Düsseldorf, where his corps came under Army Group B's orders.

While 38 Corps Headquarters were at Düsseldorf, Manstein had a chance to wander over the newly won battlefields in the rear of the Sixth Army. He was surprised to find that the impressive Belgian border fortifications had fallen so quickly, even Fort Eben-Emael, with its modern equipment.

The rapid pace of the German advance caused Manstein's Corps Headquarters to be shifted from Army Group B to Army Group A on May 16. Manstein drove to Bastogne on the 17th to receive his orders, and when he arrived he was given a warm welcome by General Sodenstern and his former staff. During the course of his visit, he was told how completely his plan had succeeded. The thrust across the Ardennes and the Meuse had caught the enemy entirely unprepared, and as a result, the Allies were finding it extremely difficult to regain their balance. Manstein was directed to place his Headquarters under Twelfth Army,\(^6\) which was following in the wake of Panzer Group Kleist's advance.

Manstein arrived at Twelfth Army Headquarters in time to witness a serious command crisis. Hitler was in the grip of another of his nervous crises. Early on May 17, he told Brauchitsch that "We considered the principal danger [of a French counter-stroke] to be from the south."\(^7\) Not satisfied with this the Führer raced off to Army Group A at Bastogne. There he lectured

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\(^6\)The Twelfth Army was commanded by Generaloberst Wilhelm List. Field Marshal, Commander-in-Chief of Army Group A, 1944. 

\(^7\)Warlimont, 53.

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Rundstedt on the political dangers of a military check at this juncture. "Under no circumstances must there be any form of setback at this moment since that would be a dangerous morale-raiser for the enemy." This order was immediately passed on. After seeing this, Manstein noted that even at this early date, propaganda and politics were infringing upon Hitler's role as supreme commander.

In his memoirs, Manstein blames Hitler exclusively for the pause on May 17, but in doing this he is unfair to Hitler. The Führer was not the only one who was worried about the extended southern flank of Army Group A. Everyone was surprised by the overwhelming initial success, particularly Rundstedt who suspected a trap. His high opinion of Gamelin reinforced his caution, and he probably needed little urging from Hitler to call a momentary halt:

I knew Gamelin before the war, and, trying to read his mind, had anticipated that he would make a flank move from the Verdun direction with his reserves. We estimated that he had thirty to forty divisions which could be used for this purpose. But nothing of the sort developed.

To halt the panzers at this critical moment (right after the breakthrough) was highly undesirable. Even General Halder realized this, but it was Guderian who finally shook things loose. On that day (the 17th), Kleist had ordered Guderian to meet him at the liaison airstrip near his headquarters at 7:00 A.M. Guderian was there when Kleist's plane flew in. Immediately after his arrival, Kleist began to berate his subordinate:

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8Warlimont, 95.
9Manstein, Lost Victories, 129.
12Halder's Diary, IV, (May 17, 1940).
13Guderian, Panzer Leader, 109.
'You have infringed the orders of the High Command,' he told him. 'They limited you to crossing the Meuse and establishing bridge-heads on the left bank of the river. Why did you exceed them?'

At this outburst, Guderian was livid: he asked to be relieved of his command straight away. This impulsive act took Kleist by surprise, but he accepted the offer. Guderian then notified Rundstedt's Headquarters of his wish and said that he would fly over to report what had happened.

When Army Group A received this piece of news, it immediately sent General List forward to straighten things out, and shortly after his arrival, List told Guderian to forget about resigning his command. He explained that O.K.H. had given the order, and it was quite emphatic about a further advance before the marching infantry closed up. While this was being done, Guderian and his Headquarters were to stay put, but 'pending better orders' Guderian was 'to carry out fighting reconnaissance missions (Kampfaufräumungen).'

This was all Guderian needed: in a moment der Einzige Heinrich was clambering back into his command tank.

Manstein was not all pleased with these delays, but his position did not allow him to do anything more than express support of Guderian's views. He felt that more élan was needed higher up if maximum gains were to be expected of the offensive. As Manstein saw it, the continual tug of war between O.K.H. and O.K.W. was a result of Hitler's desire to play the warlord. Fortunately, this disruption did not seriously affect operations, even though it permitted the French to build up a new line of defense on the Somme.

15 Benoist-Méchin, 112; and Guderian, 109-110.
16 Guderian's nickname.
17 Manstein. Lost Victories, 129-130.
Manstein and his corps were marching up behind Panzer Group Kleist during the final phases of the Dunkirk operation, and it was not until May 25 that his corps was inserted in the front line. During this move, Manstein was notified that his brother-in-law, Egbert von Loesch, had been posted missing. He was Manstein's wife's youngest brother and had grown up in his household as a son. Manstein later learned that Loesch's bomber had been shot down with no survivors near Brussels. But with the increased activity of his corps, he soon pushed his grief to the back of his mind.18

On the 25th, his corps relieved XIV Motorized Corps, which was holding the line of the Somme from Amiens to the sea. Anxious to take part in the action, Manstein was soon busy sending proposals to General Kluge,19 suggesting that instead of merely defending the river line and the two bridge-heads at Amiens and Abbeville, he should cross the Somme between the bridge-heads and take the allied forces containing them in flank and rear. Manstein continued to press for this solution, as it was bound to relieve some of the pressure on the bridge-heads. These were being violently counter-attacked by the French, who hoped to eliminate them. But Kluge showed no interest in Manstein's offensive plans; probably his hands were tied by O.K.H. which was now busy regrouping for the coming battle of France. Manstein took this as a further sign that O.K.H. would never accept anything but "textbook" solutions in operational planning, remaining hostile to his unorthodox approach to war.20

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18 Manstein, Lost Victories, 131.
19 Manstein's 38 Corps had been transferred to Fourth Army commanded by Generaloberst Gunther von Kluge, later Field Marshal, Commander-in-Chief of Army Group Center, Russia, 1941-1943.
20 Manstein, Lost Victories, 133.
Things took a critical turn at Abbeville on the 29th, as the French 4th Armored Division continued to exert heavy pressure. The green German 57 Infantry Division, holding the bridge-head, was roughly handled by de Gaulle's tanks, losing heavily in killed, wounded, and prisoners. But by throwing in reserves and personally taking control, Manstein steadied his shaken line. The French were stopped, worn down by heavy artillery and counter-attacks.\(^2^2\)

In the next few days, fighting slackened as both sides made rapid preparations for the second phase of the campaign. 38 Corps was relieved of control of the bridge-heads and given a smaller sector around Picquigny. Manstein was given three veteran infantry divisions for the attack, the 6th, 27th, and 46th. Of these, two would be used in the river crossing and the third would be fed in later to exploit the initial assault.

Infiltration tactics were used in the attack which began at dawn on June 5. As Manstein watched the first wave go in, he was struck by the ineffectiveness of the enemy artillery. French gunners were apparently unable to shift their fire with the speed called for in mobile operations. As a result, the crossing was quickly consolidated, but not without loss. The French stubbornly defended many strong points which were by-passed in order to seize the heights farther back. These kept up a lively fire on conspicuous targets, and several times Manstein received their unwelcome attention.

The advance was pushed forward energetically at Manstein's insistence. He was everywhere, encouraging, pushing, and prodding his regiments to keep moving. At one point:

I [Manstein] found myself in the very front line, talking to a company commander. After briefing me on the situation, he apparently saw no reason why he should not take advantage of...

\(^2^1\)The Commander-in-Chief of 4th Armored Division was General Charles de Gaulle, future leader of the Free French.

the presence of a high-ranking officer, and go me - flat on my belly - to spread out by big situation map and give him a detailed account of the battle as I knew it.23

This rather humorous incident, and several others, demonstrate that Manstein was doing his utmost to win the confidence of his men. He felt that it was necessary to gain their respect since they had been working together only a few days.

His efforts were richly rewarded, as his corps marched side by side with the Panzer Divisions during the pursuit which followed the breakthrough. The Seine was reached on June 9, and crossed on the 10th, but while France was receiving her coup de grâce Manstein was arguing with Kinge; he continually asked for more freedom of action. The enforced halts, in Manstein's opinion, only gave the enemy time to regroup.

The pursuit launched by 38 Corps crossed the Loire on June 22 and was halted there by news of the armistice. The corps had marched and fought nearly three hundred miles in twenty days.24

Being something of a student of French history, Manstein took advantage of the Armistice to examine several of the famous castles in the Loire basin. He made the castle of Serrant, near Chalonnes, his headquarters and proceeded to inspect that outstanding piece of architecture. He was fascinated with the library and the many historical mementos found there.25

Naturally enough, Manstein was more than pleased with the armistice. France had been Germany's chief opponent ever since that "black day" of

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23Manstein, Lost Victories, 138.
24Manstein, Lost Victories, 147.
25Manstein, Lost Victories, 147; and Verloren Siege, 115-6.
November 11, 1918 when Germany had surrendered. But "the wheel had turned," and France now found herself at Hitler's feet.

There was little time in which to reflect, however, for soon after the ceasefire, 38 Corps was dispatched to the Sanserre region on the middle Loire. Here, in accordance with an O.K.H. order, it assumed control of several infantry divisions which were to be converted into armored or motorized formations.

Manstein found that his new headquarters was quite a step down from the elegant castle of Serrant. The smaller chateau was the creation of a nouveau riche wine merchant, who, according to Manstein, must have had extremely bad taste. He disliked nearly everything about the new surroundings except the hilltop view of the Loire valley which was magnificent.

On July 19, Manstein was present at the Reichstag session in Berlin at which Hitler created a dozen new field marshals and one grand admiral. It irked him to see a fop like Göring promoted Reichsmarshall, and the creation of so many field marshals at once could, in Manstein's view, only serve to lessen the prestige of that honor. What, he wondered, had the chief of O.K.W. (Keitel) done to merit his new title?

While in Berlin, Manstein learned that 38 Corps Headquarters was earmarked for a new task: Operation Sea Lion (Seelöwe), the proposed invasion of the British Isles. The Corps Headquarters moved north to the Channel coast, occupying billets at Le Touquet, a resort near Boulogne. Three infantry divisions were placed under its command there, and training in amphibious operations began.

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27 Manstein, Lost Victories, 149; the number of Panzer Divisions was increased from 10 to 21 during the period June 1940-June, 1941. See Sanger, and Dr. E.K. von Etzel, Die Panzer Grenadiere. Geschichte und Gestalt der reichskriegerischen Infanterie 1930-1960. Münch (München): J.F. Lehmanns Verlag, 75 following.
From the start it was clear to everyone, including Manstein, that Hitler was not very interested in pushing this operation to a conclusion.\textsuperscript{28} Hitler revealed his intentions in Führer Directive No. 16. There he stated:

\begin{quote}
Since England, in spite of her hopeless military situation, shows no signs of being ready to come to an understanding, I have decided to prepare a landing operation against England and, if necessary,\textsuperscript{29} to carry it out.\textsuperscript{30}
\end{quote}

In his memoirs, Manstein is extremely critical of Hitler's leadership during this decisive phase of the war. In his opinion, Hitler's failure either to carry out the invasion of Britain or come to terms with her was the principal reason for all of Germany's subsequent defeats.

Nevertheless, Manstein does not subscribe to the theory that it was impossible to carry out a successful invasion of Britain in 1940. He gives a detailed and seemingly impartial account of how this might have been done, but he readily admits that in the best of circumstances chances of success would have never been better than 50-50. Still, in his opinion, this was the only correct solution if Germany ever hoped to achieve final victory.\textsuperscript{31}

Certainly Manstein's thoughts cannot be discounted, since he was regarded as Germany's most able soldier by his contemporaries.\textsuperscript{32}

The amphibious training carried on by 38 Corps that summer was not, in spite of prevailing opinions, allowed to slacken. Manstein's professional pride drove his troops, and soon they were quite adept at embarking and landing. This proficiency can hardly be credited to superior equipment, since most of their landing craft were reconditioned river barges. But while training was

\textsuperscript{28}Manstein, Lost Victories, 169.
\textsuperscript{29}Authors' italics.
\textsuperscript{30}Ober-Bayer, Blitzkrieg, 33-37, especially 34.
\textsuperscript{31}Manstein, Lost Victories, 168-171.
\textsuperscript{32}Manstein, Lost Victories, 13; S Liddell Hart, The German Generals, 63.
intense, there were still moments of relaxation. Manstein allowed himself to indulge in several of his weaknesses during his stay in France. He gave a free rein to his appetite, eating his fill of French Cuisine, and swimming almost every day in the sea. For him and his troops, this was a welcome respite.
Chapter V

56 Panzer Corps: The Invasion of the Soviet Union
Hitler and Stalin both considered the German-Soviet Non-Aggression Pact of 1939 as nothing more than a temporary measure; neither considered letting the agreement endure any longer than was expedient. Both men soon felt cramped by their respective spheres of influence which overlapped, and which created friction and mutual distrust.

On July 31, 1940, Hitler ordered O.K.H. to initiate planning for a campaign in the east; he was determined to rid himself of this burdensome alliance as soon as possible. The invasion plan finally adopted (Operation Barbarossa) called for the creation of three army groups: North, Center and South. It was issued on December 18, 1941. The main effort of the German attack was to be directed north of the Pripyat Marshes which divided the theater of operations. From the beginning, there was no agreement over the strategic objectives of the invasion. Hitler, thinking in terms of Nazi propaganda and Germany's economic needs, sought a decision of the flanks (Leningrad and the Ukraine). O.K.H., on the other hand saw Moscow as the key to the Soviet Union and wished to put the main effort in the center. As a result of this conflict of interest, there was no firm decision regarding strategic objectives beyond the opening phase of the invasion. It was on this dilemma that the attack ultimately foundered.

Late in February, 1941, Manstein was recalled from France and ordered to organize 56 Panzer Corps, one of the new armored formations. No doubt, this was a reward for his outstanding performance during the second phase of the French Campaign.

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As spring broke, Germany's legions were again on the move. In March, Rommel began his first Libyan offensive, and during the next month the Wehrmacht overran Greece and Yugoslavia. Rumors of all sorts were passed back and forth that spring, but Manstein was not made aware of Operation Barbarossa's existence until May. Generaloberst Erich Hoepner, Commander of Fourth Panzer Group, informed Manstein of the plan to invade Russia at that time. 56 Panzer Corps was to become part of Hoepner's group which was assigned to Army Group North (Leeb) for the invasion.

Army Group North was to protect the flank of Army Group Center (Bock) by advancing through the Baltic States towards Leningrad. During the advance Army Group North was to destroy as many Red Army formations as possible, preventing any organized retreat into the interior of the Soviet Union.

Information on Soviet dispositions in the Baltic was scarce, but the Luftwaffe, by violating Soviet air-space, did reconnoiter Russian defensive positions. There were four major defensive positions facing the Germans between the East Prussian frontier and Leningrad: the new Soviet frontier position, the Dvina River Line, the old Soviet frontier positions (the Stalin line), and the Luga River Line. Manstein was ordered to lead 56 Panzer Corps in a thrust which would capture the vital Dvina River crossing at Dvinsk, 230 miles from the corps assembly area.

To Manstein his new Panzer Corps was a wish fulfilled. To be sure, he had some misgivings regarding the coming invasion, but Hitler's refusal

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3 Rommel, Erwin, Later Field Marshal, The "Desert Fox", Commander-in-Chief of German troops in Africa.
4 Plan, Planning and Operations, 32-33; & Manstein, Lost Victories, 175.
6 Manstein, Verlorene Siege, 172.
6A Carell, H.M.E., 30.
to cross the Channel in 1940 made it necessary to deal with the Soviet Union, Britain's last hope. Manstein seems to have agreed with Hitler that a "preventive war" was the best and perhaps the only realistic solution to the German dilemma. What worried Manstein most was the way Hitler and, to some extent, even G.K.H., underestimated the potential military strength of Russia. He had serious doubts that a campaign of this magnitude could be won in a single season. The hesitating leadership Hitler had demonstrated in France was another factor which worried Manstein. The Führer's habit of avoiding military risks and putting off crucial decisions was not reassuring. But Manstein's reservations may, to a large extent, be hindsight. He was certainly eager to test his skill at commanding a Panzer Corps, and in the end, what could he have done to prevent this new adventure? Probably very little.

On June 22 at 3:30 A.M. the invasion of the Soviet Union began. In 56 Panzer Corps' sector, near Tilsit, space for deployment was limited. There was only enough room to deploy 8 Panzer Division and 290 Infantry Division: 3 Motorized Infantry Division had to be left on the southern bank of the Memel River until more space could be won.

From the start, Soviet resistance was fierce. The advance became entangled in a pill-box system which was not broken through until noon in 8 Panzer Division's area. When Manstein heard of this (he was at 8 Panzer Division's Headquarters), he immediately ordered the division to push on. During the evening, the first day's objective, the large road viaduct at Alrogla, was captured intact.

The advance continued during the night and for the next few days. By allowing his men no rest and pushing them as hard as he dared, Manstein was

7Manstein, Lost Victories, 169-171; and L.M.T., XX, 608.
8Manstein, Lost Victories, 175.
able to seize his primary objective on the morning of the 26th. This bold stroke capped a 200 mile drive through enemy-held territory.

During the advance Manstein ran across several instances of Soviet brutality. In spite of these ugly incidents, he would not allow the "Commissar Order" or like measures to be carried out in his command. He insisted on soldierly behavior of his troops. Later, during the advance on Leningrad, Manstein ordered two of his men, who had raped Russian women, shot for their excesses.

The 41st Panzer Corps, comprising the other half of Fourth Panzer Group, was not as fortunate as Manstein's corps. It ran into a Soviet tank corps south of the Dvina and only after a week of heavy fighting did it capture Jekabpils, catching up with 56 Panzer Corps.

Manstein was disappointed when he received orders to hold his bridgehead and await the arrival of 41 Panzer Corps and Sixteenth Army. To sit and wait would only allow the Russians to reorganize. If 56 Panzer Corps sat still within the bridge-head it would soon find itself heavily counterattacked. Manstein had hoped that he would be allowed to push on, dislocating any Soviet counter action. But when Hoepner flew to Dvinsk on the 27th, he confirmed the halt order, admitting to Manstein that even he did not know what the next objective would be.

Manstein spent the next week defending the bridges against determined Soviet attacks, all of which failed. The Red Air Force repeatedly tried to

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9 Manstein, Lost Victories, 180.
10 Manstein, Lost Victories, 179-180; & Warlimont, 159-171.
11 L.M.T., XX, 610.
12 Manstein designates it as the First Tank Corps, but both Erickson and Cerell refer to it as the III Mechanized (Tank) Corps. With a strength of 400 tanks including many KV-1 & 2 models.
destroy the bridges by bombing, but only succeeded in losing squadron after squadron to fighters and flak. The bridges remained unscathed.

On July 2, the Panzer Group resumed its advance following the main highway towards Ostrov, Pskov and Leningrad. Soviet resistance became more methodical as the German tank thrust neared the old Soviet frontier defenses, the Stalin Line.

Reconnaissance showed that the Russian reserves were concentrating around Pskov. Hoepner, hoping to cut the flank this concentration, split his group in half, sending Manstein's corps east towards Oпочка. 41 Panzer Corps continued to advance along the main road towards Ostrov.

Manstein protested Hoepner's order claiming that because of marshy ground his advance would be too slow, and he would be unable to intervene on 41 Panzer Corps' right with any effect. But Hoepner turned a deaf ear to Manstein's warning.

56 Panzer Corps was soon mired in the swampy forest west of Oпочка. Eight Panzer Division found a corduroy road and managed to make some progress, but 3 Motorized Infantry Division had to be pulled out and rerouted behind 41 Panzer Corps.

Further south the S.S. Totenkopf (Death's Head) Division, then attached to 56th Panzer Corps, struck firmer ground, but was halted in front of the Stalin Line at Zebesch (Sebesch). Only after suffering heavy casualties did it succeed in piercing the line of concrete fortifications there.

Manstein had a great deal of respect for this division which he regarded as the best Waffen S.S. division he ever came across. Nevertheless, he felt that the private armies of Göring and Himmler were a waste of manpower, which Germany could ill afford. The Luftwaffe field divisions and Waffen S.S. units

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Himmler, Heinrich, Reichsführer S.S., Head of the Police and S.S. in Nazi Germany.
used up men and equipment at exorbitant rates which were completely out of scale with their military gains. The main reason for this weakness was the methods of training used. They relied far too much on physical courage, ignoring planning and staff contributions. Justifiable as Manstein's complaints appear, his real concern was the threat which these forces posed to the Army's position within the state.\textsuperscript{14}

By July 9, it was apparent to Hoepner that Manstein had been right. The remainder to 56 Panzer Corps was withdrawn and sent after 3 Motorized Infantry Division. Hoepner regrouped his forces around Ostrov, which had fallen to 41 Panzer Corps.

At Ostrov, Hoepner once again divided his group. Manstein was to advance on Chudovo via Poryov and Novgorod. Chudovo is on the Leningrad-Moscow rail line which Manstein was ordered to sever as soon as possible. Reinhardt's\textsuperscript{15} corps would continue to advance on the main road towards Leningrad.

Manstein considered this dispersal of the Panzer Group's strength as dangerous. True, the Soviet forces facing them had been severely mauled. But they were still putting up organized resistance, and the German forces had also been worn down by the first month's fighting.

During a tour of the front, General Paulus,\textsuperscript{16} Halder's O. Qu. I., visited Manstein's headquarters on July 26. Before the start of Barbarossa, Manstein had written a letter to Paulus in hope of obtaining some assault guns for his corps since "red tape" had prevented his obtaining any through regular channels.\textsuperscript{17}

\textsuperscript{14}Manstein, Lost Victories, 187-189, and 268-269.
\textsuperscript{15}Reinhardt, Hans, Generaloberst, Commander of 41 Panzer Corps.
\textsuperscript{16}Paulus, Friedrich, later Field Marshal, Commander of the Sixth Army at Stalingrad.
\textsuperscript{17}Walter Görlich, Paulus and Stalingrad: A Life of Field-Marshal Friedrich Paulus with notes, Correspondence and documents from his papers. New York: Citadel Press, 1963, 137. Hereafter cited as: Görlich, Paulus.
It is not known if this letter achieved the desired result, although it may have had a benevolent effect. Manstein felt he could approach Paulus on vital subjects. Being quite outspoken, Manstein outlined his ideas for the continued operations of the Panzer Group. He felt that Moscow was more important than Leningrad strategically. But if Leningrad was to be taken first, then Hoepner must stop sending his troops off on less important errands. Imitating Guderian, Manstein emphasized the necessity of concentrating on vital points, "Klotzen, nicht Fleckern," (don't spatter 'em, boot 'em!)Hoepner's Group must concentrate around Narva (which had just fallen to 41 Panzer Corps) on the best line of communications and then advance as swiftly as possible towards Lenin's city. "Paulus entirely agreed with... [Manstein's] views." These warnings were ignored by the high command however, and Hoepner was soon running off in all directions. Earlier Manstein's corps, deprived of cover on its southern flank, had advanced northeast via Parnkov, Dno, and Zolitsy. Here it was momentarily isolated and roughly handled by a Russian counter-offensive. Manstein skillfully withdrew, breaking out eastwards to re-establish his communications. The Russians, now under Voroshilov, were rushing up reserves and digging in on the Luga River line. After this check 56 Panzer Division was detached and taken into reserve for anti-partisan operations. It was replaced by the S.S. Police Division. Alone, 56 Panzer Corps tried to advance on Leningrad.

When neither of Hoepner's small jobs succeeded, it was decided to adopt Manstein's suggestion. But, true to form, only half of 56 Panzer Corps

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1 Manstein, Verlorene Siege, 198-199.
2 Guderian, Panzer Leader, 105-106; & Manstein, Lost Victories, 198.
2 Manstein, Lost Victories, 198.
Erickson, 60-607.
was sent north to Narva, (41 Panzer Corps). After an extremely tiring drive over impassable roads the headquarters of 56 Panzer Corps reached Lake Samro.

But the moment had passed.

Late that same evening (August 15) Panzer Group called with bad news; a Russian counter-attack on the extreme right of Sixteenth Army (between Army Group North and Army Group Center) threatened to check any further advance towards Leningrad. Therefore, 56 Panzer Corps was to retrace yesterday's march and report to Sixteenth Army on the morrow. Amid many groans, preparations were made to return over the same wretched roads. Manstein was heartened by Major Kleinschmidt, his quartermaster, who retained his usual cheery attitude despite the hardship of having to swing his supply columns completely around.

The Commander of Sixteenth Army, General Busch, had been Manstein's friend for several years. When Manstein arrived at Dno, Busch explained the situation to him. The 38th Soviet Army, comprising eight infantry divisions and several cavalry formations, had succeeded in out-flanking the German 10 Corps south of Lake Ilmen. But in doing so, the Russians, in their turn, had also exposed their flank. Manstein was instructed to assemble his two motorized infantry divisions (3rd Motorized and S.S. Totenkopf) west of this open flank as fast as possible. When they were assembled, 56 Panzer would drive forward encircling the Russian Army.

Immediately after 56 Panzer Corps jumped off, 10 Corps went over to the offensive. The Russians were completely surprised by this sudden flank stroke and retired hastily, losing heavily in prisoners and equipment.

The Panzer Corps captured several unusual items of equipment. A battery of 38mm. AA guns of German manufacture dated 1941, and the first Katyusha (a rocket salvo type of gun) were among the booty.
Manstein mentions this in his memoirs, perhaps to balance out a blot on his corps's record. When his corps had been momentarily isolated earlier in the campaign, it had lost some of its multiple rocket firing launchers. O.K.W. was disturbed by this loss of classified material and made an official investigation of the incident. Manstein was irked by this unwanted attention and remarked that "to avoid any further censure we would henceforth refrain from cruising around some 60 miles behind enemy lines."22

For the next few weeks 56 Panzer Corps remained under Sixteenth Army's control. Manstein had several conversations with Busch during this period. Both men were uneasy over the constant "chopping and changing" which resulted from the divergent opinions of Hitler and O.K.H. Manstein hoped that 56 Panzer Corps would soon be shifted over to Ninth Army (Army Group Center) for the drive on Moscow. Rumors to this effect were being circulated but before anything definite was heard, Manstein was promoted.

It was raining the night of September 12; Manstein was sitting in his tent with part of his staff playing cards. An aide entered asking Manstein to come to the phone. Manstein was apprehensive for late calls seldom brought good news. His friend Busch was on the other receiver. He gave Manstein the following message from O.K.H.:

'General of the Infantry v. Manstein will leave forthwith for Southern Army Group to assume command of Eleventh Army.'23

Busch congratulated Manstein and then rang off.

That night, Manstein bade his staff farewell. He took only his aide and his two drivers with him. The morning of the 13th, he flew south. It took four days to reach Eleventh Army Headquarters. Russia's vast spaces impressed Manstein and his aides.

22Manstein, Lost Victories, 197.
23Manstein, Lost Victories, 203.
Chapter VI

II Army, The Crimean Campaign
Compared to Army Groups North and Center, the advance of Army Group South into the Ukraine was painfully slow. Here the Russians put up a very stiff fight indeed. On June, 27, General Halder wrote in his diary: "One has to admit that the Russian leadership on this front is doing a pretty good job."\(^1\)

Contrary to German expectations,\(^2\) the Soviet leaders had concentrated their strongest forces in the Ukraine to protect their granary and the industries of the Donets Basin.\(^3\) Stalin expected a war with Germany sooner or later and hoped to menace the flank of any German advance north of the Pripyat. This deployment had a further advantage in that if events took a favorable turn, it might be possible to overrun the Balkans and eliminate Germany's chief source of crude oil.

The Eleventh Army's role prior to Operation Barbarossa was to protect Germany's Rumanian oil supply. With the advent of that plan, it was decided at first to give the 11 Army a strong offensive role. But because of a shortage of troops, especially Panzer Divisions, as a result of the Balkan campaign, this idea was stillborn. The 11 Army was therefore given a more modest follow-up role.

Germany's ally, Rumania, furnished two armies to the Axis cause for the Russian invasion, the Third and Fourth. Unlike Germany's other allies, Rumania allowed the Germans to exercise a much tighter tactical control over

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\(^1\)Halder's Diary, VI (June 27, 1941), 173.
\(^2\)The Army (O.K.H.) contended that the main Soviet forces would be met on the road to Moscow.
\(^3\)See Clark, Barbarossa, 29-30; Erickson, 588-592; and Esposito, West Point Atlas, Map 24 (World War II).
its armies. Both Romanian Armies were subject to Army Group South’s directives and the Third Romanian Army was further directly subordinated to the German 11 Army.\(^4\)

On July 1, 1941, the 11 Army began its advance into the Soviet Union. From the start, its advance was unimpressive. In August, with the victory of Kleist’s panzers at Uman, the pace of the advance quickened.\(^5\) The Fourth Romanian Army, on the south flank of 11 Army, undertook the siege of Odessa with German support. A few days later Rundstedt’s main forces turned north and began their advance as the southern arm of the pincer, then closing on Eißen’s doomed front.

Coinciding with these moves, the 22 Infantry Division, part of 11 Army, made a surprise crossing of the Dnieper during the first days of September and soon the entire army was across.\(^6\) The shortage of troops on the eastern front at this juncture forced Army Group South to give 11 Army two conflicting objectives. The Army’s main body was to continue its advance eastward towards Mariupol (Zhdanov) and Rostov. Meanwhile, 54 Corps was to seize the Crimea by a *coup de main*.\(^7\)

On September 12, the commanding general of 11 Army was killed.\(^8\) Hitler chose Manstein to replace this loss.\(^9\) It is not difficult to guess why he was chosen to replace the first fallen army commander. Manstein had clearly demonstrated on every previous occasion his abundance of talent. And besides, Hitler was indebted to him for the brilliant French campaign. Perhaps Hitler

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\(^4\)Manstein, Lost Victories, 205-206; & Flamm, Rundstedt, 106.

\(^5\)Between 16 and 20 Soviet Divisions were destroyed here. Esposito, West Point Atlas, Map 25 (World War II); & Erickson, 607-603.

\(^6\)Carr, H.M.E., 274-276.

\(^7\)Carr, H.M.E., 272-273.

\(^8\)Generalfeldmarschall Ritter von Schöneck. He and his pilot were both killed when his Heinkel Storch aircraft made a forced landing in a Russian minefield. Manstein, Verlorene Siege, 203.

\(^9\)See above, Chapter V.

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had taken a liking to this Prussian who refused to be browbeaten. Unlike many of Hitler's other generals, Manstein was always able to stand up to the Führer. Unlike many of Hitler's other generals, Manstein was always able to stand up to the Führer. Manstein had another characteristic which appealed to Hitler. He was a very aggressive commander, and even in critical situations he retained his tenacity.

Shortly before his death, General Schobert had ordered an attempt to seize Perekop Isthmus, the door to the Crimea, by a coup de main, but this failed. On September 12, S.S. Leibstandarte Adolf Hitler, Eleventh Army's only motorized formation, was halted at Preobrazhenka by a line of fortifications and field works.

It took Manstein four days to reach Nikolayev, the Soviet Naval Base at the mouth of the Bug, where 11 Army Headquarters was located. On being promoted, he had asked that Colonel Tresckow be sent to him as his Chief of Staff, but his request was refused on the grounds that Manstein "did not need so clever a man." At Nikolayev Manstein met his new staff including Colonel Wöhler as Chief of Staff and Lieutenant Colonel Busse as Chief of Operations. These men were later to form the nucleus of Army Group Don Headquarters.

Manstein was not given much time to get acquainted with his new staff. His orders, although they mentioned both Rostov and the Crimea, seemed to give priority to the latter. Since 11 Army was not strong enough to pursue both objectives simultaneously, Manstein ordered immediate preparations for the reduction of the Crimea.

Conditions seemed favorable, for the Russians were still recovering from their defeat at Uman and were devoting more attention to the heavy fighting

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11Manstein, Lost Victories, 68.
12Trevor-Roper, Blitzkrieg, 89-97.
near Kiev. Seizing this opportunity, II Army weakened its steppe front which was advancing in Malitpol, in favor of the proposed Crimean operation.

Within a week of his assumption of the command, Manstein's II Army began the assault on the Perekop Isthmus. This neck of land only four miles wide is the widest of the three land approaches to the Crimea. This "Russian aircraft carrier" is separated from the mainland by the Zivash (Sivash) or Izy Sea, an extensive brackish swamp or saline marsh.

Manstein had withdrawn 19 Mountain Corps and S.S. Leibstandarte Adolf Hitler from his steppes front in order to have enough troops on hand to overrun the Crimea once 54 Corps broke through the Perekop defenses. He was able to obtain the 3rd Romanian Army to replace the units withdrawn after having a personal talk with General Dimitrescu, the commander. The Romanians were reluctant to serve further in any active capacity for they had achieved all of their territorial aims. Manstein obtained their continued cooperation by means of repeated entreaties to Dimitrescu and Marshal Antonescu, the head of the Romanian state.

The assault on the Crimea was held up by supply difficulties. When these were overcome, the attacks started (Sept. 24). The narrow isthmus eliminated any chance of maneuver and Manstein had to fight a set piece battle along World War I lines. Trench system after trench system was assaulted and carried; the casualties were heavy but the advance continued. After five days of hard fighting, 54 Corps finally broke through the Perekop defenses. Unfortunately, the Germans were unable to exploit their success as the Russians quickly fell back to a new line of positions at the Ishun Lakes bottleneck.

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1Hitler's reference to the Crimea. Trevor-Roper, Blitzkrieg, 93.
2Manstein, Lost Victories, 205-207.
Some prisoners and equipment fell into 11 Army's hands, but the Russians retreated in fair order.

Seeking to relieve the pressure on their Crimean forces, the Soviet Command reinforced their front opposite 11 Army on the steppes and went over to the offensive on Sept. 26. The Rumanian units facing them were hit hardest, several being routed. In order to restore the situation, Manstein counter-marched the German 49 Mountain Corps and the Leibstandarte. But the situation went from bad to worse as the Soviet attack developed. Unit after unit of Rumanians panicked.

Two new Soviet Armies were identified, including a dozen rifle divisions. Manstein's reinforcements succeeded in sealing off the Russian penetrations, but the situation remained critical. On September 29, Manstein moved his tactical headquarters into the danger zone a little behind the front line in order to prevent any further hasty withdrawals by uneasy Rumanian staffs.

The Soviet Command succeeded in gaining a temporary respite for their Crimean armies, but in doing so, they had failed to notice the danger looming on their northern flank. Here General Kleist's First Panzer Group, now freed from the Kiev encirclement battles, was forming. On October 1, this group broke out of its bridgeheads at Zaporozhy and Dniepropetrovsk thrusting towards the Azov seacoast. In the course of this operation, the bulk of the Eighteenth Soviet Army was destroyed and the Ninth Soviet Army badly mauled in an encirclement battle for the triangle Bolshoy Tomsk-Marupol-Baranivsk. Lieutenant-General Smirnov, the Commander-in-Chief of 18 Army, was killed in

15The strength of Soviet Armies is deceptive. Usually an army was equivalent in strength to a German Army Corps. Also, Soviet Rifle divisions were considerably smaller than German infantry divisions. Their strength was usually under 10,000 men and frequently dropped under 5,000 men. See Bullock, 613; 643.
action on the 6th and by the 10th, Soviet resistance was largely broken. The encirclement yielded 65,000 prisoners, over 100 tanks and 500 guns.16

The reshuffling of forces following the battle on the shores of the Sea Azov allowed Manstein to concentrate on the capture of the Crimea. Although 11 Army was required to give up 49 Mountain Corps and its S.S. division, it no longer had two divergent objectives.

The Supreme Command seemed to have realized that no army could simultaneously fight one operation in the direction of Rostov and another in the Crimea . . . 17

The Rumanians were also removed from Manstein's control, but subsequently Marshal Antonescu allowed 11 Army to take some Rumanian detachments into the Crimea.

The detachment of 11 Army from the main front of Army Group South was all to the good as far as Manstein was concerned. It had the effect of relaxing the control of Army Group South, and Manstein was allowed to conduct his operations in a semi-independent manner.18 Hitler was already talking about 11 Army crossing the Kerch Straits and moving into the Caucasus.19

Manstein cleverly used this suggestion to gain badly needed reinforcements. He received 42 Army Corps Headquarters and the 24th and 132nd Infantry Divisions. This was a noteworthy achievement, for at this time nearly everything was being allotted to Army Group Center for the "final" drive towards Moscow.

Preparations for the assault on the Ishun position were not completed until October 17. Much of the delay was caused by Red Airforce and navy aircraft which had complete control of the air in the area. Shortly before

16 Compare Manstein, Lost Victories, 216; & Carell, H.M.E., 283.
17 Manstein, Lost Victories, 216.
18 Manstein, Verlorene Siege, 207.
19 Trevor-Roper, Blitzkrieg, 94; & Manstein, Verlorene Siege, 224.
things had been so bad that anti-aircraft batteries no longer dared to fire. Anything which revealed its position was immediately set upon and wiped out by Soviet ground attack aircraft. Even at night the enemy airplanes bombed and strafed 11 Army's jump-off positions.20

The lull in the fighting in Ishun gave the Soviet High Command time to transship Petrov's21 Coastal Army which had evacuated Odessa on October 16. This troop transfer was a minor Dunkirk; considering the difficulties involved it well illustrates Soviet adaptability. In a single night, 70,000 - 80,000 men were evacuated from Odessa.22 Much of their transport and heavy weapons was left behind but the men escaped. After a short rest and refitting at Sevastopol, these units made their appearance on the Ishun front. However, they failed to stem the determined German drive.

After a week of extremely bitter fighting, the Russian defense began to break up. Manstein had a gift for sensing the right moment. Although his troops were near exhaustion, the crucial point in the battle was at hand. Smelling victory, he ordered preparations for the final assault and pursuit. 11 Army had earlier been deprived of its one mobile division. But by improvising, a mobile combat group was assembled out of reconnaissance and motorized sections. This force was ordered to drive through to Simferopol and prevent a Russian withdrawal into the fortress of Sevastopol, which Manstein hoped to seize before its defense could be organized.23

20Manstein, Lost Victories, 219; & Verlorene Siege, 225-226. See Erickson, 806-818 for an estimate of Soviet air strength, also 642 & 646; Carrell, H.M.E., 285.
21Major-General Y.E. Petrov, Commander-in-Chief, Soviet Coastal Army, Odessa, the Crimea and Sevastopol, 1941-1942.
22Carrell, H.M.E., 285.
23Carrell, H.M.E., 288-289.
The Soviet 51st Army avoided the German pursuit by retreating under cover of darkness on the night of October 27-28. It withdrew south-eastwards toward the Kerch Peninsula. The Coastal Army was less fortunate. The heavy fighting had resulted in a good deal of confusion. Petrov's link with the front command was severed and he did not receive any orders to retreat. On the morning of Oct. 28, the Coastal Army was caught falling back and was nearly destroyed during the pursuit. About 8,000 men, mostly from 95 Rifle Division and including Petrov, fought their way through the German encirclement attempts into Sevastopol.

On Nov. 5, the 51st Soviet Army's line across the Kerch Peninsula was breached by 42 Army Corps and by Nov. 16, all of the Crimea with the exception of Sevastopol, was in German hands.

The Russians had lost 100,000 men as prisoners and 25,000 dead or missing as well as 700 guns and 160 tanks. This was over 50% of their estimated 200,000 men (12 Rifle Divisions and 4 Cavalry Divisions).

Sevastopol repulsed the initial German attacks and Manstein temporarily contented himself with sealing off the fortress, since his forces were too weak to carry it by storm. Supply difficulties held-up preparations through November and into December. Winter had come to Russia and the long supply lines were now laboring under the added strain of ice and snow.

A further delay in the attack on Sevastopol was caused when Army Group South was checked and then forced to withdraw from Rostov. In this crisis, Manstein was ordered to hand over 170 and 73 Infantry Divisions to Army Group South. This deprived the forthcoming assault of its reserve element.

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24 A Soviet front is equivalent to a German Army Group.
25 Erickson, 666.
26 Manstein, Verlorene Siege, 231.
Manstein protested the removal of these troops at such a crucial time and succeeded in retaining the 170th Division. Even so, when the assault started on December 17, it was undermanned. The key Soviet position, Fort Stalin, commanded Severnaya Bay, withstood all the German attacks.

Manstein had ruthlessly denuded the Crimea of covering forces in order to continue the assault on Sevastopol. By the end of December, the entire 11 Army with the exception of one German division and two Romanian brigades, were in line facing the beleaguered fortress.

Taking advantage of the German position, the Soviet High Command began landing units of the 51st Army around Kerch on Christmas night. The success of the Russian landings was limited by 46 Infantry Division at Kerch. However, the Germans were too weak to eliminate the Russian beachheads.

Manstein knew that the landings were designed to relieve the growing pressure on Sevastopol. He ordered General Count Spondek,27 Commander of 42 Corps, to hang on as best he could until help arrived. Manstein felt that Sevastopol was at the end of its tether; one more determined assault would finish the job. Therefore he decided to risk one last major attack on Sevastopol. It was launched on Dec. 28, but Manstein had underestimated his

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27 Spondek, Count Hans von, General der Infanterie, Commander-in-Chief of the 22nd German Airborne Division in the Netherlands 1940. Awarded the Knights Cross for his leadership there. Court-martialed and sentenced to death on Hitler's orders in 1942 as a result of his retreat from Kerch. On Manstein's intervention the sentence was commuted to 7 years fortress detention. Killed in July 1944 after the attempt on Hitler's life. Was one of the first Generals to disobey an order and retreat in order to save his command from extinction. Not only did he defy Manstein's direct order, but also Hitler's "not one step back" order. His case is only one of many in the winter crisis of 1941. Compare Manstein, Verlorene Siege, 243 following; Carell, h.M.F., 292 following; & Wm. L. Shirer, The Rise and Fall of the Third Reich. New York: Simon & Schuster, 1960, 1133, 1180.
opponent. The Russians were able to reinforce their garrison from the sea and the German attack was checked just short of the commanding heights of Fort Stalin. 28 To make things worse, more Russian landings had taken place, this time at Feodosiya and a second Soviet Army (the 44th) was identified. The Soviet High Command was making a determined effort to regain the Crimea. 29

It was soon clear to Manstein that he was dealing with more than a diversionary effort. The size of the Russian invasion was indicated by the number of enemy formations already identified. This threat could no longer be ignored. The nature of the operation was confirmed when Soviet wireless propaganda announced that Stalin himself would be directing the offensive to retake the Crimea.

If Manstein was guilty of underestimating Russian tenacity, his opponent were not above making a similar mistake. The II Army was in a highly embarrassing position when the landings began, and Manstein had taken further risks so that he could make one more effort at Sevastopol. This delayed his countermeasures, giving the Russians time to establish a firm hold on Feodosiya.

General Count Sponeck, the commander of the troops at Kerch, was threatened with being cut-off and annihilated. But Manstein categorically refused to allow Sponeck to withdraw from Kerch. He knew that as long as that port remained in German hands, the Russians would be unable to achieve any rapid build-up of their forces in the peninsula across the short trans-Caucasus route.

28 As a side light on the operations at Sevastopol, it may be of some interest for the reader to know that the man who led the attacks on Fort Stalin and who later captured that strong point was Colonel von Choltitz, Commander-in-Chief 16 Regt, 22nd Division; later General der Infanterie, Commander-in-Chief 84th Corps & Military Commandant of Paris, 1944.
29 Eichkorn, 658.
Sponeck was of a different mind. He could not see what purpose would be served by letting his troops be sacrificed. Being closer to the situation, he felt duty bound to use his own judgment. He announced his intention of breaking out westwards, dismantled his wireless communications station, and began to move back towards the German lines west of Feodosiya. In the process, Sponeck's troops were forced to abandon most of their heavy equipment. Nonetheless, Sponeck succeeded in preserving his command intact even though it had to march and fight during a retreat in extremely harsh weather conditions.

The Sponeck incident is significant for several reasons. Manstein himself had reacted in a like manner as commander of 56 Panzer Corps when his corps was cut off near Leningrad early in the campaign. It is true that the circumstances were quite different, but still he had made the same decision as Sponeck, only under more agreeable circumstances. One can only wonder what effect, if any, this affair had later on Paulus at Stalingrad. 30

When Manstein realized that his efforts at Sevastopol were not getting anywhere, he broke off the attack and made immediate preparations to deal with the growing threat to his rear and communications. The 46th Division, ad hoc German formations and Rumanian units had succeeded in sealing off the Kerch Peninsula. By the middle of January 1942, this force was reinforced by the 30th Corps Headquarters and two German infantry divisions, which had been withdrawn from Sevastopol. Thereupon, Manstein counter-attacked. Fighting with the courage of desperation, the German spoiling attack regained Feodosiya, pushing the Russians back all along the line. But due to their weary condition, the attack had to be broken off before it achieved any major success.

In the lull which followed this check, the Soviet High Command rebuilt its forces in the Kerch Peninsula. Stalin had not yet given up hope of

smashing the 11 Army and regaining the Crimean mainland. On March 13, the 
Russians began their breakout attempt. The main weight of their attack was 
in 46 Division's sector. Using typical Russian mass tactics, the Soviet 
Command carried out from ten to twenty-two attacks during the first three days 
of the offensive in 46 Division's sector alone. By March 18, the situation 
was so critical that any new Russian effort was bound to succeed. Manstein had 
no alternative but to commit his newly arrived reinforcement, the green 22 
Panzer Division. This was the first time that the Germans used tanks in the 
Crimea. The counter-attack of 22 Panzer Division failed to achieve its 
objective; it ran straight into a Russian assembly area. Although it failed, 
the situation was restored to the extent that further Russian efforts had no 
effect. The appearance of armor on the German side gave the Soviets a 
severe shock.

The Russians made a final effort to regain the Crimea early in April. 
After two days of heavy fighting, they were repulsed. This defeat marked the 
end of the Soviet winter offensive in the Crimea. "Operation Stalin" ground 
to a disappointing halt.

The German attack on the Soviet Union had not met with the envisioned 
success which had been outlined in Operation Barbarossa. The Soviet winter 
offensive demonstrated that in spite of the severe beatings it had suffered, 
the Red Army was far from defeated. Indeed, the Wehrmacht had suffered a good deal 
at the hands of the Russians, so much so that in 1942 it could not hope to 
carry out operations on the same scale as it had the previous summer. The

\footnote{Manstein, Lost Victories, 229.}
\footnote{Assault guns had been used to a limited extent earlier; 11 Army had 
one battalion of them.}
Germans decided therefore that the major offensive effort in 1942 would be made in the south. This offensive aimed at seizing the area west of the Volga including the Caucasus region, Russia's main oil supply. The objectives of this offensive were entirely economic, or nearly so. It was argued by some army generals that to pursue economic gains was a mistake until the Red Army was truly defeated, but as usual Hitler brushed these remarks aside. His generals did not understand politics, let alone economics.

The German plan in 1942 called for a series of minor offensive operations which would precede the major summer offensive. The conquest of the Crimea was first on the list, and 11 Army was subsequently reinforced. Manstein received besides the already mentioned 22 Panzer Division, 28 light or Pursuit Division, two new Rumanian divisions of fairly good quality, a great deal of heavy artillery and special weapons, and finally the 8 Air Corps of General von Richthofen. This was the strongest offensive Air Corps Germany possessed at the time.

Manstein visited Hitler in April, before the spring campaign opened, to discuss the operation in the Crimea. Contrary to expectations Manstein was allowed a comparatively free hand in both planning and execution.

[Hitler] agreed to our intentions without hesitation when I [Manstein] went to see him . . . and had doubtless done everything to make our success at Sevastopol possible.

Manstein decided to deal first with the Russian position at Kerch.

This point was easier to reinforce than Sevastopol and was therefore the more

33Trevor-Roper, Blitzkrieg, 116-121.
34Clark, Barbarossa, 187-188.
36Richthofen, later Field Marshal Wolfram Freiherr von, Commander of 8 Air Corps, France, 1940; Russia, 1941-1942; 2 Air Fleet, Italy, 1942. Manstein considered Richthofen Germany’s "most outstanding Luftwaffe leader." Manstein, Lost Victories, 235; Verlorense Siege, 258.
37Manstein, Lost Victories, 238.
38Manstein, Lost Victories, 274; Verlorense Siege, 304-5.
dangerous of the two fronts. Once again Manstein denuded the Crimean Coast of its defensive troops to secure the necessary strength required for the coming offensive.

The attack (code named 'Operation Bustard') was to take place along the southern part of the front where the Soviet defenses were weakest. It jumped off on May 8, making fair progress. On May 10, a change in the weather slowed the German advance, but the next day the skies having cleared, the attack regained its momentum. The port city of Kerch soon fell to a German motorized column.\(^\text{39}\) Mopping-up operations followed and by May 18, all organized resistance had ceased. The booty amounted to 170,000 prisoners, 1,133 guns and 258 tanks.\(^\text{40}\)

On May 12, shortly after "Operation Bustard" started, the Soviet spring offensive opened in the Ukraine. This event had little effect on operations in the Crimea, but Manstein was forced to give up 22 Panzer Division as soon as operations at Kerch were completed. For a time, it looked to Manstein as if the attack on Sevastopol would have to be postponed temporarily, but this did not happen.

Early in June, 1942, Sevastopol was "the strongest fortress in the world."\(^\text{41}\) Fortifications had been constantly improved since the initial investment in Nov., 1941. The strength of the defending Coastal Army, according to Soviet sources, before the German offensive, was 106,000 men.\(^\text{42}\) Manstein had about 200,000 men in the Crimea, thus his paper strength was about twice as


\(^{40}\)Manstein, *Lost Victories*, 238.

\(^{41}\)Carell, *H.M.E.*, 476.

\(^{42}\)Werth, *Russia at War*, 398.
great as that of the Soviet Coastal Army. However, since 11 Army was responsible for holding the entire Crimean Peninsula, Manstein's strength on the Sevastopol front must have been well under the 200,000 figure. Manstein claimed that his available numerical strength at Sevastopol was never more than equal to the Russians.43 In his favor, he had the 8th Air Corps and the strongest concentration of artillery which Germany ever assembled during the war.44 One further factor which enabled the Germans to continue the costly reduction of this fortress was that Manstein could replace worn down units with troops doing duty elsewhere in the Crimea. He could thus continue to feed fresh troops into the attack.

That 11 Army did not enjoy complete air superiority at the outset of the assault was painfully brought home to Manstein. He and his entourage were cruising along the southern coast of the Crimea when the Italian E-boat in which they were riding was strafed by two Russian fighters from Sevastopol. Several people were killed outright including Captain von Wedel, who was sitting next to Manstein. Fritz Nagel, Manstein's driver and companion since 1938, was mortally wounded when a shell fragment shattered his thigh. He died later from loss of blood. Lieutenant Specht, Manstein's aide, dove overboard and swam to shore where he hailed a passing truck (he was stark naked) which he commandeered. He raced back to Yalta, obtained another boat and hurried back to rescue his general.

This was probably the closest Manstein ever came to being killed during the war. But the most unsettling thing for Manstein was the death of Fritz Nagel.

43 Manstein, Lost Victories, 243.
44 Even so, Werth gives the strength of the Soviet artillery as 606 guns, compared with 708 German guns. Werth, Russia at War, 398.
Manstein personally accompanied his friend to the nearest hospital where he was informed that Nagel was beyond help. This was the tragic end of Manstein's attempt to see for himself just how vulnerable the southern end of his line would be to naval bombardment. Ironically, the Soviet Black Sea Fleet dared not intervene; their respect for the Luftwaffe prevented them from interfering.

On June 7, the artillery barrage on Sevastopol grew to a new intensity just prior to the infantry assault. Throughout the first half of June, the infantry ground forward yard by yard in the bitterest kind of fighting. On two other occasions the fighting reached this pitch, at Stalingrad and Berlin. Soviet strong points and trench lines were held to the last round and the last man. On June 13, Fort Stalin passed into the hands of 22 Division's 16 Infantry Regiment. Observed artillery fire could now be directed on any part of the Soviet position. By suddenly shifting the focal point of the attacks the advance continued and by June 26, the outer belt of Sevastopol's defenses was in German hands. But complete success still loomed just out of reach.

Manstein was worried that the inner barrier might prove his undoing. The infantry units had suffered terribly during the advance thus far, and O.K.H. was now pressing for the early release of 8 Air Corps for the Ukrainian front. What Manstein needed was a quick and relatively bloodless way to break the remaining Soviet defenses.

Manstein, never a man to shrink from accepting risks, decided to try the least likely line of approach, an amphibious assault across Severnaya Bay and up the cliffs on the opposite shore. If it succeeded, the Zapun line could be taken from the flank and rear. Many of the members of 11 Army Staff thought the plan too risky, but Manstein was adamant.
On the night of June 28-29, preparations were completed and at dawn 22 and 24 Infantry Divisions launched their first wave of assault boats. The Russians were taken unawares. This attack was accompanied by a frontal assault on the Zapun position which succeeded, in the ensuing confusion, in penetrating and overrunning part of the Soviet line on a narrow front. From this point there could be no doubt as to the outcome of the battle, but urged on by their officers and commissars, the Russian soldiers continued to resist fanatically. Manstein ordered his massed artillery to bomb the Sevastopol in order to save his army from suffering further heavy losses in house-to-house fighting. In his own words:

Our headquarters would have been neglectful of its duty to the soldiers of Eleventh Army had it failed to take account of this possibility. A battle within the city would cause more heavy losses to the attacker. In order to obviate them we directed the artillery and 8 Air Corps to go into action once more before the divisions resumed their assault. The enemy was to be shown that he could not expect to extract a further toll of blood from us in house-to-house fighting.45

On July 3, resistance in Sevastopol ended and the following day the survivors of the 250-day siege emerged from Cape Chersonese to surrender to the Germans. The Red Army and Navy command eluded capture, being rescued by plane and submarine. But the unfortunate majority, 90,000 strong, marched into captivity.

Hitler was overjoyed with the news of the capture of the fortress.46

Somewhat prematurely, on July 1, he promoted Manstein to the rank of Field

45 Manstein, Lost Victories, 257; & Verlorene Siege, 281.
Marshal in recognition of his achievement. The Führer also ordered that a special victory shield, the Crimean shield, be created and worn by all ranks who had participated in the campaign. In a more materialistic gesture, Hitler rewarded Manstein with one of the former tsarist palaces near Yalta. Manstein took obvious pride in the fact that he had earned his field marshal's baton by conducting a successful campaign and also capturing a fortress. This was a not too subtle way of criticizing Keitel, Göring and certain other personages for their desk promotions.

After the fall of Sevastopol, 11 Army was given a few weeks in which to rest and refit. Meanwhile, preparations were made for the planned crossing of the straits at Kerch in conjunction with the advance of Army Group A into the Caucasus. Manstein utilized this rest period to visit his wife in Rumania. Here he also had several conversations with Marshall Antonescu, the Rumanian dictator. Colonel Busse, 11 Army's Chief of Operations, kept Manstein posted on developments in the Crimea.

When Manstein returned to duty on August 12, he was surprised to find that Hitler had scrapped the Kerch crossing. Instead, 11 Army was to be divided up and sent on various minor operations. Headquarters 42 Corps, including 46 Infantry Division and several Rumanian units, was detailed to carry out the Kerch crossing on a reduced scale. One Division (the 50th) was left in the Crimea. The 22nd Division was converted back to its former status as an airborne unit and sent to garrison the island of Crete in the Mediterranean. Even though this was "one of our best formations," it was to remain idle for the rest of the war in a minor theater of operations.

47 Werth, Russia at War, 599.
48 See Clark, Barbarossa, 124; & Manstein, Lost Victories, 150.
49 See Trevor-Roper, Blitzkrieg, 122 following.
50 Manstein, Lost Victories, 260.
The remainder of 11 Army was to move north to Leningrad where it would undertake the capture of that city. Shortly after the move north began, 72nd Division was diverted to Army Group Center where a local crisis occurred.\textsuperscript{51} By the time Manstein reached his destination, his forces had shrunk to four divisions plus the siege train. In this manner, 11 Army's actual strength was reduced to that of a reinforced Infantry Corps.

On his way north, Manstein stopped at Vinnitsa for conversations with Hitler and Halder. Halder agreed with Manstein that Germany could ill afford a side show at Leningrad in addition to her other heavy commitments. But when Manstein asked if Halder thought it would be possible to dispense entirely with 11 Army in the south, Halder replied that he did.\textsuperscript{52} Manstein implies in his memoirs that even at this early date he foresaw the impending disaster on the southern wing but was unable to convince Halder, much less Hitler, of what he anticipated. It is quite true that if 11 Army had remained in reserve on the southern front it might have prevented the disaster at Stalingrad. But this is most likely another what-might-have-been. Manstein does not seem to have put up much of a fight for the planned Kerch Operation. On the contrary, what most irritated him was the dismemberment of his Army. This could only result in lessening his influence! How much this entered into his thought is hard to judge, but behind his high-minded premonitions somewhere lay Manstein's pride, prestige, and ambition.

While at Vinnitsa Manstein duly noted the very bad relations of Hitler with his Chief of Staff. Halder clashed repeatedly with Hitler, who refused

\textsuperscript{51} Halder's Diary, VII, 374 (August 14, 1942), \& Manstein Lost Victories, 261.

\textsuperscript{52} Manstein, Lost Victories, 261.
to credit his remarks. It was obvious that this situation could not endure much longer. At one point during a situation conference Hitler's recriminations so provoked Halder that the latter, losing his temper, bitterly contradicted his Führer.53

Hitler's reply was an insulting tirade. Manstein, with his Prussian sense of dignity, removed himself from the map table and refused to return until Hitler regained his composure. To Manstein, Hitler's behavior was rude in the extreme and completely uncalled for. He let Hitler know via his aide, General Schmundt, that if he could not get along with Halder, he must seek a more agreeable replacement.54

On August 27, 11 Army relieved 18 Army of the three sectors of front in the immediate vicinity of Leningrad. The 18 Army continued to control the Volkhov front. Before Manstein was able to amass the necessary ammunition and supplies for the attack on Leningrad, the Red Army struck hard on the Volkhov.

Hitler personally called Manstein on Sept. 4, ordering him to restore the situation in 18 Army's sector by counterattacking. The Führer's meddling created a certain amount of friction between the two army headquarters but Manstein, with his characteristic energy, soon smoothed over these difficulties.

The Soviet attacks had created a salient eight miles deep and about five miles wide at its base near Gaitolov. The enemy successes were soon brought to a halt as Manstein shifted four fresh divisions from the Leningrad front to counter the threat. Then in an almost classic manner he counterattacked, cutting off the Russian salient at its base. In order to avoid

53Halder's Diary, VII, 382 (August 24, 1942), & Manstein, Lost Victories, 261-262.
54Manstein, Lost Victories, 262.
heavy casualties in reducing the pocket by forest fighting, at which the Russians excelled, Manstein made extensive use of his heavy artillery. The encircled Russians were subjected to intensive bombardment and by Oct. 2, the survivors in the pocket capitulated. Twelve thousand men survived the shelling to surrender to the Germans. These were only a fraction of the casualties inflicted, for the Soviet command, not expecting such heavy artillery in the rugged terrain, had not made adequate preparations. As a result, their casualties were very heavy. Manstein's forces also suffered; Halder's diary describes the fighting as "stubborn" and "slowly gaining ground."

If the Soviet attacks were costly to the Russians, they nevertheless succeeded in delaying Manstein's projected assault on Leningrad, which, in the end, never materialized. Manstein's forces remained tied down restoring local crises.

The October days passed quickly. On Oct. 24, Manstein flew to Hitler's headquarters to receive formally his field marshal's baton. Hitler was in a good mood, presumably Halder's disappearance from the scene had refreshed Hitler temporarily. Manstein, sensing Hitler's affability pressed Hitler to reconsider his decision to create twenty-two Luftwaffe Field Divisions. Hitler listened to Manstein's arguments politely enough but remained unconvinced. He explained to Manstein that he had already given Göring his decision and could not go back on his word now.

55 The extensive use Manstein made of his artillery may also be an indication of the declining caliber of German Infantry on the eastern front. Halder's Diary, VII, see entries for Sept. 1942, northern sector, 387-397.
56 Halder was dismissed on Sept. 24, 1942.
58 Luftwaffe Field Divisions were Infantry divisions manned by air force personnel. Because of their lack of training they were usually indifferent in quality unlike air force paratroop units which, in contrast, were excellent troops.
Hitler then changed the subject. The Leningrad assault was to be dropped and instead 11 Army was to move to the vicinity of Vitebsk where the Russians were preparing an offensive. The 11 Army was to counter this offensive when it came. Meanwhile, Manstein must prepare himself for a new role. Hitler was considering him as a replacement for Field Marshal List, the commander of Army Group A. Hitler had removed the latter when his troops were unable to continue the advance in the Caucasus and assumed personal command of Army Group A temporarily. At the end of the talks, Manstein returned to 11 Army and ordered the necessary preparations for the move to Army Group Center.

On Oct. 29, Manstein was informed that his eldest son, Gero, had been killed in action. Quite naturally this was a great shock. Perhaps for a moment his iron-hard Prussian self-discipline slipped. The last time he had seen his son alive was only eleven days before when his friend Busch (the Commander-in-Chief 16 Army) had arranged a father and son get-together combining business and pleasure. The blow came just a few days after Manstein's aide "Pepo" Specht had been killed in a plane crash. Badly shaken, Manstein took a short leave after the funeral to be with his wife. Frau Manstein was deeply upset by this loss. She had lost her favorite brother in Belgium in 1940 and now her eldest son.

Manstein did what he could to console his wife. Being devout Christians they took comfort in their religion. Manstein's epitaph for his son describes him as a young aristocrat, a soldier, a gentleman and a Christian.

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59List, Field Marshal Sigmund Wilhelm. Principal commands 14 Army, Poland 1939, 12 Army, France 1940, & Balkans 1942, Army Group A, Russia, 1942.  
60Manstein, Last Victories, 271.
The 11 Army headquarters had moved to Vitebsk while Manstein was in
Germany with his wife. A few days after his return, Manstein was informed
on Nov. 20 that his headquarters was to move south to take control of the
front on both sides of Stalingrad. His new headquarters designation would
be Army Group Don. He was to restore another critical situation.
Chapter VII

Army Group South (Don)—The Tide Turns
During Manstein's tenure as Commander of Army Group South (Don) the German Armies in Russia gradually relinquished the initiative to the enemy. Manstein's role as Commander of Army Group South is divided into four distinct periods: the attempt to relieve Stalingrad, the extraction of Army Group A from the Caucasus, "Operation Citadel", and the series of defensive battles following Citadel in which Army Group South was pushed back into the western Ukraine. Much has been written about the Stalingrad phase, but the other periods, especially the post-Citadel period, have been largely ignored by western historians. The obvious reason for this neglect is that after 1943, it was only a matter of time until the Red Army ground down the Wehrmacht and overran eastern Europe.

During the entire period from November 20, 1942, to April 2, 1944, for sixteen long months, Manstein demonstrated his considerable military talents. His personal life, formerly often cheerful, now almost ceased to exist. The mental and physical strain was almost over-powering and seldom slackened. Manstein's numerous responsibilities precluded his visiting the front with any regularity. He sorely missed this close contact with the combat soldiers which he had enjoyed before in the Crimea and as a corps commander.

Another feature of Manstein's new duties was the change in his relations with Hitler. Formerly the Führer had treated Manstein well. In his presence Hitler had always acted correctly with the single exception of the scene with Halder in the summer of 1942. Up to Manstein's dismissal, his relations with Hitler were polite, never friendly, but polite. Nevertheless, as time wore on, their disagreements became more pronounced. Still, Hitler remained rational.

1This is graphically illustrated by two photographs of Manstein: one in Fauls' biography (opposite 145) shows Manstein in early 1943. He looks very tired and downcast. The other picture in Verlorene Siege (opposite 48) shows Manstein after his dismissal in 1944. He looks much more alert in the latter, having evidently regained his vigor.
in Manstein's presence and only on one occasion did he personally insult this
sober-minded Field Marshal. On this occasion Manstein endured his derogatory
remarks in silence and then returned to the business at hand. 2

One matter which influenced Hitler's relationship with Manstein possibly
more than anything else was Manstein's demand that there be a change in the
structure of the German High Command. This was an old complaint of Manstein's
which he had first mentioned to Hitler after the Blomberg-Fritsch scandal in
1938. 3 Since he was moved from his post as O. Qu. I shortly thereafter, he did
not have an opportunity to press this point upon the dictator until the winter
of 1940, when he again saw Hitler. But at that time, other things seemed more
important. Manstein then put forward his plan for the destruction of France.
Since 1940, his visits with Hitler had been few, and in view of Germany's
success, Manstein did not think it opportune to press Hitler for a more
efficient and rational command structure. But as Germany's situation deteriorated,
Manstein became bolder. It would be superfluous to say that Manstein's
task was an easy one, and even worse, to minimize the personal risk which he
ran in suggesting his scheme to Hitler. This in itself speaks for the courage
of the man.

What Manstein proposed was that Hitler hand over the O.K.W. and O.K.H.
positions he held to someone else. Of course Manstein was not foolish enough
to ask Hitler to resign; no dictator would relinquish control of his armed
forces of his own choosing. Manstein made the pill more palatable. At O.K.W.,
he suggested Hitler appoint a real Chief of Staff to replace the rubber-stamp

2 Manstein, Lost Victories, 285; & Verlorene Siege, 316.
3 Keitel, Memoirs, 52.
Keitel, and for O.K.H., a man to command the eastern front. Hitler would keep his titles and de jure control, but these two positions would be filled by men with the de facto authority relegated to them by Hitler. In this manner, Hitler would suffer no loss of prestige, so vital to him, nor would he be overshadowed by his appointees, for he would still, for appearance's sake, be the nominal commander-in-chief.

Unfortunately Hitler, who viewed himself as something of a German Napoleon, thought rather differently. To Hitler, Manstein appeared as a very talented soldier, although "somewhat excessively ambitious." Indeed, the Führer may have quite agreed with Hasse1 that Manstein, like the majority of the field marshals, was out to make his career, "in the lowest sense." On one occasion, when Manstein pressed Hitler particularly hard to accept his proposal, Hitler retorted: "Appoint a Commander-in-Chief . . . What would be the use? Even I cannot get the field marshals to obey me!"

Manstein's suggestion was plainly not acceptable. Yet Hitler remained on good terms with him and once, surprisingly enough, nearly accepted his proposal. After the debacle at Stalingrad, Hitler recalled Guderian to service and gave Manstein a relatively free hand in the Ukraine. But the temptations of military glory soon over-rode this inclination, supported no doubt by Himmler.

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4See Manstein, Verlorene Siege, 316-318; & Lost Victories, 286-288.
7Clark, Barbarossa, 1.
8Manstein's Army Group Don was rechristened Army Group South on Feb. 17, 1943; Army Group "B" was dissolved and divided up between Army Groups Center and South at this time. Guderian was recalled to service on March 1, 1943 as Inspector General of Panzer troops. See Clark, Barbarossa, 292-294; & Manstein, Lost Victories, 406-413; Verlorene Siege, 437-444.
Göring and Hitler's party cronies. Similarly Manstein was handicapped whenever he broached this subject to Hitler. Hitler knew that Manstein would be the most likely candidate for the new positions he had suggested, and the Führer used this successfully to Manstein's disadvantage. Ironically, Keitel made a similar proposal to Hitler:

I, myself, ["Keitel"] advised Hitler three times to replace me with von Manstein: the first time was in the autumn of 1939, before our campaign in the west; the second was in December 1941, when Brauchitsch went; and the third time was in September 1942 when his big quarrel with Jodl and myself flared up. But despite his frequently expressed admiration for Manstein's outstanding talents, Hitler obviously feared to take such a step and each time he turned it down; was it sure insolence on his part or some other unvoiced objection he had to him? I have no idea.9

Perhaps Hitler feared Manstein's influence at the top would someday over-shadow his own, or maybe Himmler and Göring, fearing for their "empires" were able to influence Hitler.

The tragedy of Stalingrad is well-known. In the early morning of November 19, 1942, Russian forces facing the Rumanian Third Army on the Don northwest of Stalingrad, surged forward against the thin Rumanian line. The Rumanians held on until noon in spite of an almost total lack of heavy weapons and anti-tank guns. But by 2:00 P.M. they were overrun and strong Soviet tank columns were surging south and west deep into the German rear. The next day a second Soviet attack routed the Fourth Rumanian Army south of Stalingrad and drove west. A glance at the map clearly illustrates that the Soviets, mimicking German double-envelopment tactics, were about to complete their first and most successful offensive of the war. On the 22nd the two arms of the pincers closed at Kalach on Don and the German Sixth Army was encircled in the Russian net.

9Keitel, Memoirs, 53.
The Germans were quite aware of the Soviet intentions and preparations weeks before the trap was sprung, but Hitler, primarily for reasons of prestige, refused to sanction any adequate counter-measures. As a result the Russian plan ran like clock-work in its initial phases, successfully entombing the Sixth Army. Hitler refused to grant Paulus "operational freedom", i.e. permission to withdraw or break out from the outset and steadfastly refused to budge from his initial order.

There exists today a continuing controversy over who is to blame for the disaster. Much of what has been written since the events only serves to cloud the issue, shedding more heat than light. Hitler naturally must share the greatest burden of blame, but since the war, nearly everyone associated with the defeat has been accused of being partly responsible. Göring, who gave Hitler a ridiculous guarantee that the Luftwaffe could supply Sixth Army by air, certainly contributed his share to the final outcome as did Paulus, who has achieved ignomious fame in defeat.

Much of the post-war back-biting is the result of attempts by the anti-Nazi conspirators to enlist the front commanders in a coup against Hitler at this critical juncture. Kluge, Paulus and Manstein, so the story goes, were to lead their armies back to Germany, seize Hitler, and make peace.¹⁰ This suggestion, quite rightly, was considered impossible by those to whom it was suggested. Nevertheless, it has been used since the war to blacken the reputations of those involved.

Technical problems precluded Manstein's taking command of his army group until November 27. His orders read: "recapture the positions formerly

held by us."11 This was wishful thinking on Hitler's part. Manstein began by scraping together the shattered remnants of his new command. Sixth Army was surrounded in Stalingrad and under the watchful eye of Hitler's personal representative, General Schmidt.12 Both Rumanian Armies had largely disintegrated in the initial attacks. This left Manstein with Hoth's Fourth Panzer Army, a mass of fugitives, and whatever reinforcements he could wring from Hitler to "restore" the situation.

Initially Manstein hoped to launch two relief attacks towards Stalingrad, but the heavy pressure exerted by the Russians on the Chir front ruined any chance Group Hollidt (remnants of the Third Rumanian Army plus several German Divisions) had for going over to the offensive. Bad weather and late arrival of reinforcements slowed the start of the other relief column (Fourth Panzer Army). It started out from Kotelnikovo on December 12.

The "rats war" continued in the Stalingrad pocket. Göring's promised airlift never really got off the ground. The beleaguered Sixth Army needed between 550 and 600 tons of supplies daily to fight effectively; the most tonnage flown-in in one day by the Luftwaffe never approached this.13 On their biggest day, December 19, only 289 tons of supplies reached the pocket.14

The situation remained grim. Hoth's Fourth Panzer Army advanced slowly; it took an extraordinary effort to hold the rest of Army Group Don's front.

11Esposito, West Point Atlas, Map 34, (World War II).
12Generalmajor Arthur Schmidt, a man who remained loyal to Hitler to the end. Paulus' Chief of Staff, he succeeded in getting sentenced to 25 years forced labor as a war criminal later on.
14Geerlitz, Paulus, 282.
Manstein had to contend not only with the Russians and the weather, but also with Hitler. In an acutely bitter report to Hitler he summed up his criticism by saying:

Ref. 5. In the current situation, I do not welcome the placing of another Army Group under my command. Manstein desperately needed reinforcements which Klöster (Army Group A) could best provide, but was unwilling to give. Nevertheless I think it must be done, though I must ask for complete liberty of action in the conduct of operations. In this connection, I feel bound to point out that the situation as a whole has now developed to such an extent, both as regards Sixth Army and as regards Army Groups 'A' and 'B', that the major decisions now under consideration are being taken too late. May I suggest that you consider what would happen if we were commanding on the other side...15

Manstein was referring to the increasing possibility that the entire southern front might collapse. Both's relief attempt, after hard fighting, had reached within thirty-five miles of Paulus' front. Here it was halted, and then forced on to the defensive. At the same time, Eighth Italian Army on the north flank of Army Group Don was "scattered to the four winds" by a new Russian blow. This new move aimed at Rostov threatened Army Group A with the same fate as Sixth Army. If this happened, Germany would soon be on her knees.

Manstein, with Zeitzler's aid struggled continually with Hitler to obtain the necessary decisions so that they might stabilize the situation. But Hitler insisted that Stalingrad must be held; this ended Paulus' chances of breaking out. He refused to disobey his Führer. Manstein was deeply shocked at Hitler's apparent willingness to sacrifice a quarter of a million

15 Goerlitz, Paulus, 280.
16 Some sources claim the distance to be as close as 25 miles. Manstein claims the distance was "some 30 miles." Lost Victories, 339.
17 Goerlitz, Paulus, 281.
18 Generaloberst Ernst Zeitzler replaced Halder as Hitler's Chief of Staff at O.K.E. in September 1942.
19 Goerlitz, Paulus, deals extensively with Paulus' motives. See especially 68 following.
men for the sake of his prestige. Nonetheless, realizing that an even greater disaster was hanging over his head, he set about to save what he could. Fighting an elastic defensive battle whenever possible, he succeeded in holding open the Rostov gateway for Kleist's retreat. Sixth Army's martyrdom now became crucial. Paulus continued to tie down a large portion of the Russian forces. As long as he held out, these forces would not be available for operations on the main front. In this respect Paulus and his army did a great service by continuing to resist in conditions which would have demanded their surrender according to western standards.

On January 25, 1943, the German Second Army was caught falling back from Voronezh and badly mauled. This blow together with Sixth Army's now hopeless plight brought Hitler momentarily into reality. He authorized the withdrawal of Army Group A from its exposed position. But Seventeenth Army, instead of withdrawing through Rostov, continued to hold a bridgehead in the Kuban. First Panzer Army retreated north through Rostov where it became part of Army Group Don.

On February 6, three days after Paulus' surrender, Hitler flew to Stalino to discuss the situation with Manstein. The Führer was upset with the way his field marshal was handling things. It seems that Manstein, ignoring the "stand fast" order, was giving ground right and left. To Manstein this was trading space for time, but Hitler was wont to see things differently.

Clark in Barbarossa disputes some of Manstein's story. He insists that Manstein overestimated the Russian strength and did not exploit their weaknesses fully, thus he missed the chance to relieve Paulus in time. See 257 following: further evidence of this is found in Goerlitz's Paulus, which quoted General von Rundstedt's diary. See 280 following; & F. W. Mellenchlin, Panzer Battles, A Study of the Employment of Armor in the Second World War. Norman, Oklahoma: University of Oklahoma Press, 1956, 182-184. Hereafter cited as: Mellenchlin. Mellenchlin explains that the Russians, in spite of their numbers were not very formidable in their attacks.
Manstein was pleasantly surprised to find Hitler in good spirits. The Führer opened the conference by admitting to Manstein that he and he alone was responsible for Stalingrad. This "struck a chivalrous note" with Manstein, who had been expecting something quite different. Encouraged by Hitler's seemingly fine spirits, the field marshal began to argue the necessity of a further retreat in First Panzer Army's sector to the Mius River. This shortening of the front would free sufficient forces enabling Manstein to strengthen his mobile reserve. During the conversation Manstein made several caustic remarks about Hitler's overestimation of the capabilities of the S.S. and Luftwaffe Field Divisions. Hitler agreed that the Luftwaffe formations were a "fiasco," reinforcing Manstein's boldness. After obtaining permission to carry out the suggested withdrawal, Manstein returned to the charge. He bluntly but tactfully told Hitler that he should withdraw from active command, putting his "implicit trust" in a chief of staff with "the appropriate responsibility and authority." Hitler, remaining quite calm, explained that he could not consent to this. Bliemberg and Brauchitsch had caused him enough disappointment and besides, only he personally could control Göring. The Reichsmarshall would never take orders from a general. At all events, Führer and field marshal parted company at least partly satisfied with their accomplishments.

Manstein returned to his headquarters to conduct the withdrawal. His armies were now fighting in three directions against odds estimated at seven to one. Keeping his worn down panzer divisions well in hand, Manstein smashed back the Russian penetrations as best he could. His northeast flank

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\[21\] Manstein, Lost Victories, 407; Compare Clark, Barbarossa, 292-293.  
[22] Clark, Barbarossa, 293.  
remained in the air after the defeat of the Second Army. Into the gap left by
this retreat Zhukov raided his forces in an effort to pin Manstein's Don
Group to the Black Sea. On February 16, Kharkov was recaptured by the Russians.
The gap between Army Groups South and Center was now over 100 miles wide.

But things were not so bad as they appeared on the surface. The Russians
had been driving west for three months and in the process they had taken heavy
losses. More important, they were finding the problems of supplying the
attack, a new experience, extremely difficult. Also, on the German side,
Manstein's cries for aid were now being listened to. Reinforcements began
to arrive on a more realistic scale. Nonetheless, the crisis was severe
enough to warrant a second visit from Hitler. He flew to Zaporozhe, Manstein's
headquarters, on the 19th. This was the closest Hitler ever came to the
fighting front during the war.

During Hitler's visit, Manstein began his counter-attack. Fourth
Panzer Army attacked west northwest toward Izyum and Kharkov, meanwhile,
First Panzer Army struck north and east at the flank of the Russian advance.
The Russians were over extended, and the Germans, being well concentrated,
pocketed and destroyed unit after unit. As the attack progressed some
Russian units panicked others ran out of fuel.

Manstein's counteroffensive was a masterpiece of mobile warfare;
it is sobering to consider what he might have accomplished if
given a free hand from the beginning.26

By March 14, Kharkov had once again fallen to the Germans; the German
counteroffensive then rolled the Russians back to the general line of the positions

24 Zhukov, G.K., Marshal of the Soviet Union. Zhukov was in overall
command of the Soviet forces in the south at this time.
25 Styer, Barbarossa, 300.
26 Esposito West Point Atlas, Map 36, World War II.
held in May, 1942. The only major exception was the Kursk salient which left a threatening bulge in the German front between Army Groups South and Center. This area could not be retaken for the spring thaw soon put an end to mobile operations.

As the thaw set in, both sides began to withdraw their armored formations for rest and rehabilitation. The reorganization of the German economy by Speer\(^2\) helped somewhat to offset the increasing strength of the Soviet Union, but Germany's relative strength was slowly declining. British and American lend-lease also contributed to the worsening of Germany's situation.

During the muddy period, Hitler sought a solution to the discouraging turn of events. Generaloberst Guderian hoped that Hitler would remain on the defensive in the east in 1943. He warned the Führer that a premature commitment of Germany's only strategic reserve might be disastrous.\(^28\) Manstein was in agreement with Guderian. He proposed to let the Russians strike first as they had in 1942. The Germans could fall back before the Russian offensive until it had worn itself down advancing; then they could strike at the exposed flanks of the Russians, hitting them hard "on the backhand."\(^29\) If this counter-attack succeeded, the Russians stood to lose their offensive capability, in which case a stalemate would ensue. In these conditions it might be possible to come to terms with Stalin before the western allies could intervene on any decisive scale. Manstein felt that Germany might find salvation in these conditions. Otherwise, there was little hope.\(^30\)

\(^{27}\)Speer, Albert. Professor of architecture, Minister of Armament and War Production 1942-1945; sentenced to life imprisonment 1946; released in 1966.

\(^{28}\)Clark, Barbara, 275, and Guderian, Panzer Leader, 234-235.

\(^{29}\)Manstein, Lost Victories, 443.

\(^{30}\)Manstein, Lost Victories, 443-445; & Verdun Siege, 473-483.
Hitler was not willing to accept the admittedly heavy risks which the acceptance of Manstein's suggestions implied. Instead, he decided to adopt a compromise solution. His reasons for rejecting Manstein's suggestion were twofold. First and most important, Hitler never truly mastered the techniques of mobile warfare and as a result, in this type of operation, he would be dependent on his general staff officers to carry it out. Second, the success of this plan was problematical, as are all military operations, and since its success could not be guaranteed in advance, he did not wish to risk it.

Still, "Operation Citadel", the plan which finally emerged did show some promise initially. Zeitzler's "brainchild" was first suggested to Hitler early in April. Zeitzler proposed to eliminate the Kursk salient which threatened the flanks of Army Groups Center and South. This would be accomplished by a joint offensive of the two Army Groups involved. If it was launched at an early date, it was hoped that it would catch the main Russian tank units which were known to be refitting in that area before they could complete their reorganization. A severe mauling of the Soviet armored units early in the summer would, for all intents, end any prospect of a new Russian offensive for several months.

Hitler held a meeting early in May at Munich to determine whether "Citadel" still had any prospects of success. Present were the O.K.W. Staff, the O.K.H. Staff, Speer, Guderian, Kluge, Model, and Manstein. After Hitler's speech, Model (Commander-in-Chief of Ninth Army) was given the floor.

31 Meillenthin, Panzer Battles, 213-215.
32 Model, Field Marshal Walter. Chief of Staff 16 Army (Büschen) France, 1940; 3 Panzer Division and 3 Panzer Corps Russia, 1941; Commander-in-Chief 9 Army 1942-1943; replaced Commander-in-Chief Army Groups North, Center, & South (Manstein) 1944. Later replaced Kluge in west, 1944. Suicide at end of war. Referred to himself as "Hitler's fireman."
33 Guderian, Panzer Leader, 244.
He produced evidence that the Russians, aware of the German intentions, were setting a trap and asked that the attack be called off. Hitler then turned to Manstein.

Manstein, as often when face to face with Hitler, was not at his best. His opinion was that the attack would have had a good chance of succeeding if it had been launched in April; now its success was doubtful, and he would need a further two full-strength infantry divisions in order to be in a position to carry it out. Hitler replied that . . . Manstein must make do with what he already had; he then repeated his question, but unfortunately received no very clear answer.34

Kluge supported Zeitzler as did O.K.W.; only Guderian made any real protest, and he was in the minority.

Guderian: My Führer, why do you want to attack in the East at all this year?
Hitler: You are quite right. Whenever I think of this attack, my stomach turns over.35

As a result of this bickering, and also because Hitler wanted to re-equip his panzers with the Tiger and Panther tanks, the attack was delayed until July. It finally started on the afternoon of July 4. Just before the attack, Manstein protested that it must be abandoned, but it was too late.37 The Russians, as Model had warned, were ready. In a week of bitter fighting, they turned the tables on the Germans, severely mauling Hitler's precious Tigers and Panthers. "Citadel", the greatest tank battle in history, marks the lowest ebb in German offensive planning in World War II. Model's attack on the north flank of the Kursk salient never really got started, and in the south Manstein fared little better.38

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34Guderian, Panzer Leader, 245.
35Clark, Barbarossa, 275.
36Clark, Barbarossa, 322 following.
37Clark, Barbarossa, 327, and Mellenthin, Panzer Battles, 217.
38In his memoirs Manstein paints a somewhat rosier picture of Kursk, but in fact his words have a hollow ring. Manstein, Lost Victories, 448-449, Verlorene Siege, 501-506.

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The crisis in Italy ended "Citadel"; by mid-July the Germans were reeling under the Russian summer offensive. The Russians, besides their main offensive on Manstein's northern flank, also struck on the Mius front and at Izyum. Manstein managed to hold on throughout August, but early in September the situation once again became critical. In a new round of "discussions" with Hitler, Manstein obtained belatedly permission to fall back to the Dnieper line.

In the ensuing retreat behind the Dnieper, Manstein devastated the German occupied areas, hoping to slow the Russian pursuit. He succeeded in delaying them long enough to enable his over-tired troops to gain the crossings. In the resulting redeployment on the west bank, he was unable to eliminate the Soviet bridgeheads at Kiev and Kremenchug. All of the Soviet attempts to break out of their bridgeheads were costly failures. Heavy fighting west of Kiev continued through November, with no decisive result.

As the winter of 1943-1944 arrived, Manstein became more disenchanted with Hitler's "hold fast" orders. There were never enough troops to really "hold" the front, and as Manstein had demonstrated on many previous occasions, the only proven method of successful defense against the Russians was a mobile offensive-defensive one. He was determined never to allow a second "Stalingrad" to happen while he was in command.

In contrast, Hitler became more insistent that every square inch of ground must be defended to the last. On September 3, accompanied by Kluge, Manstein had visited Hitler to discuss the situation. With Kluge's backing, Manstein tried once again to persuade the Führer to appoint a chief of staff. But Hitler refused to listen to Manstein and nothing positive was accomplished.\(^{39}\)

\(^{39}\) Manstein, Lost Victories, 461-462.
Four months later Manstein repeated his performance; this time he was exceedingly outspoken. His dismissal followed shortly thereafter.
Chapter VIII

The End of a Career
As 1943 faded into 1944, the Hitler-Manstein relationship reached a new low. On January 4, 1944, Manstein flew to Hitler's headquarters. He had several matters which he wished to discuss with the Führer. Towards the end of the situation conference, Manstein asked Hitler if he might see him "with only the Chief of Staff present."\(^1\) When everyone had left the room except Zeitzler, Manstein "asked leave to speak quite openly."\(^2\) Hitler agreed and Manstein began to speak.

'One thing we must be clear about, mein Führer, is that the extremely critical situation we are now in cannot be put down to the enemy's superiority alone, great though it is. It is also due to the way we are led.'\(^3\)

Hitler's expression hardened but he kept silent. Manstein went on but he could hardly fail to notice Hitler's obvious displeasure. The only way to restore the situation would be for Hitler to appoint a soldier (Manstein) to set things right.

The Führer, although he was nettled by Manstein's barbs, remained calm.\(^4\) Returning to his former stand, Hitler reiterated his previous negative attitude. He alone could decide what forces were available for the various theaters of war and what policies should be pursued there.\(^5\)

Besides, there was always Göring.

Manstein, sensing an impasse, turned to the subject of a commander of the eastern front. But Hitler would not yield.

'Even I cannot get the Field-Marshal to obey me!' he cried. 'Do you imagine, for example, that they would obey you any more readily? If it comes to the worst, I can dismiss them. No one else would have the authority to do that.'\(^6\)

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\(^1\) Manstein, *Lost Victories*, 504; & *Verlorene Siege*, 572.
\(^2\) Manstein, *Lost Victories*, 504; & *Verlorene Siege*, 572.
\(^3\) Manstein, *Lost Victories*, 504; & *Verlorene Siege*, 572.
\(^4\) "Hitler obviously sensed just how far he could afford to go with his interlocutor and what people he could hope to intimidate with outbursts of rage that may often have been simulated." Manstein, *Lost Victories*, 285.
\(^5\) Manstein, *Lost Victories*, 505.
\(^6\) Manstein, *Lost Victories*, 505.
Manstein had the satisfaction of saying that his orders too "were always carried out," but Hitler, refusing to comment, ended the tête-à-tête.7

His proposals rejected, Manstein returned to his own headquarters. His dejection is understandable; ahead he saw Germany's certain defeat. But what could he do? Join the conspirators? No, this he could not do; his oath of loyalty would not permit it. Besides there were other factors to consider:

Manstein was well aware that any attempt to settle the matter by force [i.e. do away with Hitler] would lead to the collapse of our armies in the field.8

If this happened, the Soviet Union would overrun and occupy Germany.9 He could not risk it. And anyway, what difference would Hitler's disappearance make? The Allies were insistent on unconditional surrender. As he said in his memoirs,

At the time when I held a command we had not, to my mind, reached the point where such action had to be regarded as the only possible solution.10

Manstein hoped (and most likely prayed) for a miracle.

At the front, Army Group South, tied down by Hitler's "stand fast" orders, continued to fight an unequal battle. Manstein encircled a Russian column near Uman and succeeded in destroying it. But this minor success could not offset the Russian superiority.

Manstein, always dogged when he knew he was right, continued to pester Hitler with personal letters and official correspondence. He urged Hitler to take a "long step back."11 In this manner the German Armies could momentarily

7 Manstein, Lost Victories, 505.
8 Manstein, Lost Victories, 506.
9 The Anglo-American landings did not take place until June.
10 Manstein, Lost Victories, 288.
shake-off their pursuers and pull themselves together. Hitler listened with a deaf ear.

On January 27, Hitler called a meeting of all the army and army group commanders at his headquarters. In his speech Hitler insulted these long serving men until Manstein could no longer bear it. Hitler had been stressing the need for "faith" in the regime and its leader. He said:

'If the end should come one day, it should really be the Field-Marshals and generals who stand by the flags to the last.'

As he repeated the sentence a second time for emphasis, Manstein shouted back:

"'And so they will mein Führer!'" This sudden interjection unnerved Hitler. He lost his train of thought and abruptly ended the meeting. Manstein went to tea with Zeitlinger. While he was there the phone rang. Hitler wanted to see Manstein.

When Manstein entered Hitler upbraided him for his earlier interruption. Keitel, whom Manstein detested, was present. In his presence Hitler mentioned Manstein's personal letters; he accused him of trying to justify himself to posterity through the war diary.

Manstein endured the first reprimand in silence, but Hitler's second comment was too much. He denied Hitler's comment. "'Letters I write to you personally do not get filed in the war diary.'" He then implied that he was a "gentleman" (something Hitler was not) and his motives were for the good of the cause. After a pregnant pause, Hitler thanked him for coming over and excused him.

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12 Manstein, Lost Victories, 511.
13 Manstein, Lost Victories, 511.
14 Manstein, Lost Victories, 512.

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Behind the scenes Himmler and Göring had been working for Manstein's dismissal for some time. Göring had suggested that Hitler dismiss Manstein as early as March, 1943, after Manstein first suggested that Hitler step down.15 Manstein's pointed criticism of the Reichsmarshall certainly gave Göring a motive. The Luftwaffe field division and the Stalingrad airlift, both complete failures, Manstein laid at Göring's door.

Manstein's feud with Himmler dated from the Fritsch scandal. His sardonic comments on the ability of S.S. generals had earned him no favor in Himmler's camp. But there was more to Himmler's dislike than that Army - S.S. rivalry. Manstein was a Christian and proud of it. A Prussian aristocrat, Manstein represented the old way in Germany's "New Order". His position was somewhat analogous to that of the Tsarist general in the Red Army. It was Hitler's need of his skills which kept Manstein in command.

Goebbels was another high Nazi who wished to see Manstein go. Whenever Manstein is mentioned in his diary there is some disparaging remark associated with his name. On Nov. 8, 1943, he wrote:

The crisis in the southern sector of the Eastern Front would not have become so serious had a man of caliber stood in Manstein's place . . . [Unfortunately] Manstein is to return to his post. I regard this as a grave disaster.16

Manstein returned from his visit to Hitler's headquarters in time to deal with a series of new crises. The first occurred when Sixth Army was attacked east of the Dnieper early in February. The Nikopol bridgehead had to be abandoned as the Germans retreated across the river. Hitler took this opportunity to transfer the forces involved to Army Group A (Kleist).

15Goebbels Diaries, 306.
16Goebbels Diaries, 570.
Shortly thereafter, Red Army units driving west from Kiev and Kremenchug succeeded in isolating two German Corps (11 and 42) in the Cherkassy Pocket. Manstein immediately counter-attacked, but mud, snow, and a tough Russian defense stopped his relief forces short of the pocket. Manstein, ignoring Hitler's "hold fast" orders, told the corps commanders to break out. This they did on the night of Feb. 16-17. Much of the heavy equipment, including most of the artillery, had to be abandoned, but the men were saved.

The Soviet offensive now grew in fury driving west towards Rovno, which fell early in February. Thereupon the attacks turned southeast toward the Carpathians. Early in March the First Panzer Army was encircled south of Tarnopol. As usual Hitler ordered the army to fight on in place. General Hube\(^1\) wanted to break out southward but Manstein insisted that he move west.

As a result of this divided opinion, Manstein was ordered to report to Hitler at the Obersalzberg; while there he had a "sharp exchange" of words with the Führer.\(^2\) Hitler blamed Manstein for the events of the past months and the current crisis. Manstein indignantly referred to Hitler's "leadership" in an "I told you so" manner. After more bickering, during which both men remained technically polite, Hitler prorogued the conference until the evening.

At the evening conference Hitler's mood was more agreeable; reluctantly he gave his consent to the west-ward break out of the First Panzer Army. During the rest of Manstein's visit, Hitler was quite amiable. On March 26, Manstein returned to L'vov (L'wow), his headquarters. Preparations were made for a joint attack by Fourth Panzer Army to link up with First Panzer Army on the north bank of the Dniester River.

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\(^{1}\) Generaloberst Hans Hube, commander of a panzer corps at Stalingrad, \(^{2}\) Generaloberst Hans Hube, commander of a panzer corps at Stalingrad, 1942. Killed in a plane crash in 1944; the Commander-in-Chief of First Panzer Army.

\(^{3}\) Manstein, \textit{Lost Victories}, 540.
Early on March 30, Manstein awake to the news that Hitler's personal Condor aircraft was about to land at L'vov. The plane had already picked up Kleist. Shortly afterward Zeitzler called to warn Manstein that the field marshals were to be relieved of their commands. Earlier the same day Generaloberst Hoth and Field Marshal Kuchler had suffered the same fate. Arriving at Berchtesgaden, they talked first with Zeitzler. He told Manstein that Himmler, Göring and probably also Keitel, had been agitating for Manstein's removal.

Göring had been heard to state privately that Manstein and Warlimont were the leaders of a 'Catholic Free-masonry' working against National-Socialism. (Field Marshal von Manstein, be it noted in passing, is not a Catholic).

Zeitzler was quite upset over the entire business. He had nearly always been in agreement with Manstein since November 1942, and he insisted that he be permitted to resign with his colleagues. Hitler refused to permit this.

During the evening Hitler sent for Manstein. When he entered the Führer's chamber Hitler greeted him and awarded him the Swords to his Knight's Cross. He then told Manstein most politely that "the time for grand-style operations in the east . . . was now past." Manstein was not suited for the new role; therefore, he had decided to replace him with Model. In his diary Manstein wrote:

He [Hitler] expressly wished to state that there was not the least question of a crisis of confidence between us, as had previously been the case with other field-marshal (whom names he mentioned). He still had the utmost faith in me; indeed, far from having any criticism of the way the Army Group was led, he had always been in complete agreement with it. [This is a lie

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19 Warlimont, 419.
20 Manstein, Lost Victories, 544.
21 Warlimont, 419.
22 Manstein won his Knight's Cross in France, 1940. The Oak leaves were added after Kharkov was recaptured in March, 1943. See Verlorene Siege, 659; Goebbels Diaries, 345.
23 Manstein, Lost Victories, 554.
After once again assuring me that there was no crisis of confidence between us, the Führer added that he would never forget that prior to the western campaign I had been the only man to advise him of the possibility of deciding the whole issue in the west by a breakthrough at Sedan. \[24\]

Manstein gracefully accepted his dismissal. He returned to L'vov only long enough to assist Model in taking over. Nevertheless, his actions assured the relief of First Panzer Army.

At Nuremberg in 1946 Manstein added little to what he wrote in his diary.

I was relieved of my post at the end of March 1944. The reason given to me by Hitler was that large-scale operations for which he needed me could no longer be carried out and that it was merely a question now of holding out stubbornly, and for that a new man would have to be put in my position. The true reason was without doubt that he mistrusted me too. After all, he was the revolutionary and I was the old Prussian Officer. Then too, as the Chief of the General Staff, General Zeitzler, told me at the time, there was a continuous campaign of hatred against me on the part of Himmler, and all manner of statements were made, namely, that a Christian like myself could not be loyal; and it is certain, too, that other elements joined in this campaign. \[25\]

Manstein left L'vov by train on April 3. Probably he returned to Liegnitz in Silesia where he had his home. At any rate he dropped out of sight for nearly a year.

Manstein must have fled west as the Russians overran Eastern Germany, for late in April 1945, he and Field Marshal von Bock were in Hamburg. While there they talked with Admiral Dönitz, Hitler's successor. Manstein told Dönitz that in his opinion the forces facing the Russians should gradually withdraw towards the British and American forces with the hopes of surrendering to the Americans. Dönitz agreed, and on May 1 he gave orders that Manstein

\[24\] Manstein, Lost Victories, 545.

\[25\] IMT, XX, 626.
be contacted at once and invited to take over Keitel’s position. But in the chaos of the last days he had disappeared and could not be reached. Incidently, Bock was killed in an air raid in Hamburg on May 4.

Manstein surrendered to the British during the first part of May. His wife was caught in the Russian advance and remained for a time in the Russian zone. It irritated Manstein when he found out that she was forced, along with other German women, to bring in the potato harvest that fall. He voiced this complaint during his testimony at Nuremberg.

Manstein remained in British captivity as a witness during the Nuremberg trials. On August 10-11, 1946, he was called to the witness stand following Brauchitsch in that role. It was not until Feb. 24, 1950, that he was tried and sentenced by a British court to 18 years imprisonment. This was later commuted to 12 years. He was freed on May 6, 1953.

The question of war crimes is far too vast a subject to be dealt with here, and since Manstein was tried by the British, the record of his trial is unavailable. During his interrogation at Nuremberg it was brought out that the charges against him stem principally from his conduct as Commander of the Eleventh Army and later on Army Group South in the East.

In particular there was an order issued by Manstein (it bears his signature) which bears a strong resemblance to the infamous "Reichenauf Order." There were also the questions of the treatment of prisoners of war, the activity of the Einsatzkommandos, and Manstein’s "scorched earth"

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27 L.M.T., XX, 620 following.
28 Compare Clark, Barbarossa, 474; & Trebor-Roper, Blitzkrieg, 219.
29 L.M.T., XXI, ??.
policy. Manstein was evasive on most of these questions. His standard answer was that the matter had "escaped his memory entirely." Once in a while he would snap back a sharp answer. For example, he made it clear that the "scorched earth" policy was learned from the Russians and practiced by both sides. Significantly, his conviction and rather harsh sentence were later retracted, but even so he was confined for about eight years (May, 1945 to May, 1953).

Since his imprisonment Manstein has written and published several works. His most famous one (Lost Victories) is the basis for this work. Another volume of memoirs (Aus einem Soldatenleben; Bonn, 1958) has appeared since then, but remains untranslated and not available. Besides these full length volumes, Manstein has turned out several articles and shorter pieces (see Liddell Hart, The Red Army, Chapter 13).

Manstein will be remembered chiefly for his contribution to the French campaign of 1940. But military men will probably be more interested in his conduct of the German retreat out of Russia. The conduct of a retreat in the face of a stronger enemy is probably the most difficult task that a general is ever confronted with.

To find another example of defensive strategy of this caliber we must go back to Lee's campaign in Virginia in the summer of 1864.31

30. Meineck, XXI, 73.
31. Metternich, Penny Battles, 263.
Bibliographical Essay

The best work on the subject is Manstein's Verlorene Siege, Lost Victories, the translation, suffers in that several valuable documents have been omitted from it, but otherwise it is a nearly verbatim translation.

Liddell Hart's The German Generals Talk is probably the best secondary source. Also useful are Wheeler-Bennett, Benoist-Méchin, and Clark, who deal with the subject from different angles.

The memoirs and biographies of the other German generals involved are all of some use. Warlimont is the best of this group, but none of them can be ignored. Keitel is probably the least reliable.

Halder's Diary usually gives the opinion of O.K.H., however, it is difficult to tell how much Halder reflects Brauchitsch and vice-versa.

The Führer Directives are indispensable, since they are generally the source of most O.K.H. orders. I found Trevor-Roper's book very useful.

The Trial of the Major War Criminals is the best official source, but except for interrogations of people involved, it is of limited value. N.C.A. contains little of any positive value, with the exception of the documents found on a captured Luftwaffe officer, and these can be found elsewhere.

Most of the other sources rely on those already mentioned, or in the case of primary sources, contribute little of value.

I was unable to obtain a copy of Jacobsen, B. A., Fall Gelb, Der Kampf um den deutschen Operationsplan der West-Offensive 1940. Franz Steiner Gmbh, 1957. This book would probably be quite valuable to anyone interested in doing further research.
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