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THE OPERATIONS OF THE 2ND BATTALION, 394TH INFANTRY
(39TH INFANTRY DIVISION) IN THE GERMAN COUNTEROFFENSIVE,
VICINITY OF LOCHEIMBERG, GERMANY, 18-19 DECEMBER 1944
(Personal Experience of a Battalion Executive Officer)
(ARDENNES CAMPAIGN)

Type of Operation described: INFANTRY BATTALION DEFENDING
AND EXECUTING A RETROGRADE MOVEMENT

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ADVANCED INFANTRY OFFICERS CLASS NO 1
THE OPERATIONS OF THE 2ND BATTALION, 394TH INFANTRY
(99TH INFANTRY DIVISION) IN THE GERMAN COUNTEROFFENSIVE
VICINITY OF LOSHEIMERGRABEN, GERMANY, 16-19 DECEMBER 1944
(Personal Experience of a Battalion Executive Officer
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INTRODUCTION

This monograph covers the operations of the 2nd Battalion,
394th Infantry, 99th Infantry Division, in the German counter-
offensive during the period 16-19 December 1944.

To assist the reader in following the actions of this
Battalion, it is necessary to review the events leading up to
the action.

Because of the extended frontage held by the Allies in the
fall of 1944 -- approximately 600 miles from the NORTH SEA to
the SWISS border -- many portions of the front were lightly held
to allow the massing of troops at more critical areas. The
ARDENNES sector was selected as one of those to be lightly held.
A German attack through this area with its thick forests, rugged
terrain, and poor road nets was considered most unlikely.
Consequently, new untried Divisions were placed in this area
to receive their battle indoctrination. (1)

The 99th Infantry Division, newly arrived from ENGLAND,
was attached to V Corps on 8 November 1944, (2) and began moving
into the lines to relieve elements of V Corps in the ARDENNES
sector. At this time, V Corps, a part of the First US Army,
had reached the German border, and was pushing against the
Siegfried line. (See Map A)

(1) A-3, Chap 3
(2) A-1, p. 303
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The Division was disposed along a very wide front, extending from MONSCHAU in the north to LOGHEIMERGRABEN in the south, with three regiments on line. The 395th Infantry held the northern sector with the 393rd Infantry in the center, and the 394th Infantry on the Corps south flank. (See Map B) (3)

The period from 8 November to 12 December 1944, was a quiet one for the Division. Active patrolling was conducted and all units worked on improving their defensive positions.

THE GENERAL SITUATION

In order to prevent the Germans from flooding the ROER valley across the front of the Allied Armies to the north of the V Corps sector, First Army issued instructions on 6 December for the V Corps to attack and secure the dams in its zone. (4)

The attack was to start on 13 December, with four Divisions abreast, the 8th, 78th, 2nd and 99th from north to south in that order. (5) The mission of the 99th Division was to conduct limited objective attacks in the northern portion of its sector with the 395th Infantry and the 393rd Infantry, while the 394th Infantry was to hold in place. (6)

In general, the Division was in excellent condition for its first offensive action. The month which it had spent in a static position in the line had been put to good use. Training in all phases of winter operations had been conducted and patrolling had been active and aggressive. Positions were improved and strengthened by the addition of logs and earth placed over the tops of all fox holes, and the troops were fast becoming efficient combat soldiers.

(3) A-1, p. 304
(4) A-2, p. 88
(5) A-1, p. 320
(6) A-1, p. 320
Supplies, with the exception of special winter clothing, were adequate. The bitter cold weather and deep snow throughout the area made the men feel the lack of proper winter clothing, especially galoshes which would fit over the combat boot. Artillery and mortar ammunition was rationed, but was adequate for the mission.

Intelligence reports from higher headquarters indicated that that portion of the SKIRMISHED line in the Division's sector was manned by inferior troops from the 277th VG Division. (7) How wrong these reports were was proven in a very short time. Instead of inferior troops, thinly spread throughout the bunkers of the SKIRMISHED line, the enemy had been massing for his greatest counteroffensive of the war. (8) Actually, the German Units facing the Division were: The 12th SS Panzer Division; the 1st SS Panzer Division; the 326th VG Division; the 12th VG Division; the 3rd Panzer Grenadier Division; and the 277th VG Division. (9) These troops were in excellent condition and supplied with the best equipment available to the German Army. Their combat efficiency was superior.

The fact that the Germans were planning a counteroffensive was known to Allied Intelligence Agencies as early as 1 December. First Army G-2 estimate on 16 December contained every evidence of a large build up of crack troops along the First Army front. This estimate listed many new units with their exact locations, but, in its conclusion, stated that the possibilities of a

(7) A-5, Map opposite p. 79
(8) A-3, Chap I
(9) A-6
counterattack were not current, as such an attack would most probably be launched after our troops had crossed the RHINE RIVER. (10)

THE REGIMENTAL SITUATION

On 13 December, the 394th Infantry Regiment was disposed with the 2nd Battalion on the left, 1st Battalion on the right and the 3rd Battalion in a reserve position. (See Map C) This Battalion had the dual mission of constituting the Division Reserve and also of protecting the right flank of the Corps.

The mission of the Regiment was to hold in place and make a show of force by increasing its fire on that portion of the SIEGFRIED line to its front. The 2nd Battalion was simply ordered to increase its fires with mortars and artillery on observed or likely targets. (11)

THE BATTALION SITUATION

The 2nd Battalion was extended over a 3000yard front with all three companies on line, E Company on the left, F Company in the center and G Company on the right. (See Map D) All Companies were at approximately 90 per cent of authorized strength. The month spent in this position had been utilized by the Battalion to strengthen its area. Of necessity, the area was defended by a series of mutually supporting strong points, as the extremely wide frontage prevented the use of a normal defensive set up. However, automatic weapons had good fields of fire and interlocking FPLs. All foxholes had been improved by the addition of heavy logs and packed earth across the tops.

(10) A-4, P. 102
(11) Personal Knowledge
The Battalion fire plan had been worked out in minute detail. Captain Robert E. Mannheimer, Commanding Officer, Company H, and Captain Joseph Knight, Artillery Liaison Officer, spent many hours in perfecting it. The value of their labor was proven many times during the next few days. Barrages had been plotted to cover gaps in the FFLs and concentrations planned to cover all likely targets. The mortars of H Company were emplaced in the rear of F Company. (See Map D)

Supply in the Battalion was excellent, all troops were fed three hot meals a day, but, due to the static position and the inability to move freely, the troops were beginning to feel the lack of special winter clothing especially galoshes and parkas. In general, the Battalion was in excellent condition when the Division attack was launched on the 13th of December.

However, one serious oversight on the part of Higher Commanders during the period was to make itself felt in the days to come. In spite of repeated requests by the Battalion, Regiment had refused to allow any reconnaissance to be made for a route of withdrawal; (12) nor were any plans made for possible occupation of positions to the rear in the event a withdrawal was forced. In view of the very wide frontage held by all units of the Regiment, it is felt that plans for a possible withdrawal should have been made.

The month during which the Battalion had been in the line had brought to light another fact which should have been detected by higher Commanders and corrected. This was the utter failure

(12) Personal knowledge
on the part of the Battalion Commander to attempt to exercise any command or control over his Battalion. This fact was demonstrated to the Regimental Commander, the Division Commander, and other higher staff officers on every visit made by them to the Battalion. The Battalion Commander would never accompany a visiting officer on an inspection of the positions unless ordered to do so. Invariably he sent the Battalion Executive Officer and the S-3 to conduct the Regimental Commander or Division Commander on inspections. If questioned by these officers on the Battalion situation and plans, he would have to refer them to a member of the staff for an answer. This was commented on by the Regimental Commander, the Division Commander and the Assistant Division Commander on several occasions. (13) However, no action was taken to relieve this totally inefficient officer and the Battalion suffered as a result of this man's cowardice.

NARRATION

The 2nd Battalion played no active part in the Division attack on the 15th, 16th, and 16th of December except to increase its fire on any movement to its front. There was no indication of any unusual enemy activity on the front when the men bedded down for the night of 15-16 December.

At 0530 on the 16th, however, the quiet was dispelled by a terrific two hour barrage of mortar, artillery and multi-barrelled rocket fire along the entire Regimental front. (14)

(13) Personal knowledge
(14) A-4, p. 103
The Battalion CP, which had been located in a small hunting lodge, was immediately moved into dugouts which had been previously prepared. All wire lines to the Companies went out in a very short time, and radio had to be relied on to maintain contact with the Regimental CP and the Companies. All possible preparations were made to meet the attack which obviously would follow the barrage.

The Battalion did not have long to wait. At 0735 hours, Companies E and F reported Infantry and tanks moving towards their positions. Here the prior planning on the part of the Heavy Weapons Company Commander and the Artillery Liaison Officer paid off. The fire brought to bear on the attackers was so intense that they were forced to withdraw. Company G, situated as it was in a heavily wooded area, reported only small enemy groups to its front which were easily repelled. However, at approximately 1000 hours, a strong enemy force estimated to be a Battalion of Infantry supported by tanks hit the left flank of E Company. (15) (See Map D) All possible fires were brought to bear, but the enemy succeeded in penetrating the left platoon of this Company. It was at this point that Technical Sergeant Fred Wallace called for artillery fire on his own position. The fire effectively stopped the attack and the Germans remaining in the platoon area were killed or captured. The well constructed foxholes prevented any casualties from the artillery fire in this platoon.

(15) A-2, p. 10
During the short lull which followed, Captain William G. Patterson, Commanding Officer, Company E, while checking Sergeant Wallace's platoon, found a small group of men from the 1st Battalion of the 393rd Infantry which had been on the left of E Company. They reported that the Germans had driven their Battalion back several hundred yards. (See Map D)

This fact was reported to the Battalion CP, and a patrol composed of members of the Battalion Headquarters Company was dispatched to attempt to locate the 1st Battalion of the 393rd Infantry, and to determine the depth of the penetration. This patrol returned in about 30 minutes to report that they could find no sign of the 393rd Infantry, but that the woods were filled with Germans. The support platoon of E Company was shifted over to cover this exposed flank.

This situation was reported to the Regimental Commander who attached the Mine Platoon of Regimental Headquarters Company to the 2nd Battalion. This unit was used to reinforce the platoon of E Company on the Battalion's left flank when it arrived at 1400 hours. (16)

Numerous small attacks were repulsed during the remainder of the day, but, by night fall of the 16th of December, the situation on the front of the 2nd Battalion was relatively quiet. A check of the Battalion revealed it to be in very good condition, no ground had been lost, and casualties had been very light. It was with a feeling of pride that a report was made of the results of the day's action to the Regimental Commander. The Battalion knew comparatively nothing of what

(16) Personal knowledge
was happening to the 1st and 3rd Battalions, and received absolutely no indication from Regiment as to the scale of the German attack. All casualties were evacuated under cover of darkness to the Regimental Aid Station.

SECOND DAY'S ACTION

The night of the 16th of December was comparatively quiet, marred only by scattered enemy artillery fire which did little damage.

At dawn on the 17th, the Germans renewed their attacks with ever increasing pressure. E and F Companies withstood repeated attacks by Armor and Infantry. The Bazooka teams of E Company in position along the highway leading into the left of E Company sector accounted for three German tanks, and none were able to penetrate the company's lines. (17) This highway was the only really good tank approach into the Battalion position.

The masterful artillery support received, coupled with the fire of the 81mm and 60mm mortars, played a large part in stopping the enemy attacks. The long hours spent in perfecting the Battalion fire plan paid off time after time.

At 1100 hours, a radio message was received from the Regimental Commander notifying the Battalion that G Company was attached to it effective at once. The enemy had succeeded in driving between G and H Companies, and the Commander of the 1st Battalion was no longer in a position to control this Company.

The message included a brief statement as to the seriousness of the situation of the 1st and 3rd Battalions. (18)

(17) Personal knowledge

(18) 1-2, c. 3
At this point, a flash back to the first day's action will assist in verifying the comment made earlier regarding the total lack of ability of the Battalion Commander.

Immediately upon the commencement of the initial enemy barrage, he had literally flown to the protection afforded by the dugouts which had been prepared in the vicinity of the CP. There he cowered in a corner for the remainder of the first day. Finally, under cover of darkness, he was ordered out of the dugout to relieve himself. He offered not one word of assistance during the entire action, and his presence was almost forgotten by members of the staff except when someone inadvertently stumbled over him.

At 1400 hours, the Assistant Regimental S-3 came into the CP. He brought a message from the Regimental Commander ordering an immediate withdrawal to positions in rear of and to the west of those presently occupied. (See Map B) The Battalion was ordered to dig-in in the new area and tie in with the 3rd Battalion on its right. The new location of the Regimental CP in the town of MURINGEN was also given, and C Company was detached, reverting to control of the 1st Battalion.

Telephone contact with the companies had been reestablished during the night, and all Company Commanders were issued a fragmentary withdrawal order. Coverage showing the new position were prepared and given to the officer representatives from each Company who had been ordered back to receive the detailed order. Each Company was directed to leave a covering force consisting of a squad from each platoon and one machine gun from each section in position to protect the withdrawal. One 60mm mortar from each Company, and two 81mm mortars were ordered
to remain in place. The Battalion Executive Officer was to command the covering force and the Battalion S-3, Captain Robert H. McGee, was charged with the responsibility of moving the Battalion to its new position. He immediately assigned two enlisted men to assist the Battalion Commander who was, by this time, reduced to a quivering bulk. The covering force was to remain in position until 1630 hours and then withdraw to join the Battalion. (19)

The withdrawal went off as planned with the Battalion moving back in good order, and carrying with it all crew served weapons except those with the covering force. This conservation of crew served weapons, carried by hand over very rugged, snow covered country, proved invaluable later on. *(See Map D)*

At 1630, the covering force started to withdraw. It was then discovered that the battalion radio in the Regimental Command net had been left behind. This oversight proved to be almost a major disaster later on, and was the indirect cause of numerous casualties as will be shown later. The covering force commander brought the radio back with him.

The covering force attempted to follow the route used by the Battalion, but the Germans had succeeded in cutting this route. Therefore, this group headed for MURRIKEN, the location of the Regimental CP.

The CP was reached at 1900 hours, and the Battalion Executive Officer reported to the Regimental Commander to bring him abreast.

(19) Personal knowledge
of the Battalion situation before attempting to rejoin the Battalion from the rear.

The Regimental Commander ordered the remainder of the covering force to assist in the protection of the CP and ordered the Battalion Executive Officer to remain with him. (20)

Several attempts were made to contact the Battalion by patrols, but the patrols found enemy forces between them and the Battalion positions. An attempt was made to contact the Battalion through the Artillery radio, but all calls were answered by German operators speaking excellent English.

At 0200 hours on the 18th of December, the Regimental CP and the remnants of the 1st and 3rd Battalions withdrew towards ELSENBORN. (See Map F) (21) Because the radio had been left behind on the withdrawal, the 2nd Battalion could not be informed of the withdrawal of the Regiment.

THIRD DAY'S ACTION

The battalion had dug in immediately upon reaching its new positions, and attempted to contact the 3rd Battalion but could find no trace of them. Several small groups from the 393rd Infantry drifted into the Battalion area, but could furnish no news of the general situation.

On the morning of the 18th of December, the Battalion S-3, after conferring with the Company Commanders, decided to start a withdrawal towards MURRENBORN in an attempt to contact the remainder of the Regiment. The ammunition supply was running dangerously low and the troops were without food. The lack of

(20) Personal knowledge
(21) Personal knowledge
special winter clothing was taking a severe toll of the vitality of the men, and feet frozen because of lack of galoshes made walking difficult for many.

The lead companies, E and G, approached MURRINGEN at about 0900 and found the town very quiet. On approaching the first row of houses expecting to find friendly forces, they were met by a withering hail of enemy small arms fire. (See Map E) Surprise was complete, men were caught in exposed positions, and the casualty rate was high. Here the lack of communication with Regiment caused the Battalion to suffer heavy casualties.

After recovering from the initial shock, the Battalion was reformed, and moved north of the town towards WIRZFIELD which had been in friendly hands when last heard of by the Battalion. (See Map E) As many of the wounded as could be carried were made as comfortable as possible and taken along on improvised litters. Many men had to be left as their wounds prevented movement. Company Aid men stayed with them, and made them as comfortable as possible.

Due to the almost complete lack of ammunition, every effort was made to move by stealth to avoid the many German groups in the area. A route was selected leading through a deep draw which led into WIRZFIELD. (See Map E)

About 600 yards short of the town, the Battalion was caught in a hail of artillery fire -- friendly artillery fire from the 2nd Infantry Division which occupied WIRZFIELD. (22) (See Map E) The troops were caught in a perfect trap as the draw was very deep with steep banks which prevented much dispersion. It was

(22) Personal knowledge; Statement of Captain Robert R. McGee, 22 December 1944
useless to move to the rear as the unit was in no condition to withstand a fight with the enemy. For the first time during their hectic trek, the Battalion was threatened with panic which was averted only by the most heroic efforts of the officers and NCOs, excepting the Battalion Commander, who was still being carried along.

Captain Patterson, Commanding Officer of E Company, raced forward to reach the unit firing, and finally made contact with an outpost. (23) However, during his absence, his Company was gripped by panic and started to move in mob formation back towards the enemy. A private, who had joined the unit as a replacement just a short time before, proved his worth at this point. Through his efforts and personal example, he rallied a few of the NCOs and they regained control of the Company. This man moved fearlessly through the artillery fire and succeeded in saving a large portion of his company.

As soon as the artillery fire was lifted, the unit was reformed and moved into WIRZFIELD where the men were given a short rest. (See Map F)

By this time, night had fallen, and the men were completely exhausted. However, as soon as the location of the Regiment was learned from the 2nd Division, the weary Battalion commenced to move on toward OXZENEBORN to rejoin the remainder of the Regiment.

The Battalion closed into this town at 0200 hours on 19 December. (See Map F)

Approximately 576 men remained of the 856 which was the strength of the Battalion when the German attack was launched.
Seventy percent of the authorized number of light and heavy
machine guns and mortars had been hand-carried over a distance
of approximately 12,000 yards. All food had been consumed prior
to the night of 17 December and snow had to be used in lieu of
water. (24)

To sum up the results of this action: The 2nd Battalion,
39th Infantry, though commanded by an inaffuent coward,
though lacking the proper winter clothing needed in the deep
snow and severe cold encountered in its area, and, in spite of
the fact that the unit on its left flank had been driven
back, thus leaving its flanks exposed, had held its ground until
ordered to withdraw. During the withdrawal, without food and
water, desperately low on ammunition, cut off behind enemy
lines, and finally brought under heavy artillery fire by
friendly troops, this unit succeeded in rejoining the Regiment
with the bulk of its forces intact and the majority of its
crew served weapons available for further use against the enemy.

ANALYSIS AND CRITICISM

1. THE ORGANIZATION OF THE DEFENSE

The results of the action in the 39th Division sector bear
out the principle that defensive positions must have depth in
order to stop a determined enemy. The 39th Infantry actually
controlled only two of its three Battalions in the defense of
the IMUS-MAGNASON area. The Third Battalion was assigned the
dual mission of protecting the right flank of the Corps from
prepared positions on this flank, as well as constituting the

(24) Personal knowledge
only reserve available to the Division. In order to cover the sector, it was necessary to place the remaining two Battalions on line, thus leaving the Regiment with no reserve and absolutely no depth to its defensive line. True, Intelligence indicated that this was a quiet sector, and the month that the Regiment spent in this area, prior to the German counteroffensive, was extremely quiet. However, the success of the German counterattack proved that a defensive position, without depth, cannot hope to contain a determined attack in strength. It is my opinion that the defense of the entire division sector would have been much stronger had it been organized in depth in a series of strong points commanding critical terrain features. The very rugged, heavily wooded terrain would have lent itself to this type defense, as there were many sectors of the front, such as that occupied by G Company, over which the enemy could have moved only small foot elements, not the armor on which his success depended.

2. UNDERESTIMATING THE ENEMY

In late November 1944, Intelligence Agencies began to accumulate information which indicated a large scale build up of strong enemy forces along the First Army front. Every indication pointed to a well planned, very strong, counteroffensive. The fact that several sectors of the Allied front were extremely weak, very weak, pointed to one of these sectors as the likely point at which the counterattack would be aimed. However, fresh from the triumphant race across France, it did not seem possible that the victorious Allied Armies could be stopped, nor did it seem possible that the crumbling German war Machine could be rebuilt and geared
up for a counterattack of any size. Therefore, Allied Intelligence made a mistake, which was a natural one, in view of past experience, but almost a fatal one. Apparently, they failed to believe the evidence, which, by 10 December, showed overwhelmingly that a counterattack was coming and coming soon. Never underestimate the enemy is a principle of military science and the violation of this principle proved disastrous to those troops who felt the full force of the German counterattack.

2. SPECIAL WINTER CLOTHING

The troops of the 99th Infantry Division were ill equipped to withstand the rigors of the bitterly cold December weather. They were in a static position with movement restricted to the minimum, yet they were equipped with nothing but the standard winter uniform. This proved woefully inadequate in the deep snow and bitter cold, and casualties from trench foot and frozen feet were very high. Every effort was made to obtain galoshes which could be worn over the combat boot, but never was the supply adequate. It was necessary to have many men wear galoshes without shoes in order to keep feet dry, but it was impossible to walk for any distance in this footgear, so there was no support for the arch of the foot.

The lack of a suitable outer garment, such as a parka, was felt by all concerned. The regulation overcoat was too heavy and it restricted movement of the arms and shoulders. A close-fitting parka with a warm hood would have been of great assistance in this weather.

The shortage of proper clothing caused many casualties which the units could ill afford to lose.
4. INCOMPETENT LEADERS

The 2nd Battalion was commanded by a lieutenant colonel who demonstrated his total lack of leadership on every occasion which called for this trait which every commander must have to lead troops in battle. Official records of the 394th Infantry, and of the Division, will substantiate the statement that this man never once issued an order to his Battalion. It was always done for him by his staff. However, before this officer was relieved of his command, the staff and Company Commanders of the Battalion were forced to appeal to the Assistant Division Commander, who took prompt action to relieve him. During the month preceding the German counterattack, several inspecting officers, including the Division Commander, his Assistant, and the Regimental Commander, commented on this officer's lack of ability to other members of the inspecting parties, yet nothing was done to relieve him of his command. His presence during the withdrawal of the Battalion caused other officers to have to act in dual roles, thus preventing them from devoting their entire time to their primary job. The troops paid in casualties as a result.

5. SUPPORTING FIRES

To the artillery and mortars must go a large share of the credit for the stand that the 2nd Battalion made before it was ordered to withdraw. Men did not hesitate to call for artillery and mortar fire as close as 50 yards from their own positions, and, as long as the ammunition lasted, the fire was promptly and accurately delivered. Thorough training as a team, prior to entry into combat, had amply demonstrated what supporting fires could do,
and had developed in the troops a feeling of confidence in the artillery and mortars supporting them. Had it not been for the artillery and mortar support, it is my opinion that the Battalion would have been forced to withdraw before the end of the first day of the attack.

6. PRIOR PLANNING

A retrograde movement is acknowledged to be one of the most difficult manoeuvres to execute successfully, and calls for detailed prior planning. However, green troops were placed on an extended front and ordered to defend it with absolutely no plans made for a withdrawal. Had successive positions to the rear been selected, and thoroughly reconnoitered, the failure of the 2nd and 3rd Battalions to make contact at MURRENBERG could have been averted, and the 2nd Battalion would not have been isolated behind the German lines. Ample time existed for a reconnaissance of routes to the rear, and for the selection of delaying positions prior to the German attack. However, this Battalion was specifically ordered not to make plans for a withdrawal.

7. DISCIPLINE

It is my opinion that the strict discipline enforced in this Battalion throughout its training was directly responsible for the fact that 70 per cent of all crew served weapons were evacuated by hand over 12,000 yards of rough, snow covered, enemy infested terrain. Out of ammunition, and cut off behind the enemy lines, it would have been very easy to lighten the load that the weary, hungry men of the 2nd Battalion were carrying by dropping the heavy machine guns and 81mm mortars. Well disciplined troops automatically do what they have been trained
to do, and, as a result, the Regiment had automatic weapons to assist in covering the reorganization of its new positions at ELSENBORN.

LESIONS

1. Defensive positions must be organized in depth in order to stop a strong attack.

2. Never underestimate the ability of the enemy to react even when his defeat is considered inevitable.

3. In order to maintain peak combat effectiveness in severe cold, troops must be equipped with suitable winter clothing.

4. Commanders, at all echelons, must be alert to detect incompetency in their subordinate leaders, and must take prompt action to relieve them when necessary.

5. Accurate and timely artillery and mortar fire are essential to success in the defense.

6. Detailed prior planning is essential to the success of a retrograde movement.

7. Strict discipline during training will cause troops to execute their jobs automatically even under great strain and tension.