



SUPPLEMENT

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The following Despatches have been received by the Secretary of State for War from General the Viscount GORT, V.C., K.C.B., C.B.E., D.S.O., M.V.O., M.C., Commander-in-Chief, British Expeditionary Force. (France and Belgium 1939-40.)

FIRST DESPATCH

(Covering the period from 3rd September, 1939, to 31st January, 1940).

General Headquarters;
British Expeditionary Force,
25th April, 1940.

Sir,

1. I have the honour to submit a report on the employment of the British Expeditionary Force in France from 3rd September, 1939, the date I assumed command, until 31st January, 1940.

2. The move of the Force to France began as a whole on 10th September, although small advanced parties and technical personnel had been arriving since 4th September. The success of the initial operation was due primarily to the many detailed and complex plans carefully prepared under conditions of absolute secrecy in peace time. The perfection of these plans, the ready co-operation of the Board of Trade, the complete arrangements made by the Admiralty for the safety of ships while at sea, and the willing help of the French Naval, Military, and Civil authorities all combined to ensure the successful landing of the British Troops in France.

3. The plans for the despatch of the Force differed in two important respects from those of August, 1914.

The possibility of attack by sea and air made it necessary to use the Western ports of France instead of the Channel ports, while the total replacement of animals by mechanical vehicles, which had been completed by 1939, presented a new problem in transportation.

The troops were landed at Cherbourg and their stores and vehicles were despatched to Nantes, St. Nazaire, and Brest.

This plan entailed the early despatch of staff with the proper complement of units of the Docks and other Transportation Services. The personnel of these Services were in the main recruited from the Port Authorities in Great Britain at the outbreak of war.

These units were operating to full capacity the berths allotted to the Force, within forty-eight hours of landing, and the programme was carried out according to the time table throughout the whole period of the disembarkation of 1st and 2nd Corps. This I regard as a feat deserving of the highest praise.

4. On landing the fighting troops were passed rapidly through transit camps and their vehicles were cleared at once to Vehicle Marshalling Parks, whence they were despatched in convoys, while troops left by rail on the same day as they landed.

Since the troops and their vehicles were landed at different ports they had to be collected in an assembly area which had been chosen in the vicinity of Le Mans and Laval. The assembling of troops by rail and vehicles by road took about six days. The resource of individual drivers was tested by changes of programme, inevitable in an operation of this kind, by the damage which some vehicles had sustained during the sea passage and by mechanical failures. Drivers and vehicles were on the road for long periods, but their duty was lightened by the hospitality of the French inhabitants, which all ranks will recall with gratitude.

5. On 13th September I moved my headquarters from the War Office to Camberley, where General Headquarters was forming. On the following day, accompanied by Lieutenant-General (now General) Sir John Dill, Commander of 1st Corps, and by my personal staff, I embarked in H.M.S. "Skate," and, landing at Cherbourg, left by motor car for the Château de la Blanchardière, Le Mans, which the French Government had kindly placed at my disposal.

6. On 21st September the concentration of the General Headquarters Staff and of the essential Lines of Communication units was complete. The next day the advanced elements of 1st Corps and of General Headquarters Troops arrived, the former moving to an area around Laval and the latter to an area around Le Mans. Units were given a minimum of one week in which to assemble and reorganise and although some of the units of 1st Corps were still incomplete, the limited accommodation available in the assembly area made it essential to begin the move forward before 26th September when the leading units of 2nd Corps were due to arrive.

7. During these early weeks the maintenance of the Force presented a problem which called for the greatest resource and initiative on the part of my Quarter-Master-General, Lieutenant-General W. G. Lindsell, his Staff and Services.

In the units of the Royal Army Service Corps were many officers and men fresh from civil life who were constantly called upon to surmount unforeseen difficulties. By their unflagging energy and the assistance of the French authorities the Force was maintained without any failure of supplies. It should be added that with the exception of eleven regular officers, the personnel of the Movement Control organisation was built up from Supplementary Reserve officers and men.

The administrative staff were obliged to deal with the day-to-day work of landing troops, their vehicles and current supplies, and to undertake the equally important task of building up reserves of ammunition, supplies, and ordnance stores. Covered accommodation was difficult to obtain and temporary dumps of non-perishable stores had to be established wherever the necessary space could be found in the vicinity of the ports of entry.

8. In these early days the Staff met for the first time the problem arising from the wide dispersion imposed by the necessity to guard against air attack.

The towns of Le Mans and Laval were fifty miles apart, and the base ports were on an average one hundred and fifty miles from the assembly area. Helpful though the French authorities were, the unfamiliar conditions made telephone communication difficult, apart from the danger of breach of security which it entailed. Since many despatch riders spoke no French it was often found that control could only be properly maintained by personal visits; Commanders and their staffs were therefore forced to spend many hours on the road.

The dispersion dictated by the possibility of aerial bombardment greatly increases demands upon signal communications and transport and thus lengthens the time which must elapse between the issue of orders and their execution.

The Move to the Belgian Frontier.

9. On 22nd September, I left Le Mans for Amiens. Arriving at Mantes-sur-Seine, I was handed a telegram from General Georges, Commander of the French Front of the North-East, which read as follows:—

"Pour Général Commandant, B.E.F.

"Limite envisagée prévoit front de B.E.F. droite à MAULDE gauche à MENIN ou gauche à AUTRYCHE - SUR - ESCAUT. Général GEORGES désirerait avoir accord 22 Septembre."

In the meantime, however, General Gamelin had proceeded to London to discuss with His Majesty's Government the frontage which was to be held by the British Expeditionary Force.

After I had made a reconnaissance on 24th and 25th September of the sector which it was proposed to allot to the British Expeditionary Force I visited General Georges at Grand Quartier General on 26th September, in the company of my Chief of the General Staff, Lieutenant-General H. R. Pownall. I then agreed to accept the sector offered by General Georges to the British Expeditionary Force. This sector was from Maulde exclusive to Halluin inclusive, and thence a defensive flank along river Lys/Armentières. General Georges placed 51st French Division (Général de Brigade Gillard) under my command, and I decided to employ it in my left sector, covering the towns of Roubaix and Tourcoing.

10. It had been originally intended that formations, as soon as they had completed their reorganisation in the assembly area, should move to a concentration area in the North of France, and remain there in readiness to occupy the line not earlier than 5th October. General Georges decided, however, that it was inadvisable to await the arrival of the whole British Expeditionary Force in the concentration area and expressed a wish that 1st Corps should move without delay into the sector north of Maulde. I accordingly informed General Georges that 1st Corps would take over its sector on 3rd October and that 2nd Corps would be able to go into the line about 12th October.

1st Corps began the two hundred and fifty-mile move from the assembly area on 26th September.

Tanks, tracked vehicles, and slow moving artillery proceeded by train and the remainder of the force advanced on three parallel routes.

Three days were allotted for the move of each formation. Two staging areas were arranged on each road, south of the rivers Seine and Somme respectively, and anti-aircraft defence

was provided at these river crossings. The weather was fine throughout the whole period of the move.

The first stage was one hundred and twenty miles. An average of five hundred vehicles moved daily over each stage of the route, maintaining a distance of one hundred yards between each vehicle as a precaution against air attack. A halt of one day for maintenance purposes was made after the first day's move.

In the initial stages of the move, the Provost service were responsible for the regulation of traffic, but on entering the French Zone des Armees, columns came under the direction of the French road control (Regulatrice Routiere) organisation, which gave valuable help in marking detours and in directing traffic through towns. A French-speaking British officer was established in Amiens to ensure liaison between my headquarters and the French authorities.

Breakdowns and accidents were few, which reflects great credit on the drivers, who were unaccustomed to long hours at the wheel and to driving on the right-hand side of the road. Among the many important lessons which were learnt during the largest road movement ever undertaken with motor transport by any British Army were the need for early reconnaissance of staging areas, for control at the dispersal points, and for allowance for unforeseen delays.

11. The move forward continued without incident or interruption, and on the agreed date, 3rd October, 1st Corps took over from the French the sector Maulde-Gruson on the Belgian frontier. This sector lay between that of the 1st French Army and of the 16th French Corps, with 2nd Division (Major-General H. C. Loyd) on the right and 1st Division (Major-General Hon. H. R. L. G. Alexander) on the left.

General Headquarters opened in and around Habarcq (8 miles west of Arras) on 2nd October.

On 12th October, 3rd Division of 2nd Corps (Major-General B. L. Montgomery) moved into the line between Bouvines and Lannoy, relieving the left brigade of 1st Corps and the right regiment of the French 51st Division. 4th Division of the same Corps (Major-General D. G. Johnson, V.C.) was located in General Headquarters reserve.

The initial occupation of the line by the British Expeditionary Force was thus completed and the organisation of the position was undertaken at once.

The Organisation of the British Positions.

12. In allotting sectors the geographical features of the pronounced salient occupied by the British Expeditionary Force had to be considered. East of the Tournai-Orcqies road the country is flat, much wooded and intersected by small streams. Further to the north lies open and undulating agricultural land which lends itself to artillery observation and to the movement of armoured fighting vehicles. Further north again the sector is for the most part on the fringe of a highly industrial and mining district.

When 1st Corps arrived in the sector assigned to the British Expeditionary Force in the first week in October, an almost continuous anti-tank obstacle already existed in the form of a ditch covered by concrete blockhouses built to mount anti-tank guns and machine guns. In accordance with plans prepared in peace time

certain French technical troops continued to work in the sector under the command of the French Commander of the Defensive Sector of Lille, Colonel (now Général de Brigade) Bertschi.

While defences continued to develop on the lines of the original plan, based on the close defence of the frontier, it was also necessary to organise the position.

The priority of work envisaged the eventual construction of three positions in the forward area, and a Corps reserve position was sited across the base of the Lille salient formed by the frontier. Further in rear, a second position had been sited, following the line of the Haute Deule, Sensée and La Bassée canals.

The whole scheme involved the immediate construction of field defences and the duplication of the anti-tank obstacle in the forward zone.

It was consequently necessary to construct at an early stage reinforced concrete "pill-boxes" to afford protection to those weapons which formed the backbone of the fire defence throughout the whole depth of the position. In order to save time standard designs were prepared to accommodate both British and French weapons.

13. Work on these "pill-boxes" was begun by the Royal Engineers, assisted by other arms. Early in November a specially constituted force composed of twelve field companies of the Royal Engineers drawn from Territorial Army Divisions at home, and known as "X Force," arrived in the British Expeditionary Force area. This force had its own transport and special plant for the construction of reinforced concrete "pill-boxes" by mass production methods. It was accompanied by companies of the Auxiliary Military Pioneer Corps.

A special Excavator Company, equipped with mechanical excavators of various types, arrived at the same time as X Force. It has been employed in digging anti-tank ditches, burying signal cables, constructing breastworks, and other tasks.

A creation of such a defensive system demanded a quantity and variety of engineer stores far exceeding pre-war anticipations.

Bad weather in October and November, and a succession of frosts later, considerably delayed the work, but by the end of the period covered by this despatch the position had been developed in considerable depth. A large number of concrete "pill-boxes" had been completed and many others were under construction; new wire had been erected and existing wire strengthened, buildings had been reinforced, and many miles of anti-tank ditch dug.

The Saar Detachment.

14. In November, 1939, I arranged with General Georges that a British infantry brigade should take its place in the line on the Saar front, under the command of a French Division.

The brigade took over the sector from the French 42nd Division on the 4th December without enemy interference and during the period under review conditions were quiet.

Since that date infantry brigades of the British Expeditionary Force have successively completed short tours of duty in this sector, and junior leaders have thus had valuable training in their day to day duties when in contact with the enemy.

The fortifications of the Maginot Line in the sector concerned continued to be manned by French fortress troops, the British battalions being disposed in depth in advance of the fortified line. The enemy positions were on the average one thousand five hundred yards distant from our foremost posts.

The British Army contains to-day very few regimental officers and other ranks who fought in the last war; much that was common knowledge and accepted practice then, must therefore be learned again. Nevertheless, events on the Saar front have proved beyond doubt that the young officer and his men, once they have had experience of active service, will be in every way worthy of their predecessors.

The Completion of the First Contingent.

15. During October and November, 15th and 17th Infantry Brigades were sent from home, and placed under command of 1st and 2nd Corps respectively. 13th Infantry Brigade was also relieved on the Lines of Communication by 25th Infantry Brigade.

On 1st and 2nd December, the French 51st Division was relieved by 4th Division and 17th Infantry Brigade, and withdrawn from my command: I was sorry to part with them and with their commander, who at all times gave me loyal support.

The plans for the despatch of the Force had envisaged that two divisions of the Territorial Army would be sent from home as soon as they were sufficiently trained. Since three regular infantry brigades had by now arrived, however, I decided on 27th October to form the 5th Division under the command of Major-General H. E. Franklyn. On the night of 29th-30th December the division took over a sector on the left of the 4th Division.

At this time the five divisions of the British Expeditionary Force were all in the line.

During the month of January the 48th Division (Major-General A. F. A. N. Thorne) arrived in France, and by 23rd January had completed its move forward. It was placed under 1st Corps, but held in G.H.Q. reserve.

By the end of January the Force, therefore, consisted of two corps, each of three divisions, with corps and army troops. The first stage in the development of the Force was thus concluded.

The strength of the British Expeditionary Force at the end of January stood at two hundred and twenty-two thousand two hundred, all ranks, not including the men of the Air Component and of other units of the Royal Air Force for whose maintenance I am responsible.

Air Forces and Anti-Aircraft Defence.

16. Although development of the Air Forces and of the Air Defence organisations proceeded simultaneously with the despatch of the Force and with its subsequent moves, I have thought it convenient to describe this development separately.

The composition of the Force included a Component of the Royal Air Force under the command of Air Vice-Marshal C. H. B. Blount, Royal Air Force, consisting of two Army Co-operation Wings, one Fighter Wing and one Bomber Reconnaissance Wing.

The aircraft were flown to France according to plan at the outbreak of hostilities and came

under my command from the dates of the disembarkation of their ground units. Later other units were added, and the Air Component now comprises, in addition to Headquarters, one Fighter Group Headquarters, eight Wings, a Communication Squadron, and certain administrative and other detachments.

The ground echelons were moved in advance of 1st and 2nd Corps to the aerodromes in the region to be occupied. In the early stages they were largely dependent on the assistance given to them by the French Région Aérienne under the command successively of General Jeauneaud and General Armengaud.

On 14th and 15th September, the anti-aircraft units disembarked at the base ports and, in conjunction with fighter units of the Royal Air Force, undertook the task of protecting the disembarkation of the two Corps and their forward moves.

Once the concentration was complete, the available anti-aircraft resources were divided between forward defences and Lines of Communication. Besides the normal provision for the defence of headquarters and railheads, arrangements were made to protect certain important French installations in the British zone and a searchlight zone was also established as a protection against enemy night bombing.

On all occasions, the Air Officer Commanding has been greatly helped by General d'Astier, commanding the French Air Forces with the northern group of French Armies.

During the period under review, enemy air activity has been almost entirely confined to reconnaissance flights at great heights.

Air Reconnaissance.

17. The strategical plans for air reconnaissance were worked out in conjunction with the Air Ministry and with General Mouchard, commanding the Air Forces with the French Armies of the North East.

In accordance with these plans many reconnaissances have been carried out both by day and night. Much photography has been undertaken with useful results, both in information obtained and in experience gained in photographic and survey methods.

The work of the units of the Royal Air Force engaged in air reconnaissance deserves the highest praise, since it has been performed, as a rule, in the face of enemy opposition. Pilots have often been called on to carry out flights to the full limit of the range of their aircraft, flying over long and circuitous routes to avoid neutral territory; this rigorous duty has been boldly and cheerfully undertaken.

The preparation of Aerodromes.

18. It had been decided, before mobilisation, that the maintenance and construction of all aerodromes used by the Royal Air Force in France, as well as their signal communications, should be the responsibility of the British Expeditionary Force.

Many aerodromes and landing grounds had been placed at our disposal by the French authorities, but it soon became evident that the problems of construction and maintenance were far greater than had been contemplated before the war. A new policy had, therefore, to be formulated and comprehensive plans prepared. In most parts of France, permanent pasture does not exist, and this fact, in view of

the weight of modern aircraft, has made it necessary to construct concrete runways, often of considerable extent, on the principal aerodromes in use. A number of special units of the Royal Engineers had consequently to be raised, and a large amount of plant, grass seed and materials had to be provided.

Frontier Control.

19. The sector of the frontier occupied by the British Expeditionary Force presented a very difficult control problem. There were initially over ten thousand Belgians working on the beet harvest in the British zone and on the average considerably more than twenty thousand local inhabitants passed the frontier daily on their normal business.

The strength of the frontier organisations charged with the control of the frontier traffic had been seriously reduced on mobilisation. It was therefore essential to supplement the normal machinery of control.

The system devised in co-operation with the 1st French Region and the commander of the fortified sector of Lille included a primary control on the frontier proper and a secondary control on the line of the foremost anti-tank obstacle wherever the latter did not coincide with the frontier.

Co-operation with the French authorities has been close and harmonious throughout. The Field Security Police have played an important role in this unusual and difficult task and have contributed largely to the success of the organisation.

Intelligence.

20. Conditions on the operational side of intelligence work in the field have naturally been abnormal. Much valuable preliminary work and re-organisation has been carried out and full advantage has been taken of the unusual situation, to complete the training of the Intelligence staffs. Co-operation with the French Intelligence service has been close and cordial.

It became apparent at an early date that the staff and organisation provided for dealing with wireless intelligence were inadequate for this increasingly important branch of operational intelligence. The expansion of the wireless intelligence units is now, therefore, in progress. Closest co-operation has been maintained with the French Wireless Intelligence Service.

It has been necessary to increase the air intelligence section of the Intelligence branch at General Headquarters, which has performed valuable work in the collection and distribution of information.

The problem of security has presented many unusual difficulties. This has been largely due to the long period of inactivity, the geographical position of the Force, the length of the Lines of Communication, and the congestion in the rear areas owing to the presence of evacuees. The French authorities have co-operated most closely in the matter of civil security and have throughout given all the assistance in their power.

Censorship.

The postal censorship discipline of the British Expeditionary Force is on the whole good. Very considerable increases in personnel have been found necessary in order to impose the

requisite selective censorship on the abnormally large number of letters now despatched daily. Extremely useful reports on the outlook of the British Expeditionary Force as a whole and on its relations with the local French inhabitants are produced periodically. These are based largely on information supplied by the censorship organisation supplemented by reports from the Field Security Police.

Publicity and Propaganda.

The section of the Intelligence branch dealing with publicity and propaganda has worked in close co-operation with the organisations concerned both in England and France, and has fulfilled a rôle which has assumed far more importance than in previous campaigns. Much has been done to counter German propaganda. Material has been provided for the Miniform Committee in Paris in this connection, and information bulletins are issued periodically to all units of the British Expeditionary Force.

Cipher Personnel.

Up to date the whole of the cipher work in the Force has been carried out most efficiently by Army Educational Corps personnel. This personnel is now required to revert to its normal duties in the United Kingdom and is being replaced.

Press.

21. The significance and requirements of the Press and of the press and cinematographic publicity in the field in modern war have proved greater than was appreciated prior to the outbreak of hostilities. Shortly after mobilisation a Public Relations unit was hastily formed and incorporated in the Intelligence branch of General Headquarters.

Since its formation in October this unit has administered and arranged facilities for a total of some fifty-five War Correspondents permanently accredited to the British Expeditionary Force, besides representatives of the principal news-reel companies. Some sixty visiting editors, correspondents, broadcasters and cinematographers, in addition to selected representatives of the neutral Press, have been given facilities for visiting the Force.

There has also been a small unit of the British Broadcasting Corporation with the Force since October, and facilities have been provided for selected official photographers to meet the requirements of the British Press.

The Newspaper Proprietors Association generously makes a large supply of papers available free daily for the Force. In the matter of distribution, close touch has been kept with them and with the "Continental Daily Mail," which supplies the troops with their latest news.

The Press and photographic censorship is now working efficiently and co-operation with the French is close and harmonious.

Development of the Rearward Services.

22. The work of the administrative staffs and services in back areas has in many respects been fully as heavy as it would have been if fighting had been in progress. It was their duty, while maintaining a continually growing force, to make and put into execution long term plans in preparation for the arrival of future contingents.

The initial scheme provided for the formation of temporary maintenance depôts near the ports of Brest and Nantes, but it was soon evident that, with so long a line of communication, an advanced base was required.

The use of the port of Havre had at first been considered undesirable owing to certain geographical and technical difficulties in the air defence of the docks. These were, however, overcome in mid-November, and an Advanced Base area is now being established near this port with the co-operation of the French authorities, while Field Supply Depôts are being set up further forward. By mid-December, the staff of the Movement Control were working some ninety stations, while fourteen ports were in use for landing personnel, animals and stores. Through these ports, a quarter of a million men, forty-five thousand mechanical vehicles and a monthly tonnage varying from sixty to one hundred thousand tons of stores of all kinds were imported and distributed to their various areas and reserve depôts.

Works projects of great magnitude have been in progress from the outset, and the problems of accommodation have been many and complex. An extensive programme of building and hutting for depôts, hospitals and reinforcement camps was put in hand, together with installations for electric light and power, the bulk storage of petrol and so on. A vast amount of minor work in connection with accommodation has been carried out by the Royal Engineers.

Railway construction at depôts and aerodromes has been undertaken by the Transportation Services under very adverse weather conditions.

The complicated nature of modern military equipment has added greatly to the work of the Royal Army Ordnance Corps, as regards both storeholding and repair. Great difficulty has been experienced in finding suitable accommodation for depôts and workshops at the bases, more especially since the whole of the resources of France are engaged at high pressure on her own war industries. New installations have therefore been planned and are now under construction.

The maintenance of mechanical vehicles has received constant attention and the number of road accidents, and consequently of repairs, has been greatly reduced through measures taken by the Provost Service to enforce road discipline.

The labour problem bids fair to become one of great magnitude, and its solution may be difficult. As no adequate labour force was available on mobilisation, the gap was filled by the temporary use of cavalry and infantry reservists. Later, the Auxiliary Military Pioneer Corps absorbed the various labour units already in France. This Corps has carried out cheerfully and efficiently the important, but often unexciting tasks allotted to its units.

I am grateful to the Government of India for the high standard of the animal transport units sent to France, which have proved their usefulness on many occasions.

Major General P. de Fonblanque, General Officer Commanding, Lines of Communication Area, has under his command the greatest part of the undertakings described above. They now cover almost one third of France, stretching from Dunkirk to Brest and from Cherbourg to Marseilles.

The Welfare of the Force

23. The health of the Force has been good and the number of troops in the care of medical units has never exceeded 2·8 per cent. of the strength of the Force, despite the unusually severe weather conditions in December and January.

I wish to express my appreciation of the work of the Royal Army Medical Corps under my Director of Medical Services, Major General J. W. L. Scott.

The arrangements for leave came into force on 18th December. The numbers permitted to be absent on leave at any one time are based on the percentage of strength which can be spared from the Force. By the end of January ten days' leave home had been granted to some sixty thousand of all ranks and compassionate leave had also been granted in deserving cases.

The question of leave was worked out in great detail by the Adjutant General, Lieutenant General Sir Douglas Brownrigg, and the members of his staff.

The Expeditionary Force Institutes have now established some ninety institutes open on the Lines of Communication and bulk stores have been established in forward areas to enable units to replenish their own canteens. The same organisation is providing concert parties and mobile cinemas, and a proportion of the troops are able to visit each week one of the entertainments provided by the Entertainments National Services Association.

I am likewise grateful to those organisations which have co-operated so whole-heartedly with the Royal Army Chaplains Department in attending to the welfare of the troops.

Amongst these are the Catholic Women's Guild, The Army Scripture Readers' Association, The Church Army, The Church of Scotland, Toc H, The Salvation Army, The Young Men's Christian Association, and the Young Women's Christian Association.

The despatch and delivery of mails takes place with regularity, and more than nine thousand bags of mail have been handled in one day by the Postal Service. The necessity for censorship is fully realized, but there has been no delay in the time taken in the transit of mail for an ever increasing force.

The great distances between forward troops and the base made it necessary to depart from the old established procedure whereby the 2nd Echelon of the Adjutant General's Branch has always been located in the theatre of war. This office is now established in Margate, and the move has been fully justified by the increased speed with which matters are now handled.

Training and Organisation.

24. The absence of fighting has afforded opportunities to continue the training of the Force. Weapon training has been possible for almost every unit, and thanks to the co-operation of the French Army, artillery practice camps have been held and other training facilities provided. Exercises with troops involving road movement on a large scale have been held and much progress has been made in the technique of co-operation with the Royal Air Force.

About eight hundred and fifty officers and non-commissioned officers have been sent home

as instructors to assist in the training of new formations, while an equal number have been attached to the Force, for instruction, from units at home.

Despite the almost complete absence of battle casualties the supply of officers has caused me concern. Over four hundred candidates have been sent home for training as officers, while a further four hundred have been recommended for immediate commissions.

These have been drawn to a large extent from Warrant Officers Class III.

A large number of War Establishments, particularly for the Intelligence Corps and for units on the Lines of Communication, were found to need adjustment and steps have been taken to this end.

The existing War Establishment of an infantry battalion, which was not designed for Continental warfare, has called for modification and I am grateful that my recommendations for an increase have been accepted.

The Royal Corps of Signals has been put to great strain in providing communications not only for the Army, but for the whole of the Air Forces in France. The degree of dispersion required in modern warfare has materially added to their difficulties.

The success with which these demands have been met is due not only to the spirit in which the personnel of that Corps have faced and overcome difficulties, but to the successful arrangements for co-operation with the French military and civil organisations, and with the General Post Office. The Wireless Intelligence Staff have done valuable work, and the cipher duties of the Force have been most efficiently performed by personnel of the Army Educational Corps.

The Survey Directorate has been called upon to carry out a great deal of work under difficult conditions and has fulfilled all the demands made upon it.

Liaison with the French.

25. On the arrival of the British Expeditionary Force in France a French Military Mission was established at my headquarters to deal with French military and civil authorities and to act as a link with Grand Quartier Général. In addition, officers and non-commissioned officers of the French Army are attached for liaison duties to the headquarters of each formation and unit as it arrives.

I wish to express my sincere gratitude to the chief of the Mission, Général de Division Voruz, and to all his staff for their ever ready help to the British Army on all occasions.

Thanks to their efforts, matters relating to billeting, hire of land, and local purchase of material have been handled without friction. To them is due, in large measure, the friendliness of the relations which exist between the French population and the troops, and also as between French and British staffs and regiments.

A British Military Mission under Brigadier J. G. des R. Swayne was established with the Headquarters of General Georges under whose immediate command the British Expeditionary Force is serving.

Distinguished Visitors.

26. On 4th December His Majesty The King visited his troops in France and was received everywhere with enthusiasm. During the three days tour His Majesty was able to make a detailed inspection of forward and rear areas. On his return to England, His Majesty was graciously pleased to send a message to his Army which was warmly appreciated by all ranks.

The President of the French Republic has spent a day with the British Expeditionary Force.

The Prime Minister and other members of the War Cabinet, the Ministers from the Dominions, many members of the Army Council and seven Field Marshals are amongst those who have visited my Headquarters at various times.

Honours and Awards.

27. I am submitting separately the names of officers and other ranks whom I wish to recommend for reward or to bring to your notice for gallant or distinguished service.

I have the honour to be,

Sir,

Your obedient Servant,

GORT.

General,
Commander-in-Chief,
British Expeditionary Force.

SECOND DESPATCH †

(Covering the period from 1st February, 1940, to 31st May, 1940, with an Appendix covering operations of 1st Corps from 6 p.m. 31st May, to midnight 2nd/3rd June).

† 1. The narrative portions of this despatch have been compiled from the war diaries and other records of the General Staff at G.H.Q. These have been supplemented by war diaries, including those of the Swayne Mission, and by diaries, notes and records made by various commanders and staff officers at the time, or within a few days of their arrival in England. The records of the General Staff at G.H.Q. are only partially complete for the period 10th—18th May, owing to some papers having been destroyed at Boulogne, and a portion of the records for 31st May lost at sea. Some records of less importance were burnt at Hazebrouck to avoid possible capture and others were destroyed in a lorry which caught fire near Cassel on or about 24th May.

2. The Appendix contains an account of the operations at Dunkirk from 6 p.m., 31st May, to midnight 2nd/3rd June, which may conveniently be appended to this despatch, though they were not carried out under the orders of the Commander-in-Chief. It has been compiled by the General Staff at G.H.Q., from sources similar to those used for the despatch itself.

London,
25 July, 1940.

Sir,

1. I have the honour to submit a report on the employment of the British Expeditionary Force, and on the part which it played in operations in France and Belgium from 1st February, 1940, to 31st May, 1940, on which date I gave up Command of the Force.

The period under review may be divided into two distinct and sharply contrasting phases, namely, before and after 10th May, on which date active operations began. The active operations themselves can be divided geographically into two distinct parts; on the east, the advance to the River Dyle, and the withdrawal to the frontier; on the west, the defence of Arras and the organisation of the Canal line. Later, the two parts merged into one whole in the final phase of the withdrawal and embarkation of the Force.

No such clear definition can be made in terms of time; furthermore, the two operations, on the east and on the west, were closely interdependent, and the same reserves had to serve for both. For this reason the accounts of the operations on the two fronts cannot but be intermingled at certain points in the narrative. Broadly speaking, however, three distinct phases can be distinguished. First, the advance to the Dyle from 10th–16th May; then from 17th–26th May the withdrawal from the Dyle to the Escaut, the defence of the Belgian frontier and of the southern and western flanks; and finally the withdrawal and embarkation of the Force from 27th–31st May.

2. The narrative in my first despatch dated 25th April, 1940, concluded with the completion of the first contingent of the Force.

I had been informed that the expansion of the Force was to be continued by the despatch of 3rd Corps during the early months of 1940; the Armoured Division was to follow in May, and a fourth Corps, with 1st Canadian Division, during the late Summer; furthermore, it had been decided that the Force should be divided into two Armies, as soon as the number of divisions in the field, excluding the Armoured Division, rose above eleven.

Preparation for this expansion, which had been proceeding since the previous autumn, continued steadily until 10th May.

Arrival of 3rd Corps in France.

3. 3rd Corps (Lt.-General Sir Ronald F. Adam, Bt.), consisting of 42nd Division (Major-General W. G. Holmes), 44th Division (Major-General E. A. Osborne) and 51st Division (Major-General V. M. Fortune) was due for despatch to France in February and March, and 51st Division arrived during early February. The 50th (Motor) Division (Major-General G. le Q. Martel) arrived in France at the same time and was allotted to 2nd Corps. It had been arranged that the front of the B.E.F. should be extended northwards to Croix de Poperinghe on the Belgian frontier, two miles north-east of Bailleul, and that 3rd Corps should go into the line on the left of the B.E.F. taking over 5th Division from 2nd Corps, and relieving 53rd French Division, between Armentières and Croix de Poperinghe, with 51st Division. The Command of the new sector had passed to the B.E.F. at midnight 31st Jan./1st February, and the relief of the French troops was to take place about 12th February.

At this time, however, owing to the situation elsewhere in Europe His Majesty's Government found it necessary to postpone the despatch of 3rd Corps (excepting 51st Division) and also of certain anti-aircraft, administrative and labour units. I was also instructed to earmark one division for withdrawal from the B.E.F. if required; for this I selected 5th Division. It was evident that the programme of shipments of ammunition and other war material to France, on which I had counted to make up the serious deficiencies in stocks, would be severely curtailed in February and March.

4. These changes entailed a delay in the development of the Force which was naturally disappointing; moreover, it became impossible for me to take over the new sector to Bailleul, and at the same time to retain a proper proportion of divisions in reserve. I was, therefore, obliged to obtain the consent of the French to the indefinite postponement of the relief, and to accept the resulting congestion in the area of the B.E.F.

50th Division was temporarily accommodated in an area south-west of Amiens in G.H.Q. reserve.

At the end of March, however, the 3rd Corps was finally despatched to France; 51st Division duly relieved the French in the new sector on

28th March; 44th Division, on disembarkation, moved into 3rd Corps reserve in the St. Pol area, and 50th Division into 2nd Corps reserve, south-west of Lille; 42nd Division, on arrival, moved to the area south-west of Amiens, in G.H.Q. reserve.

5. The German invasion of Denmark and Norway on 9th April created a new situation; leave was stopped in the British and French Armies on 10th April, and 15th Infantry Brigade of 5th Division was despatched to England, *en route* for Norway, on 15th April; certain units of 42nd Division were also retained at home, but with a few exceptions despatched later. The remainder of 5th Division was left in France, but in War Office reserve, and was accordingly relieved in 3rd Corps by 42nd Division. Reports of enemy intentions to invade Holland and Belgium were received from different sources and at different times, and between the 11th and 22nd April certain troops were placed under short notice to move. Intensified air reconnaissance was ordered in the zone allotted to the Air Component which included part of the Ruhr and the area to the west of it, but apart from small bridging activity no positive results were observed.

The Saar Front.

6. During this period the detachment of one infantry brigade on the Saar front was maintained; at the outset the severe cold interfered considerably with the work of improving the defences in the forward area. Much required to be done, as regards increased protection, provision of alternative fire positions, covered approaches and improved communications; the wire required thickening and its tactical lay-out improving; the thaw, when it set in, was rapid and energetic steps had to be taken to maintain a proper standard of sanitation.

The tour of duty of each infantry brigade was raised in March to three weeks, and a pioneer battalion was included in the detachment.

At the end of March it was decided to increase the Saar force to a total of one division, with attached troops, including cavalry, machine guns, and pioneers. 51st Division was selected. The Division had concentrated in the Metz area by 30th April and by 7th May had relieved 7th French Division, thus extending the British front on the Saar on either side of the front originally held to a total of 12,000 yards from Guerstling exclusive to Remeling inclusive.

51st Division remained in the Saar area and took no part in the operations in Northern France. From 10th May therefore, it ceased to be under my effective command; the Saar Force was later moved to the Rouen area, where it took part in subsequent operations.

Patrolling, both by our own troops and by the enemy, grew steadily more active during this period; early on the morning of the 5th March, the enemy carried out a successful raid, supported with a box barrage of a type familiar in the war of 1914-18, on one of our front line positions in a wood known as the Hertebusch, then held by a battalion of the 4th Division (2nd D.C.L.I.). In this and subsequent encounters the enemy regularly suffered casualties, many of them at the hands of battalions of the 144th Infantry Brigade of the 48th Division, the first Territorial Army formation to meet the enemy in this campaign.

The sub-machine gun was taken into experimental use by patrols in the Saar front: its value had already been recognised and I trust that a weapon of this type will be permanently included in the armament of the infantry.

Preparation for Further Expansion.

7. In the meantime I had been preparing for the arrival of further troops, and, in particular, for the formation of Army Headquarters which were due to arrive in the latter part of June. On the assumption that the positions held by the B.E.F. were to remain the same, a lay-out had been prepared involving a move of G.H.Q. The construction of the new G.H.Q. and of the two Army headquarters was put in hand; this involved the laying of about 150 route miles of heavy armoured cable. Negotiations were in progress regarding the extension of the front of the B.E.F. on arrival of a fourth Corps, the French being anxious that this should be southwards rather than northwards.

Development of the Defensive Positions.

8. The development of the successive defensive positions and switch lines behind the Belgian frontier was continued steadily till 10th May. By this date over 400 concrete "pill-boxes" of varying size had been completed with over 100 more under construction, while work on the improvement of field defences, wire and other obstacles proceeded continuously on the original front and in the sector north of Armentières recently taken over from the French.

Chiefly by the use of excavator machinery over 40 miles of revetted anti-tank ditch had been added to that prepared by the French army in time of peace. Machines had also been used to assist the troops in constructing earth-work defences, mixing concrete and burying signal cables.

Training.

9. Training areas were being prepared to accommodate the Armoured Division and other formations; base reinforcement depôts were rapidly taking shape in their new locations near Rouen, and their training staffs had assembled. Corps schools had been established, principally for the training of junior leaders, and a sniping school had been set up. Practice camps, both for field and anti-aircraft artillery had been developed with the help of the French and steps taken to continue the weapon training of selected units.

The practice undertaken with anti-tank weapons, to which special attention was given, was amply to prove its value when the time came.

The Equipment Situation.

10. The situation as regards equipment, though there was latterly some improvement in certain directions, caused me serious misgivings, even before men and material began to be diverted by the needs of operations elsewhere. I had on several occasions called the attention of the War Office to the shortage of almost every nature of ammunition of which the stocks in France were not nearly large enough to permit of the rates of expenditure laid down for sustained operations before the War.

There was a shortage of guns in some of the anti-tank regiments of the Royal Artillery, while armour-piercing shells for field guns had not, by 10th May, been provided.

There were also deficiencies in technical apparatus for light anti-aircraft requirements, such as Kerrison Predictors, signal lights, technical and specialised vehicles of many types and a number of smaller items. The same difficulties in provision of equipment were no doubt the cause of delays in the despatch of new units to the B.E.F., particularly armoured and anti-aircraft units, and while it is to some extent true that the shortness of the campaign prevented the full effect of the shortages being felt, it is I think, justifiable to assume that the presence of the Armoured Division and of a complete Army Tank Brigade would have been an invaluable aid in the difficulties with which we were faced in meeting enemy armoured formations.

The Administrative Situation.

11. The development of the rearward installations had been proceeding systematically.

The medical base installations had been extended and a hospital area was in course of rapid development near Boulogne in addition to the original medical base sub-area at Dieppe.

The British Army requirements in the port of Brest, a French naval base, had been substantially reduced by the use of other ports such as St. Malo and Caen; by May, seventeen ports in all were being operated and 2,500 tons of stores were being despatched to railheads daily.

At the same time, the construction of semi-permanent dépôts of all kinds in the neighbourhood of Nantes, Rennes and Rouen was in progress; this would later on have led to more efficient and economical working than was possible in the temporary accommodation taken up in September, 1939. By 10th May, seven ammunition dépôts were open, in addition to railhead dumps; all these were intended, in time, to be rail served; while the construction of the regulating station at Abancourt, by French railway troops on behalf of the B.E.F., was well advanced. It opened on a limited scale in the first week of May. A supply dépôt was being constructed close by so as to relieve the dangerous congestion at the ports of Rouen and Havre.

The progress of all these undertakings was adversely affected by the shortage of labour, to which I referred in my first despatch, and it was decided, in March, to send three Divisions to France to undertake labour duties and at the same time continue their training, albeit slowly. The Divisions selected were 12th (Major-General R. L. Petre), 23rd (Major-General W. N. Herbert) and 46th (Major-General H. O. Curtis). These arrived in April; 23rd Division was allotted for work on aerodromes in the forward area, and the remaining two to the Lines of Communication area.

Organisation.

12. The absence of actual operations up to 10th May gave opportunities to make a number of changes in organisation.

Divisional cavalry regiments were grouped into Armoured Reconnaissance Brigades and the Lines of Communication area was re-organised into two districts.

Infantry battalions were filled up to the new and higher establishments, and action was initiated to raise the establishment of artillery

units, including anti-aircraft. My Adjutant-General's branch, in conjunction with the Adjutant-General's branch at the War Office, had in hand plans for the more economical use of man-power, the elimination of fit men from sedentary or base duties and the reduction of tradesmen in War Establishments. Investigations made by the War Office, which had my full co-operation, were directed towards a more economical and more flexible system of replacement and repair of vehicles and equipment in the Force.

The Royal Air Force.

13. On 15th January, 1940, Air Marshal A. S. Barratt had assumed command of the British Air Force in France, including the Air Component which, however, was to remain under my operational control. Under this arrangement, in my opinion, the control of available air forces was better allocated to meet the needs not only of the British but also of the French Army for whom considerable aerial reconnaissance was being carried out. The development of the Allied Central Air Bureau and of its communications to the headquarters of higher formations in France and to the Royal Air Force at home, was likewise to prove its worth in the days to come as an organisation for co-ordinating information and requests for air action.

At the same time I felt that the resources of the Air Component would prove insufficient for the requirements of the Force during operations; so long, therefore, as this state of affairs existed it was of prime importance that the machinery for obtaining the allotment of additional bomber and fighter support should be as simple and as swift in operation as it could be made.

Throughout the period, construction of new aerodromes, landing grounds and communications for the British Air Force in France was proceeding as fast as resources would permit, concrete runways being constructed in the early part of the year until the season allowed for the sowing of grass. Upwards of 10,000 men were employed on this work, and forty-seven aerodromes and satellites (including 19 new aerodromes) were under development or construction. By 15th May eight of the nineteen new aerodromes were capable of use, and at least 50,000 tons of concrete had been laid. Constructional work was also undertaken on behalf of the Air Ministry at other R.A.F. installations in central France.

The Dyle and Escout Plans.

14. Very shortly after the arrival of the B.E.F. in their positions on the Belgian frontier I had been invited by General Georges, commanding the French Front of the North East, under whose Command I was, to study the part to be played by the B.E.F. in the event of an advance into Holland and Belgium, or into Belgium alone. The question of such an advance was one of high policy with a political as well as a military aspect; it was therefore not for me to comment on it. My responsibilities were confined to ensuring that the orders issued by the French for the employment of the British Expeditionary Force were capable of being carried out; and indeed events proved that the orders issued for this operation were well within the capacity of the Force.

The subject presented difficulties greatly complicated by the policy of neutrality to which

the Belgian Government were wedded. The French authorities were never in a position to obtain reliable and accurate details of the plans of the Belgian General Staff for the defence of their country in the event of an invasion by Germany; staff conversations were out of the question, yet plans had to be framed in such a way that they could be put into instant operation in the event of Belgium asking for military assistance from France or Great Britain when invasion had taken place or was imminent.

Such slender contact as existed between the British and Belgian Military authorities was maintained through the Military Attaché at His Majesty's Embassy at Brussels and General Van Overstraeten, Military Adviser to the King of the Belgians.

15. Three alternative plans were decided on by the French High Command during October and November 1939, and I had agreed with General Georges on the part to be played in each of them by the B.E.F.

The first alternative was to occupy the frontier defences, pushing forward mobile troops to the line of the Escaut, while the French 7th Army on my left were to delay the enemy on the line of the Messines Ridge and the Yser Canal. This plan was soon discarded in favour of the second alternative, which was to secure and hold the line of the Escaut itself, from the point at which it crosses the frontier at Maulde northwards to the neighbourhood of Ghent where it was intended to effect a junction with Belgian forces.

Later, however, as information became available regarding the defences of the Belgian Army, and its readiness for war, the French High Command formed the opinion that it would be safe to count on the Belgian defence holding out for some days on the Eastern frontier, and the Albert Canal. It was also ascertained that the Belgians were preparing a *de Cointet* anti-tank obstacle running southwards from Wavre towards Namur.

The line of the river Dyle was from the military point of view a better one than that of the Escaut. It was shorter, it afforded greater depth and its northern portion was inundated. In addition, it represented smaller enemy occupation of Belgian territory.

On the other hand, it involved the B.E.F. in a forward move of some sixty miles against time, while it also necessitated the holding by the French on our right of the Gembloux gap which contains no natural anti-tank obstacle. This plan was twice discussed by General Georges with me on 13th October at my headquarters at Le Cauroy and again on 16th November at Folembray the headquarters of the French First Group of Armies; on this occasion there were also present General Billotte, who commanded the Army Group, and Generals Blanchard and Corap, Commanding the French 1st and 9th Armies. At this conference it was agreed that the frontage of the B.E.F. on the Dyle position was to be from Wavre to Louvain, both places inclusive, and a formal instruction to this effect was issued to me by General Georges on the following day. From this time onward, Commanders and Staffs were studying simultaneously two alternative plans for advances to the Dyle or the Escaut; these became known as plans D and E.

Both these plans were worked out in the greatest detail, and orders and instructions kept up to date as new divisions arrived and the role of divisions changed.

The Escaut plan was by far the simpler of the two; it involved sending armoured car reconnaissances to the river Dendre to be relieved by divisional cavalry, who were later, if necessary, to fight a delaying action backwards to the Escaut; demolitions were provided for on both rivers; for the remainder of the force, however, the advance appeared likely to be an easy one, well within a day's march on foot. The Dyle plan, on the other hand, involved an advance of some sixty miles, carried out at a time when every moment was of value over roads not previously reconnoitred, perhaps crowded with refugees moving counter to the allied armies. Much, too, depended on the resistance which the Belgians, and perhaps the Dutch, were able to offer to the enemy, who at such a time would certainly be making every effort to pierce the line of the Meuse and the Albert Canal.

16. The plans made in advance for the advance to the Dyle position actually worked to schedule in almost all respects. It may therefore be convenient to summarise them here.

The Allied forces were to advance to the line Namur—Wavre—Louvain—Antwerp, of which the B.E.F. Sector extended from Wavre to Louvain, both inclusive. On our right was to be the French 1st Army (Général d'Armée Blanchard) under whose command was the French Cavalry Corps, and whose task it was to delay the arrival of the enemy on the Dyle position and to block with its main forces the Gembloux gap, with the Cavalry Corps pushed forward to the line Eghezee (8 miles north of Namur)—Tirlemont. On our left the French 7th Army (Général d'Armée Giraud) was to advance to the general area Antwerp-Ghent, with the object of supporting Belgian resistance north of Louvain. The plans of this Army included a possible advance into Holland as far as the line Turnhout-Breda, and this was actually carried out. It had been ascertained that a portion of the Belgian Army, if forced to withdraw from their frontier defences would come into line on the left of the B.E.F. on the general line from Louvain exclusive, thence northward to the fortified area of Antwerp, known as the National Redoubt.

The British front was to be occupied initially with 1st Corps (Lieutenant-General M. G. H. Barker, who had recently taken over command from General Sir John Dill), on a two-division front, on the right, and 2nd Corps (Lieutenant-General A. F. Brooke, now Sir Alan Brooke) on the left, on a front initially of one division.

The advance was to be made in four periods. In the first, 12th Royal Lancers (Armoured Cars) were to move to a general line some eight miles beyond the Dyle in observation of the approaches from the east; they were to be relieved by cavalry regiments of 1st and 2nd Corps when they arrived.

Behind them were to come, from right to left, 2nd Division (Major-General H. C. Loyd) and 1st Division (Major-General Hon. H. R. L. G. Alexander) of 1st Corps, and 3rd Division (Major-General B. L. Montgomery) of 2nd Corps. The whole of the move of these three divisions was to be made by motor transport,

and troop carrying companies were allotted to Corps in such a way as to complete the move in 90 hours.

At the same time 44th Division was to march to an area north-west of Audenarde, with a view to organising the defence of the Escaut in this area.

Movement in the first phase was to be continuous by day and night. The French had decided to restrict the movements of their main bodies to the hours of darkness, but I judged the time factor to be of paramount importance and accepted the risk that our air support might be insufficient to prevent enemy interference with the move. Events proved that the risk was justifiable.

In the second period, to be completed by the end of the sixth day, 48th Division (Major-General A. F. A. N. Thorne) and 4th Division (Major-General D. G. Johnson, V.C.) were to move by march route and motor transport into 1st and 2nd Corps reserve respectively, while 1st Army Tank Brigade consisting of two battalions was to move chiefly by rail into 1st Corps area.

The third period was to be completed by the tenth day, and included the movement of 50th Division to 2nd Corps reserve, while 4th Division moved into the line on the right of 3rd Division.

The fourth period included the forward movement of 3rd Corps. 5th Division (Major-General H. E. Franklyn) was to move to positions in G.H.Q. reserve, along the river Dendre, north and south of Grammont; 42nd and 44th Divisions to the line of the river Escaut around Tournai and to the south of Audenarde respectively, to organise bridgehead positions pending orders for a further advance.

Detailed instructions had also been issued for the preparation of defences on the three river lines of the Dyle, Dendre and Escaut, as also for the necessary demolitions and inundations. Special arrangements had been made for the control of traffic, including refugees for whom routes had been allotted; definite bodies of troops were detailed for these tasks.

The Belgian Anti-Tank obstacle

17. Late in April and early in May, I received reports regarding the siting of the Belgian anti-tank obstacle; it appeared that, without informing either the French High Command or myself, they had sited the obstacle much further to the east than had originally been planned, namely on the line Namur-Perwez-Louvain: furthermore the obstacle was not as yet by any means completed. The matter was discussed with General Georges.

On the British front, the river Dyle was so far superior as an anti-tank obstacle to any artificial work further east which the Belgians might be preparing that I had no hesitation in urging adherence to the existing plan for the defence of the Dyle position.

On the front of the French 1st Army the situation was different: the absence of a natural obstacle forced them to rely on that prepared by the Belgians. To clear the matter up, information was demanded as to the true site of the artificial obstacle. These negotiations were begun through our Military Attaché on 8th May, but they were not destined to be concluded.

OPERATIONS—FIRST PHASE

(10th–16th MAY)

Belgium calls on Allies for assistance: advance to the River Dyle by British and French Armies: the Belgian anti-tank obstacle is found to be sited further forward than had been expected. The enemy penetrates the front of French 9th Army and crosses the Meuse. Action by Royal Air Force. General Billotte appointed to co-ordinate action of British, French and Belgians. The Dutch lay down their arms.

10th May—*The enemy invades Holland and Belgium.*

18. The tension which had been increasing during April had lessened somewhat during the early days of May; during this period I had received reports of enemy activity from several sources of varying degrees of reliability, culminating in a report from the Hague, but it was not until the night of 9th–10th May that information was received of exceptional activity on the frontiers of Luxembourg, Belgium and Holland. The weather was set fair, and with the exception of some heavy thunderstorms which had no effect on operations, remained so to the end of the month. At about 4.30 a.m. on 10th May, enemy aircraft appeared over my headquarters at Arras and bombs were dropped on aerodromes in the neighbourhood and on a number of towns including Doullens and Abbeville. At 5.30 a.m., a message was received from my mission with General Georges ordering "Alertes 1, 2 and 3," namely, instant readiness to move into Belgium. I at once sought, and obtained, the release of the 5th Division from War Office reserve, and henceforward it was employed under my orders. At about 6.15 a.m. I received instructions to put Plan D into effect.

It was ascertained that 12th Royal Lancers could be ready to cross the frontier at 1 p.m., and accordingly I laid down this time as zero hour.

At 1 p.m. I opened my command post at Wahagnies, midway between Douai and Lille.

1st and 2nd Corps experienced some delay in moving, due largely to the fact that owing to the short notice received, preliminary moves of transport had not taken place; apart from this, moves on this day proceeded according to plan; very little interference was experienced either from enemy aircraft or refugees and 12th Lancers reached the Dyle unopposed at 10.30 p.m.

The French armies on our right and left were reported as advancing on time.

The Belgian population received the allied armies in the most cordial manner, and in particular the leading troops were loudly cheered.

Operations between 11th and 15th May.

19. On 11th May, enemy air action increased somewhat, but did not interfere with the forward movement of troops, and during the afternoon and evening, the leading infantry brigades reached the Dyle, refugee traffic being handled successfully. The original arrangements, of which the Belgian Government were aware, included the use by the B.E.F. of roads passing through the northern and southern outskirts of Brussels, but not through the centre of the city. A series of requests was however received to discontinue the use of these roads on the ground that Brussels had been

declared an open town and that British troop movements would prejudice its safety, but no adequate alternative routes to the Dyle were available and I was therefore compelled to adhere to the original plan of using the outskirts of the city.

The 3rd Division, on arrival, reported that a Belgian division was holding the bridgehead at Louvain, although I had assumed that this should be a British responsibility. 2nd Corps therefore took up a narrow front on their right with a strong reserve in rear of Louvain.

5th Division, which was training in the area south-west of Amiens, was ordered to proceed by march route so as to shorten the move by motor transport in a later phase, and later occupied a position on the Senne.

The news from the Belgian army, of which King Leopold had assumed command on the outbreak of war, was not good. Belgian cyclist troops from east of the Meuse were falling back on Huy. At Maastricht, it was reported that they had been forestalled by enemy action from the rear and had been unable to demolish important bridges over the Albert Canal and the Meuse across which the enemy had begun to move. Air bombing was requested and was extremely effective, but could not altogether deny the passage of the water obstacles to the enemy. On my right the French Cavalry Corps had reached their position on the line Huy—Hannut—Tirlemont and reconnoitred the Belgian anti-tank obstacle. They reported that, as I had supposed, there was no effective obstacle on the Gembloux line and that the obstacle on the Perwez line was not only unfinished but badly sited on a forward slope. I thereupon conveyed to General Georges a confirmation of my objections to pushing forward so as to make use of the obstacle in its unfinished state, notwithstanding the Belgians' anxiety that I should do so. Later that day I was informed that he had decided that the main line of resistance was to be on the Gembloux line as planned, but that the French were to push out advanced troops to the line of the obstacle. He expressed the hope that the B.E.F. would conform, and 1st and 2nd Corps accordingly reconnoitred the anti-tank obstacles reported to exist round the forest of Meerdael with a view to pushing forward detachments with anti-tank guns. They found them complete only in places.

20. The first phase of Plan D was successfully completed by 12th May, and the French 1st Army on my right then accelerated the programme governing their forward movement by moving by day as well as by night. The enemy progress across the Albert Canal had up to now been relatively small, due to a successful counter-attack by the French Cavalry Corps at St. Trond, but larger concentrations were now reported north of the Albert Canal. Disquieting news was received from the Ardennes, where a German thrust was reported as developing on the front of the French 9th Army, with at least two armoured divisions.

On this date I requested the War Office to expedite the despatch of the 1st Armoured Division to the greatest extent possible. I also asked that they should be shipped to the nearest available port and loaded tactically with a view to operations as soon as possible after landing.

The day was one of great activity in the air, and afforded great opportunities for the Royal

Air Force to impede the enemy advance; but such opportunities were of a fleeting character, since the enemy established strong anti-aircraft defences soon after his arrival, particularly in towns at which roads converged. Tactical reconnaissance became virtually impossible without fighter support, and the demands made on the fighter group of the Air Component were extremely heavy. They had been met with unfailing skill and courage, and with marked success, but by now the group was reduced to some 50 aircraft, and although I had asked for four fresh squadrons from home, only one had arrived. In three days' operations, the British Air Force in France had firm reports of the destruction of 101 enemy aircraft, mostly fighters, against a loss of 78 of our own.

That afternoon a conference was held at the Château Casteau, near Mons which was attended by the King of the Belgians, General Van Overstraeten, M. Daladier, Generals Georges and Billotte, and my Chief of the General Staff (Lieutenant-General H. R. Pownall), as my representative in my absence. The primary object of the conference was to achieve some measure of co-ordination in the Belgian theatre of war. General Billotte's command included the French 1st and 7th Armies, between which lay the Belgian Army under the independent command of their King, and the B.E.F. which, though under the command of General Georges, was not under that of General Billotte. Whatever the nature of the operations, a common doctrine was clearly necessary and when General Georges enquired if the King of the Belgians and I would be prepared to accept co-ordination by General Billotte as his representative, General Pownall said he was sure that I would agree. The King of the Belgians likewise agreed.

21. On 13th May I moved my Command Post forward to Renaix; no event of major importance occurred during the day, but some small infantry attacks developed on the British sector. These were easily held. Movements of the main bodies of the French 1st and 7th Armies continued in accordance with their plans, and units of the latter were by now north of Antwerp on the Dutch border. It was, however, becoming increasingly evident that they would be unable to prevent the enemy occupation of Walcheren and Zuid Beveland which was developing from the north-east.

During the day and the following night the Belgian forces were in process of withdrawing their northern forces to the general line Louvain—Antwerp, and the Staff of the Belgian G.Q.G. expressed concern lest the simultaneous withdrawal of their Cavalry Corps and that of the French, north-west and south-west from their junction point at Tirlemont, would create a gap. There appeared to me to be little danger, but nevertheless I ordered 12th Lancers to watch the situation, assisted if need be by divisional cavalry regiments.

22. On 14th May I went to Brussels, where at 12 noon I met the Commanders of 1st and 2nd Corps at the British Embassy. The Commander of 2nd Corps reported that the Belgian 1st Corps was now reforming in 4th Division area. I also discussed the organisation of the second position on the Senne canal and of a Corps reserve line east of Brussels. 5th and 48th Divisions were ordered to reconnoitre the Senne position on 15th May. That afternoon at 3 p.m.

I visited H.M. the King of the Belgians and General Van Overstraeten and reached agreement that the Belgian 1st Corps should be withdrawn from the area of 2nd Corps and that the left boundary of the B.E.F. should be adjusted so as to allow the Belgians the use of the road Vilvorde-Alost for this purpose. I also stressed the importance of having fresh Belgian troops established early in position north of Louvain to continue the British line covering Brussels.

Further serious news came from the south where the enemy had crossed the Meuse between Sedan and Mézières, and further north he was reported to be surrounding the fortress of St. Héribert (4 miles S.S.W. of Namur).

The French Cavalry Corps on my right had on the previous day received orders to retire to the Perwez position whence they subsequently withdrew, according to plan, to the main position running through Gembloux.

At the request of Air Marshal Barratt I placed at his disposal for use on the French front three squadrons of fighters which I had only recently received in response to an urgent appeal to the Secretary of State for War.

23. On 15th May the Dutch Army laid down its arms; the immediate effect of this on the operations of the B.E.F. was small, for the British forces operating in Holland had at no time been under my command. I anticipated, however, that this would come as a shock to the Belgian Army.

The French 7th Army withdrew its advanced formations to the neighbourhood of Antwerp and on this day ordered divisions to move across my rear to fill the gap created further south. This move, however, did not take place till some three days later when it was accomplished, thanks to efficient traffic control, with little delay to our own movements.

On this day (15th May) I established a command post at Lennick St. Quentin, 6 miles west of Brussels. On the British front, the day passed quietly on the whole. 1st Corps was not attacked in strength; 3rd Division of 2nd Corps was attacked north-west of Louvain and its forward positions were penetrated, but a counter-attack successfully restored the original line. There was considerable enemy bombing of rearward areas during the day, and the movement of refugees became increasingly difficult to control. This was, in part, due to the bombing of Tournai and other towns on the routes and to the French decision to close the frontier to pedestrian and horsed traffic. Despite my requests, made as early as 10th May, the Belgian authorities had done nothing to restrict the use of private motor cars or the sale of petrol.

During the day I received a request that I should take over part of the front held by the French division on my right. To meet this request I placed under the orders of this division a brigade of 48th Division; this step proved necessary since at about 6 p.m. the enemy had penetrated the French front, thus threatening the right of 2nd Division. By this time, however, 48th Division, less one brigade, was in position in 1st Corps reserve behind 2nd Division, and I agreed with the commander of 1st Corps that the withdrawal of his right should take place to the River Lasne to join up with the French left. This movement was carried out on the night of the 15/16 May, closely followed by the enemy.

By the night of 15th May the movements envisaged in Plan D were all running ahead of schedule. 4th Division was moving into Corps reserve behind 3rd Division; 5th Division was moving on to the Senne in place of 50th Division as originally planned, and the latter was now moving to G.H.Q. reserve along the River Dendre.

OPERATIONS—SECOND PHASE

(17th–26th MAY)

Withdrawal to the Escaut decided on; the threat to Arras and to the right flank; formation of Macforce and deployment of 23rd Division on the Canal du Nord. The enemy reaches the Somme and cuts communications with the Base; Calais and Boulogne invested: the administrative position. The organisation of the Canal line. Alternative lines discussed with French and Belgians, resulting in further withdrawal from the Escaut to the Frontier defences and fresh plans for attacks southwards in conjunction with French main forces. 5th and 50th Divisions counter-attack on 21st May. A further attack in conjunction with French planned for 26th May: this plan is abandoned owing to penetration of Belgian line on the Lys.

The beginning of the withdrawal (16th–17th May)

24. By 16th May, it became clear that a prolonged defence of the Dyle position was impracticable. The French 1st Army on my right were unlikely to make good the ground lost on the previous day, notwithstanding the support I had given them in the air and on the ground, and a further withdrawal seemed likely to be forced on them by events in the south.

On the other hand there had been no serious attack on the Belgian positions on my left; nevertheless, any withdrawal from our present positions would of necessity involve a withdrawal by the Belgian Army in the course of which Brussels, and probably Antwerp also, would be abandoned to the enemy.

Very early on 16th May therefore, I sent a representative to General Billotte who was co-ordinating the movements of the British, French and Belgian Forces; I asked that, if he intended to withdraw, he should let me know the policy and the timings at once, especially as the first bound back to the Senne canals involved a march of some fifteen to twenty miles.

At about 10 a.m. I received from him orders for a withdrawal to the Escaut, and for the occupation of the positions along that river originally planned. The operation was to begin that night (16/17 May), one day being spent on the Senne and one day on the Dendre positions; thus the Escaut would be reached on the night of 18/19 May, though the French orders did not rule out the possibility of staying for longer than one day on each bound.

That evening, I held a co-ordinating conference at 1st Corps Headquarters as a result of which I ordered 5th Division, which was on the way to join 2nd Corps, to the line of the Senne in 1st Corps reserve. Two brigades of 46th Division* which had been moved up from the Lines of Communication for the protection of

* One of the three divisions sent to France for pioneer duties.

vulnerable points, were ordered to relieve units of 1st and 2nd Corps on protection and traffic control of main routes in Belgium. Railheads, which had been advanced on 13th May to the general line Enghien—Ninove, were now moved back across the frontier.

During the night 16/17th May the withdrawal to the Senne positions began, and was successfully completed by the afternoon of the 17th. Some enemy tanks and motor cycle units had been reported on the right flank of 1st Corps, west of the forest of Soignies, and as a precaution, part of the 1st Army Tank Brigade, which had started to withdraw for entrainment, was turned about to meet the thrust.

By the time the tanks reached their entraining stations railway difficulties prevented the trucks being moved, and the remainder of the move was carried out by road; this gave rise to inevitable mechanical trouble later on.

By the early morning of 17th May the situation in the south had become grave, and enemy armoured and mobile forces were reported to have crossed the Oise. At St. Quentin the situation was obscure, and though by this time General Giraud, lately commanding the French 7th Army, had been ordered to take command of the forces in that region, it was clear from reports and from visits of liaison officers that he had not yet succeeded in establishing effective control. A gap of at least twenty miles existed south of the Forest of Mormal in which there appeared to be no organised resistance. Later in the day information was received from the French that ten enemy armoured divisions were engaged in the battle.

During the whole of this period, communication with my liaison officer at General Georges' Headquarters was maintained so as to keep in touch with events as they developed. However, I received no information through this channel of any steps it was proposed to take to close the gap, which might have affected my own command.

It was not till later, on the night of 19th/20th May, that General Billotte informed me of the action which was being taken to this end by the French Armies in the south.

The defence of rearward areas.

25. Rear G.H.Q. at Arras had intensified the precautions already being taken against sabotage and air landing units, but on the early morning of 17th May a telegram was received from General Georges ordering 23rd Division to move at once to occupy the line of the Canal du Nord, on a frontage of fifteen miles from Ruyalcourt (10 miles north of Péronne) to Arleux (6 miles south of Douai).

The division, which, like the 12th and 46th Divisions had joined the B.E.F. for work in rearward areas, consisted of eight battalions only with divisional engineers, but no artillery, and signals and administrative units in no more than skeleton form. Its armament and transport was on a much reduced scale and training was far from complete.

Nevertheless, troops of these three divisions fought and marched continuously for a fortnight, and proved, were proof needed, that they were composed of soldiers who, despite their inexperience and lack of equipment, could hold their own with a better funded and more numerous enemy.

23rd Division moved to their positions during 17th May; they were provided with about forty field, anti-tank, and anti-aircraft guns from ordnance reserves.

The enemy break-through was now offering an imminent threat to rear G.H.Q., to the communications over the Somme at Amiens and Abbeville, and to the base areas. To meet this, every available man and weapon was collected and orders were issued to the commander, Lines of Communication Area, for the remainder of 12th and 46th Divisions to be despatched to the forward zone. One brigade (36th Infantry Brigade of 12th Division) arrived during the day, and the leading battalion was despatched with four field guns to cover the north-western exits from Péronne, while engineer parties, organised by the Commander, G.H.Q. Troops, were sent to prepare for demolition the crossings over the Canal du Nord between the river Somme and the right of 23rd Division at Ruyalcourt. The remainder of 36th Infantry Brigade were moved forward to Albert, and the other two brigades of 12th Division ordered to the Abbeville area. These latter, however, arrived too late to come under my effective command, and their operations on the Somme were carried out under the Commander Lines of Communication Area.

Elsewhere in the area between Corps rear boundaries and the Somme, local defence schemes were put into operation under the orders of the Commanders of G.H.Q. Troops and of "X" Lines of Communication Sub-Area*. Few if any of these units or their commanders had any experience in fighting, but their determination was beyond all praise.

A mobile bath unit, for example, took part in the defence of St. Pol, while, both now and later, the General Construction Companies of the Royal Engineers, and many units of the Royal Army Service Corps, set to work to place their localities in a state of defence and manned them until they were overwhelmed, relieved or ordered to withdraw. Wherever possible, transport was collected or requisitioned to enable parachute detachments to be dealt with.

These many small delaying actions all contributed to gain the time required for the withdrawal of the main forces.

The defence of the town of Arras itself was entrusted to the O.C. 1st Bn. Welsh Guards who had under his command some units of the Royal Engineers, an Overseas Defence battalion (9th West Yorks), and various details including an improvised tank squadron.

Orders were issued for all administrative troops not required for defence to move forthwith north of a line Orchies-Lens-Frévent.

At the same time to guard against a more immediate threat to my right flank a force was organised consisting of 127th Infantry Brigade of 42nd Division, 1st Army Tank Brigade, a Field Artillery Regiment and the Hopkinson Mission†, all under the command of Major-General F. N. Mason-MacFarlane, my Director

* This Sub-Area had been formed to deal with units which remained in the old G.H.Q. and Corps areas when the B.E.F. moved into Belgium.

† The Hopkinson Mission, under the Command of Lieut.-Colonel G. F. Hopkinson, had been formed to secure certain information for the R.A.F. and for G.H.Q. immediately on entry into Belgium.

of Military Intelligence. The force was known as Macforce and its task was to cover the crossings over the Scarpe between Raches (3 miles N.E. of Douai) and St. Amand. It began to assemble at Orchies on the afternoon of 17th May.

Withdrawal to the Escaut begun.

26. It had now to be decided whether or not the withdrawal from the Senne to the Dendre was to begin on the night of 17/18 May, and the situation in the South was such that I felt that to spend a day on the Senne would be to risk being outflanked on the right and so imperil the force under my command to no good purpose. General Billotte had issued orders for withdrawal to the Dendre that night, but I had also seen an order from General Georges which envisaged remaining on the Senne for a further twenty-four hours. I therefore sent a liaison officer to General Billotte to represent my views. In the result, General Billotte's orders stood confirmed.

By 4 p.m. on 17th May therefore 1st and 2nd Corps were on the Senne with 5th, 1st and 4th Divisions in line right to left. 48th Division was covering the right flank from Enghien to Lembecq. 50th Division was on the Dendre, to which line 2nd and 3rd Divisions were now withdrawing, whilst 3 Corps was in position on the Escaut with 42nd Division (less one infantry brigade) and 44th Division.

27. On 18th May I held a conference at the headquarters of 1st Corps at which were settled the details of the withdrawal to the Escaut. This line was to be held with six divisions, right to left 1st Corps (48th and 42nd Divisions, less one infantry brigade, with 2nd Division in reserve), 2nd Corps (1st and 3rd Divisions with 50th Division in reserve), 3rd Corps (4th and 44th Divisions), on a front from the bridge over the Escaut at Bléharies to Audenarde, both inclusive. 5th Division was in G.H.Q. reserve.

There was little pressure during the day on the British front or on that of the Belgians to the North. Owing to the late arrival of orders the Belgian Army had started their withdrawal after the B.E.F.; they had therefore asked for and received protection to their right flank at Brussegem up to 7 a.m. and Assche up to 8 a.m. on 18th May. On withdrawal they effected a junction with the B.E.F. on the Dendre at Alost.

Southward from their junction with the B.E.F. the French line ran through Mons and Maubeuge, and enemy tanks were attacking the front of the French Corps on my immediate right. Enemy air action had by now intensified on the front of the B.E.F. and continuous fighter support was necessary during the hours of daylight, both to enable our reconnaissances to take place and to hold off enemy bombers. The enemy did not confine his attention to troops but attacked the long columns of refugees which continued to move westwards.

The position on the Canal du Nord.

28. The position on the Canal du Nord had caused some anxiety, partly on account of contradictory orders received. Shortly after orders had been issued on 17th May for the occupation of the position by 23rd Division, an order was received from G.Q.G. allotting to the B.E.F. the sector Péronne-Ruyalcourt instead of the sector Ruyalcourt-Arleux which was now to be

occupied by the French. It was not however practicable to move the 23rd Division again and G.Q.G. were informed to this effect. Yet, by next morning no French troops had appeared either on the right of 23rd Division or to relieve them. Later in the day, however, an order was received by which the commander of the French 2nd Region was ordered to fill the gap. Enquiries by a liaison officer at Amiens, where the staff of the French 7th Army was in process of taking over from the 2nd Region, established that no troops would be likely to arrive for twenty-four hours at least.

By the afternoon, however, some enemy had reached Péronne, and were in contact with 36th Infantry Brigade.

On this day Major-General R. L. Petre, commanding the 12th Division, was given command of the troops engaged on this flank, namely 23rd Division, 36th Infantry Brigade and the garrison of Arras.*

In the meantime an order issued by the French First Group of Armies had laid down the boundary between the French 1st Army and the B.E.F. through Maulde, Orchies, Raches and Hénin Liétard. Arras was thus excluded from the zone of the B.E.F., but its defence was necessarily continued by British troops. All troops not required for defence left on the 19th, including rear G.H.Q. which moved in two echelons to Hazebrouck and Boulogne in accordance with plans prepared on 17th May when the threat to Arras became serious.

On the evening of 18th May I moved back my command post from Renaix to its previous location at Wahagnies.

Moves of the Royal Air Force.

29. On this day also, the bulk of the Advanced Air Striking Force moved from the neighbourhood of Rheims to Central France and the Air Component moved one of their main operational aerodromes from Poix to Abbeville. On the evening of 19th May enemy action obliged them to evacuate this aerodrome also. The Air Officer Commanding the Air Component then moved his headquarters to England, but an advanced landing ground was maintained at Merville until 22nd May.

From the 21st May onwards all arrangements for air co-operation with the B.E.F. were made by the War Office in conjunction with the Air Ministry at home. The air liaison work was carried out in England at Hawkinge and the targets selected in accordance with telephone or telegraphic requests from the B.E.F. so long as communications remained open, supplemented by information received from the Royal Air Force, and other sources.

Alternative plans considered.

30. On the night of 18/19 May, the 1st, 2nd and 3rd Corps completed their withdrawal to the line of the Escaut without interference, and prepared to defend the line of the river. Soon after arrival, however, the level of the water became dangerously low, at places less than three feet deep. It looked, therefore, as if, apart from the unusually dry weather, some of the sluices in the neighbourhood of Valenciennes had been closed in order to produce inundations in the low lying ground in that area, even if at the expense of the water on the front of the B.E.F.

* Major-General Petre's command was known as Petreforce.

The enemy had, during the previous day, penetrated as far as Amiens, and rail communication with the bases was severed at that point. Communications by road and rail over the Somme at Abbeville were still holding on 19th May and the town was being placed in a state of defence with such resources as were available, mainly units of 12th Division. However, there was little doubt that enemy armoured forces in that area, which at the time I estimated at five armoured divisions, would shortly break through to the coast.

The force could then no longer be supplied through the ports south of the Somme, and the great bulk of the reserves, which were in the rearward areas, would shortly cease to be available to the force for the purposes of maintenance or replacement. Several days' reserve had, however, for some time past been maintained north of the Somme.

The prospect of securing the reinforcement of the Armoured Division had likewise become remote: I had been advised that two Armoured Brigades of this division would disembark at Havre on 16th May, and were to concentrate at Bolbec, and I had therefore sent instructions by the hand of a staff officer to the Commander (Major-General R. Evans). He was to move the leading brigade on disembarkation with all speed to secure the crossings of the Somme west of Amiens, from Picquigny to Pont Rémy, both inclusive, with a view to the concentration of the remaining brigade behind the Somme and the move of his division to join the main body of the B.E.F. However, in the meantime, orders had been issued locally to concentrate the Division south of the Seine, and the plan to cross the Somme and join the B.E.F. proved impossible to execute. The division therefore remained in the Lines of Communication Area and never came under my effective command.

About midnight on the 18th/19th May, General Billotte came to see me, and gave me an account of the situation as he saw it. He also told me of the measures which were being taken to restore the situation on the front of the French 9th Army, though clearly he had little hope that they would be effective. Reports from the liaison officers with French formations were likewise not encouraging; in particular I was unable to verify that the French had enough reserves at their disposal south of the gap to enable them to stage counter-attacks sufficiently strong to warrant the expectation that the gap would be closed.

Thus, in my opinion, there was an imminent danger of the forces in the north-eastern area, that is to say the French forces next to the sea, the Belgian Army, the B.E.F. and the bulk of the French 1st Army on our right, being irretrievably cut off from the main French forces in the south.

There were three alternative courses of action open to the northern forces under General Billotte: first, in the event of the gap being closed by successful counter-attacks made simultaneously from north and south it would in theory be possible to maintain the line of the Escaut, or at any rate the frontier defences, and thence southwards on one or other of the canal lines.

Secondly, there was the possibility of a withdrawal to the line of the Somme as far as its mouth. This plan had the attraction that we should be falling back on our lines of communication and if it was successful would not entail

the abandonment of large quantities of equipment. It would obviously be unwelcome to the Belgians who would be faced with the alternatives of withdrawing with us and abandoning Belgian soil, fighting on a perimeter of their own, or seeking an armistice.

So far as I am aware, the French High Command had never suggested such a movement up to that date and it is doubtful whether even had they decided on immediate withdrawal as soon as the French 9th Army front on the Meuse had been penetrated, there would ever have been sufficient time for the troops in the north to conform.

Thirdly there was the possibility of withdrawal north-westwards or northwards towards the Channel ports, making use of the successive river and canal lines, and of holding a defensive perimeter there, at any rate sufficiently long to enable the force to be withdrawn, preferably in concert with the French and Belgians. I realised that this course was in theory a last alternative, as it would involve the departure of the B.E.F. from the theatre of war at a time when the French might need all the support which Britain could give them. It involved the virtual certainty that even if the excellent port facilities at Dunkirk continued to be available, it would be necessary to abandon all the heavier guns and much of the vehicles and equipment. Nevertheless, I felt that in the circumstances there might be no other course open to me. It was therefore only prudent to consider what the adoption of such a plan might entail. On this day therefore at about 1.30 p.m. the Chief of the General Staff telephoned to the Director of Military Operations and Plans at the War Office and discussed this situation with him.

The Position of the French 1st Army and the British right flank reinforced.

31. The French 1st Army had by 19th May completed its withdrawal and was in touch with the right of 1st Corps. On the night of 19/20th May they took up positions on the line of the Escaut as far south as Bouchain; but at that point, instead of continuing to hold that river towards Cambrai (which according to my information was not held in strength by the enemy) they had drawn back westwards along the river Sensée. Thus in the quadrilateral Maulde—Valenciennes—Arleux—Douai, some nineteen miles by ten, there was assembled the bulk of the French 1st Army, amounting to three Corps of two divisions and two divisions in reserve—a total of eight divisions. The Commander of the French 3rd Corps, General de la Laurencie, remained that night in close touch with General Mason-MacFarlane, at the headquarters of Macforce.

Further west the French Cavalry Corps was assembling at Oppy, north-east of Arras.

None of these forces were being seriously pressed at this stage, but since the enemy had already penetrated so deeply further south, I felt it necessary, without more delay, to strengthen the dispositions for the defence of what had become the bastion of Arras. It was also necessary to secure crossings westwards from the right of Macforce, along the line Carvin—La Bassée.

I therefore ordered 50th Division, then in G.H.Q. reserve, to send one Infantry Brigade (25th) to take up positions on the Canal on the line La Bassée—Carvin under the command of

Macforce. The remainder of the division was moved that night (19/20th) to the same area, and was thus suitably placed for the counter attack in which they took part on 21st May.

I also ordered 12th Lancers with a field battery to move to Arras and carry out necessary reconnaissances south and south-westwards, and to gain touch with the outlying portions of Petrefoce.

Arras was heavily bombed for the first time on 19th May, but 23rd Division, though in an exposed position, was not seriously attacked. However, at 5 a.m., 6th Royal West Kent, of 36th Infantry Brigade, on the Canal du Nord north-west of Péronne, had been attacked by enemy tanks and had been withdrawn to Sainly on the road to Albert.

General Petre that night issued orders for 23rd Division to withdraw from the Canal du Nord to the line of the Grinchon river south of Arras to join up at La Herlière with 36th Infantry Brigade which was to hold a line thence to Doullens. 23rd Division was, however, caught by enemy aircraft when embussed and finally occupied posts on the line of the Scarpe for some six miles East of Arras.

Thus, by the evening of 19th May, the situation was somewhat relieved in that the defensive flank had begun to take shape. On the other hand, the character of the operation had now radically altered with the arrival of German troops in Amiens. The picture was now no longer that of a line bent or temporarily broken, but of a besieged fortress. To raise such a siege, a relieving force must be sent from the south and to meet this force a sortie on the part of the defenders was indicated.

The attack of 5th and 50th Divisions.

32. On 20th May, the breach South of Arras deepened and widened. From indications received during the day the enemy armoured forces appeared to be directed on two main objectives; one down the valley of the Somme on Abbeville, the other by Hesdin and Montreuil, doubtless making for the Channel Ports. 12th Lancers, early in the day, reported tanks from the direction of Cambrai approaching Arras, where they were held off by the Welsh Guards; a strong request for bomber support was therefore made through the War Office to the Air Ministry. Later in the day enemy tanks were reported to be ten miles west of Arras, and all endeavours by 12th Lancers to reach Doullens had failed. By 6 p.m. they were back on the line Arras—St. Pol.

Early in the morning General Sir Edmund Ironside, the Chief of the Imperial General Staff arrived at G.H.Q.; he brought with him instructions from the Cabinet that the B.E.F. was to move southwards upon Amiens, attacking all enemy forces encountered and to take station on the left of the French Army. He was also to inform General Billotte and the Belgian command, making it clear to the latter that their best chance was to move that night between the B.E.F. and the coast.

Similar information was to be given by the War Office to General Georges. During the day however, it appeared that operations were actually being directed by General Weygand who later, on 23rd May, announced in a General Order that he was now Commander-in-Chief in all theatres of war.

I discussed these instructions with the C.I.G.S. at my Command Post at Wahagnies at 8.15 a.m.; I put to him my view that withdrawal to the south-westwards, however desirable in principle, was not in the circumstances practicable.

In the first place, it would involve the disengagement of seven divisions which were at the time in close contact with the enemy on the Escaut, and would be immediately followed up.

In addition to this rearguard action the B.E.F. in its retirement to the Somme would have to attack into an area already strongly occupied by the enemy armoured and mobile formations. Some of these indeed now appeared to be holding the line of the Somme whilst others were already within a short distance of the coast, and might turn northwards at any time. Thus the B.E.F. would be obliged to disengage its seven divisions in contact with the enemy, fighting a rearguard action, at the same time to attack south-westwards, and finally to break through enemy forces on the Somme. During this manœuvre both flanks would have to be guarded.

Secondly, the administrative situation made it unlikely that sustained offensive operations could be undertaken. Communication with the bases was on the point of being interrupted. The mobile echelons of gun and small arms ammunition were full, but once they were exhausted I could not safely reckon on being able to replenish them.

Lastly, though I was not in a position to judge, I had the impression that even if I had decided to attempt this manœuvre, neither the French 1st Army nor the Belgians would have been in a position to conform.

Nevertheless, I told the C.I.G.S. that I fully realised the importance of an attack in a southerly direction and that I already had plans in hand to counter-attack with the 5th and 50th Divisions to the south of Arras and that these divisions would be ready to attack on the following morning (21st May). These were the only reserves which I then had available, apart from one armoured reconnaissance brigade, and one infantry brigade of 2nd Division. To create a further reserve I had already begun negotiations with Belgian G.Q.G. for the relief of 44th Division on the Escaut, but these were not yet completed.

The C.I.G.S. agreed with this action and accompanied by the C.G.S. he left for Lens to meet Generals Billotte and Blanchard. At that interview the C.I.G.S. explained the action to be taken by 5th and 50th Divisions. General Billotte fully agreed to this plan, and said that the French would co-operate with two divisions.

On return to my headquarters, the C.I.G.S. sent a telegram to General Georges which made it clear that, in his opinion, General Billotte's Army Group would be finally cut off unless the French 1st Army made an immediate move on Cambrai or unless General Georges launched a counter-attack northwards from Péronne. My liaison officers with Generals Billotte and Blanchard conveyed a similar message from me to those commanders, making it clear that if our counter-attack was not successful the French and British Armies north of the gap would have their flank turned and could no longer remain in their present positions.

On 21st May I sent a formal acknowledgement of the instructions brought by the C.I.G.S. adding that, in my opinion, withdrawal to the

south-west was entirely impossible until the situation had been retrieved on the front of the French 1st Army.

33. 5th Division was therefore ordered to join 50th Division in the Vimy area, and its commander, Major-General Franklyn, was placed in command of all the British troops operating in and around Arras. Frankforce, as it was to be known, consisted of 5th and 50th Divisions (each of two brigades only), 1st Army Tank Brigade* (previously with Macforce) together with Petreforce and the force under O.C. 12th Lancers. Petreforce was by this time very tired and widely dispersed.

My immediate instructions to General Franklyn were to occupy the bridgeheads on the Scarpe, east of Arras and thus to relieve the remains of 23rd Division. He would then be suitably disposed to advance south and south-east of Arras on the following day in conjunction with the French.

It will be convenient to conclude the story of Frankforce here.

During the evening of 20th May, General Franklyn completed his reconnaissances for an attack on the following day to secure the line of the rivers Scarpe and Cojeul: his intention was to exploit success by moving on 22nd May to the Sensée and thence towards Bapaume and Cambrai. In these plans he had the full co-operation of General Prioux, Commander of the French Cavalry Corps, but the light mechanised divisions were much reduced in strength and probably had no more than one quarter of their tanks fit for action.

However, one of these divisions was ordered to advance on each side of Frankforce, while 12th Lancers watched the right flank on the Arras—St. Pol road. The hope was not realised, however, that the French 5th Corps would also attack southwards from Douai with two divisions in co-operation with Frankforce on the 21st. A conference had been arranged at 6 p.m. on the 20th at General Franklyn's headquarters but no representative from that Corps attended. Finally, at 12.30 p.m. on the 21st I received a letter from General Blanchard to say that the Corps Commander, General Altmeyer, thought he could move on the 22nd or the following night.

Tim, however, was vital. General Franklyn adhered to his plans, and at 2 p.m. attacked with 1st Army Tank Brigade, 151st Infantry Brigade of 50th Division and 13th Infantry Brigade of 5th Division all under General Martel. The French 1st Light Mechanised Division co-operated, though its movements did not develop so widely to the flanks as General Franklyn had hoped.

The opposition was stronger than had been expected. Objectives for the day were reached, and in the evening there were heavy dive-bombing attacks by the enemy. Enemy tanks had been put to flight: over 400 prisoners had been captured: a number of enemy had been killed and many transport vehicles destroyed.

The tank brigade had, however, begun to suffer severely from mechanical trouble; the tanks had been on the road continuously since they detrained at Brussels, and the mileage

covered had already far exceeded the estimated life of the tracks which were now beginning to break through wear.

It was clear therefore that the attack of Frankforce would not maintain its momentum unless it was reinforced and supported by the French on its left. During 22nd May, therefore, General Franklyn held his ground, and prolonged his right flank westwards, while the French Cavalry Corps took up a position at Mont St. Eloi. All day long pressure increased round his right flank, and an observation post of 12th Lancers on Mont St. Eloi could see at one moment as many as 48 enemy tanks.

Next day (23rd May) the enemy advanced steadily north-eastwards from the high ground of the Lorette ridge, and by evening they were reconnoitring the southern outskirts of Béthune and the road from Lens to Carvin. It was clear that Frankforce was becoming dangerously hemmed in. Two roads were still available for their extrication and at about 7 p.m. I decided that there was no alternative but to withdraw Frankforce. This withdrawal had necessarily to be in an easterly direction. 5th and 50th Divisions had been engaged with the enemy all day and had inflicted very severe losses; they were now ordered to withdraw to the area around Seclin, where they would be well placed to take part in any further counter-attack to the southward which might be staged. Petreforce was withdrawn to an area north of Seclin.

Thus concluded the defence of Arras, which had been carried out by a small garrison, hastily assembled but well commanded, and determined to fight. It had imposed a valuable delay on a greatly superior enemy force against which it had blocked a vital road centre.

21st May—The Organisation of the Canal line.

34. The time had now come to organise, as soon as possible, the further defence of the south-western flank of the force.

The enemy advance beyond Arras had hitherto been carried out almost entirely by armoured forces, supported by motorised infantry which was doubtless increasing in numbers every day. The situation regarding the enemy's normal infantry divisions was still uncertain. It was therefore of first importance to reinforce the organisation of the line of the canals from the Escaut to La Bassée, and to continue it to St. Omer and the sea. These canals offered the only anti-tank obstacle on this flank. They were, however, crossed by numerous bridges, many of which had already been prepared for demolition by our own engineers under my Engineer-in-Chief (Major-General R. P. Pakenham-Walsh), the Commander of Macforce, and the French Commanders of the fortified sectors of Lille and Flanders (Généraux de Brigade Bertschi and Barthélémy).

It had been proved that even weak garrisons holding important road centres, such as Arras and Doullens, were of much value in imposing delay, for the initial advances of the enemy always followed the main roads. It was therefore decided to continue the policy of organising such "stops," not only along the canals but at all possible centres whether north or south of the canal line.

Macforce, which had been formed on 17th May, had been augmented on 18th and 19th by 138th Infantry Brigade (46th Division) which went into line on the canal between Raches and

* At this time their strength was reduced to approximately 65 Mark I and 18 Mark II tanks. By the end of the withdrawal from Arras there remained 26 Mark I and 2 Mark II tanks.

Carvin, and on the following day 139th Infantry Brigade of the same division joined the force. On 21st May 127th Infantry Brigade rejoined the 42nd Division and the sector from Millonfosse to St. Amand was handed over to the French.

Already on 20th May, I had ordered Major-General Curtis, Commanding 46th Division, to take command of the sector of the canals between Aire and Carvin. General Curtis' force was known as Polforce, and was to consist of four battalions of 46th Division, 25th Infantry Brigade of 50th Division (in line between La Bassée and Carvin) and one field battery, together with a number of engineer and other units of G.H.Q. troops which had been moving northwards and were collected on the Canal. It had originally been intended that part of this force should hold St. Pol, Frévent and Divion, but the railway trains in which were the remaining three battalions of 46th Division failed to reach that town in time and remained south of the Somme. The defence of these localities south of the Canal had therefore to be abandoned.

Further to the north-west the defence of the canal line was being organised by Brigadier C. M. Usher, Commander of X Lines of Communication Sub-area. On 22nd May he reported that the enemy had already reached the left bank of the river Aa between Gravelines and St. Omer. 23rd Division had been ordered to move to this area and its leading battalion (6th Green Howards) arrived at Gravelines. Brigadier Usher therefore held the right bank of the river from St. Omer to Gravelines with this battalion and five batteries of heavy artillery used as infantry, in conjunction with certain French troops of the Secteur Fortifié des Flandres.

The front of Macforce was covered by the French 3rd, 4th and 5th Corps, who were still in their quadrilateral on the line of the Escaut and the Sensée. Here, however, information was frequently lacking and could only be obtained by reconnaissance.

Thus, by 22nd May, the canal line was occupied in the sense that the whole of the length of 85 miles from the sea at Gravelines to Millonfosse (West of St. Amand) was divided into sectors for each of which a British commander was responsible. The total strength of the troops on the Canal line did not on this day exceed 10,000 men, and the number of anti-tank weapons was barely adequate to cover all the crossing places: certainly there could be no question of being able to keep an effective watch against small parties of infantry crossing the canal between the bridges. The barges, however, had almost all been moved away or at any rate to the bank furthest from the enemy, and bridges were fast being prepared for demolition.

21st May—The Situation on the Belgian Front.

35. On 21st May at 4.45 p.m. I met the three Corps Commanders. I told them what had happened on the southern flank and how, in order to take the initiative and encourage the French 1st Army to do likewise, I had gone to the length of committing practically the whole of my reserve.

From the Corps Commanders I learned that the line was thinly held and that attacks had taken place at several points. At Petegem on the front of 44th Division the enemy had secured a bridgehead 1,000 yards deep on a front of 3,000 yards, and at the junction with the French

near Maulde on the front of 1st Division a number of enemy had crossed the river disguised as refugees, but had been detected and driven out with the bayonet. The Corps Commanders all felt that they could not now hold on for more than twenty-four hours. We discussed a withdrawal to our old frontier defences, where advantage could be taken of the existing blockhouses and trenches, and of the anti-tank ditch. This move would have little effect on the French on our right since it would pivot on the junction point, where the Escaut crossed the frontier, but would seriously affect the Belgians, who now held the line of the Escaut from Audenarde to Ghent and of the canal from Ghent to the sea at Terneuzen.

I had also to consider the pressing need to stiffen the defence of the canal line westwards to Gravelines and to form a new reserve to replace the divisions now committed to counter-attacks southward from Arras.

A provisional decision was therefore reached to withdraw to the frontier defences on the night of 22nd/23rd May, details being left until I had reached agreement with the French and the Belgians.

General Weygand had visited General Billotte during the day and the latter indicated that an attack was being planned for the following day (22nd May), northwards from the direction of Roye, with the object of closing the gap. At 8 p.m. on 21st May I went to Ypres where in the Burgomaster's office I met H.M. the King of the Belgians and General Billotte. There were also present General Van Overstraeten, General Champon, the head of the French Mission with Belgian G.O.G., General Pownall and others.

I explained the situation which was developing on the Escaut about Audenarde, and the difficulty of maintaining positions there since the water in the river was so low as no longer to form an obstacle. It was then agreed that on the night of 22nd/23rd May the Escaut should be abandoned and that the Allied armies should occupy a line from Maulde northwards to Halluin, thence along the Lys to Courtrai and Ghent.

I discussed the possibility of reserves. It appeared that the available divisions of the French 1st Army were all too tired to take part in offensive operations in the immediate future. It was therefore agreed that the French should take over a further sector of the defensive positions northwards from Maulde, so that the 2nd and 48th Divisions could be withdrawn into reserve on leaving the line of the Escaut. The French took up these positions on 22nd May. On the north, 44th Division on withdrawal from the Escaut were to hold the sector Halluin-Courtrai, but it was hoped that a Belgian formation would relieve them on the night of 23rd/24th May.

When these moves were complete the Allied line would run slightly west of north to Halluin, and then almost at right angles, north-eastwards along the Lys. It was evident that sooner or later the Belgian army would have to swing back to a line in rear, pivoting on their right of Halluin. Accordingly at the end of the conference General Billotte asked the King of the Belgians whether if he were forced to withdraw he would fall back on to the line of the Yser. His Majesty agreed, though evidently with some regret, that no alternative line existed.

On return from the meeting, orders were issued to implement these decisions, and that evening I moved my command post to the Château de Premesques, midway between Armentières and Lille.

The final severance of the L. of C. and the investment of Boulogne.

36. During the 21st May the enemy penetration into the rearward areas increased and communication across the Somme was finally severed. Since the 17th May the Commander of the Lines of Communication Area (Major-General P. de Fonblanque) had been taking energetic steps for its defence, in so far as it was possible with the few and scattered troops available.

These consisted, apart from Armoured Division and 51st Division now returning from the Saar, of those portions of 12th and 46th Divisions (some nine battalions in all) which could not be despatched forward, three unbrigaded infantry battalions and the contents of the reinforcement dépôts, together with troops of the Auxiliary Military Pioneer Corps and of the administrative services.

On 23rd May, however, the War Office appointed Lieutenant-General Sir Henry Karslake to command the defences on the Lines of Communication and I was not concerned in the operations which ensued. Nevertheless, I did not immediately abandon hope of the Armoured Division breaking through, and I urged the War Office to use their best endeavours to this end and to prevent its being used piecemeal in local operations at the request of the French Command.

At about 3.30 p.m. on the 21st May, I received information that an enemy column of all arms was approaching Boulogne. The rear element of G.H.Q., consisting largely of the Adjutant-General's Branch and of headquarters of Services, which had been sent to that town on 17th and 18th May, had been moved to Wimereux on 20th May as a result of enemy bombing.

All possible steps had been taken to put Boulogne in a state of defence with the troops available, consisting of labour units and the personnel of rest camps. On 19th May, an endeavour was made to bring up troops from beyond the Somme, to hold the line of the Canche; but the time for this was past and the troops could not get beyond Abbeville. The hospitals in the Etaples area were now evacuated, and on 21st May a party of Engineers, supervised by my Director of Works, Brigadier W. Cave-Browne, demolished most of the bridges over the Canche.

As soon as the news of this new threat was received, the War Office was asked for bomber support, which was at once forthcoming. Enemy tanks were located and bombed at Hesdin and Fruges, but no good targets were obtained on the coast road. The War Office was also asked to send a detachment of Royal Marines for the defence of Boulogne but had already done so. Early on the 22nd May, 20th Guards Brigade (Brigadier W. A. F. L. Fox-Pitt) of two battalions with an anti-tank battery landed, thus establishing the defence of the town and enabling those troops who were not required for the defence to be evacuated in good order.

By the evening of 22nd May, the enemy armoured forces were within nine miles of Calais. Boulogne was now isolated and its final

evacuation was carried out under the orders of the War Office, being completed on the night of 23/24th May.

The Administrative Situation.

37. During the whole of this period I had been kept in the closest touch with the administrative situation by the Quarter-Master-General (Lieutenant-General W. G. Lindsell). Up to 16th May the administrative arrangements which formed part of Plan D had worked well, and although enemy air action steadily intensified during the period, there was no serious interference with the maintenance of the force.

On 17th May, however, the Quarter-Master-General decided, in view of the situation south of Arras, to discontinue the use of the railway from the regulating station at Abancourt via Amiens and Arras, and to switch all traffic via Eu and Abbeville to Béthune. He also ordered forward every available trainload of ammunition to the Hazebrouck area.

On 19th May, directly after the C.G.S. had spoken to the War Office as to the possibility of enforced withdrawal, the Q.M.G. telephoned to the War Office to discuss the opening of new bases. On the same day, one of his staff officers left for London to arrange an emergency shipment programme for supplies and stores to the ports of Boulogne, Calais and Dunkirk. It was to prove none too soon, for the railway at Abbeville was cut on 21st May. A new plan had to be put into operation at once for the maintenance of the force north of the Somme, estimated at 250,000 men and requiring a daily lift of ammunition, supplies and petrol, of some 2,000 tons.

The petrol situation, fortunately, gave no cause for concern since, although the dumps forward of the Somme had been destroyed on evacuation, together with a large civil storage plant near Douai, there still remained a large army bulk filling station near Lille.

The supply situation was however, bad, and on 21st May, Corps had only three days R.A.S.C. supplies in the forward area. Matters might, at any time, have become serious had it not been for the success of the measures taken between 23rd and 26th May, to organise the supplies in Lille belonging to the Expeditionary Force Institutes and to civilian firms.

The decision to maintain the force through the northern ports was finally taken on 21st May and the headquarters of a Base Sub-Area established at Dunkirk, together with a section of Q.M.G.'s staff, in close touch with the British and French Naval authorities.

Rail communication in the area was by now precarious, and plans were worked out on the basis of establishing dumps, one in each Corps area, which could be wholly maintained by road. The position was, by this time, greatly complicated by the numbers of improvised forces which the quickly changing situation had made necessary: most of these, like the three divisions for pioneer duties, had no proper administrative echelons. Some were within reach of Corps, but others were not and these had to be dependent on fortuitous sources of supply, or else live for a time on the country.

The situation had grown even worse by 22nd May, when the ports at both Boulogne and Calais were out of action, and the greater part of the Railhead Mechanical Transport Companies had been captured. Furthermore a reconnaissance of Ostend had shewn that the

port could not be worked for military requirements at short notice. A certain amount of rations and small arms ammunition was sent by air up to 23rd May, but from then onwards it became impossible for aircraft to land. On 23rd May therefore, on the advice of the Q.M.G., I decided to place the B.E.F. on half rations.

Dunkirk, though its water supply was destroyed, remained available for unloading supplies till 26th May, but constant air raids imposed a well nigh unbearable strain on the stevedore battalions. However, they remained at duty until, in the end, all the quays and cranes were put out of action. Thereafter supplies could only be landed on the beaches. Lighters arrived to embark troops loaded with a portion of supplies, ammunition and water, and these were unloaded and distributed by Corps. The delivery of supplies to Corps was maintained, albeit irregularly, up till 30th May when the last convoy went forward from the supply dépôt on the beach at La Panne.

By 20th May all the General Hospitals had been cut off from the forward area and improvised arrangements had to be made for the evacuation of casualties. Some of the Casualty Clearing Stations had to be diverted from their normal function and used as Hospitals. Hospital ships continued to berth at Dunkirk till the night 31st May/1st June and casualties were evacuated to them by road and by rail. Ambulance trains were running as late as 26th May.

Further proposals for an attack Southwards.

38. On 23rd May the French 1st Army pushed forward some elements southwards from Douai. On the same day, 5th and 50th Divisions, which had attacked two days before, were themselves being attacked on the Scarpe and had already lost most of their tanks through mechanical wear.

The threat to their rear was increasing hourly and they were thus unable to make any further advance or to assist the French, except in so far as they were able to engage troops who might otherwise have threatened the right flank of the French advance. The French approached the outskirts of Cambrai meeting with little opposition but withdrew later on being attacked by dive-bombers.

On the same day I received a copy of a telegram from the Prime Minister to M. Reynaud, which read as follows :—

" Strong enemy armoured forces have cut communications of Northern Armies. Salvation of these Armies can only be obtained by immediate execution of Weygand's plan. I demand that French Commanders in North and South and Belgian G.Q.G. be given most stringent orders to carry this out and turn defeat into victory. Time vital as supplies are short."

I was not sure whether the situation which was developing for the allied armies in the north could be accurately appreciated except on the spot. I therefore telegraphed to Sir John Dill asking him to fly over that day.

The next day, however (24th May), the Prime Minister again conferred with M. Reynaud and General Weygand in Paris, and I received the following telegram from the Secretary of State describing that conference :—

" Both are convinced that Weygand's plan is still capable of execution and only in its

execution has hope of restoring the situation. Weygand reports French VII Army is advancing successfully and has captured Péronne, Albert and Amiens. While realising fully dangers and difficulties of your position which has been explained to Weygand it is essential that you should make every endeavour to co-operate in his plan. Should however situation on your communications make this at any time impossible you should inform us so that we can inform French and make Naval and Air arrangements to assist you should you have to withdraw on the northern coast."

It will be noted that, according to the telegram General Weygand informed the Prime Minister that Péronne, Albert and Amiens had been recaptured. It later transpired that this information was inaccurate.

The Weygand plan, as it came to be known, was for a counter offensive on a large scale.

From the north the French 1st Army and the B.E.F. were to attack south-west at the earliest possible moment with about eight divisions and with the Belgian Cavalry Corps supporting the British right.

The newly formed Third French Army Group was reported to be organising a line on the Somme from Amiens to Péronne with a view to attacking northwards.

A new cavalry Corps was assembling south of the Somme near Neufchatel and was to operate on the line of the Somme west of Amiens, in touch with the British Armoured Division on their left.

I fully appreciated the importance of attacking early before the enemy could bring up his infantry in strength, but facts had to be faced. The 5th and 50th Divisions were on this day (23rd May) still closely engaged with the enemy, and 2nd, 44th and 48th Divisions, would not become available for a further 48 hours, since the French and the Belgians, though they had arranged their relief, could not complete it earlier. The ammunition immediately available to the B.E.F. was of the order of 300 rounds per gun and with communications cut with the main base, the prospect of receiving any further supply was remote.

The French light mechanised divisions and our own armoured units had already suffered serious losses in tanks which could not be replaced. Such information as I had received of the Belgian cavalry did not lead me to take an optimistic view of the prospect of their being able to engage, at short notice, in a battle forty miles away and on French soil.

Experience had already shown the vital importance of close co-ordination of the allied armies in any operation. General Billotte had been appointed the co-ordinator at the conference at Mons on 12th May, but in practice, the measure of co-ordination fell far short of what was required if the movements of the three allied armies were to be properly controlled.

Except for the issue of orders to retire from the Dyle (obtained only after I had sent Major-General Eastwood to General Billotte's headquarters to represent my views), I received no written orders from the French First Group of Armies, though at the meetings between General Billotte and myself which took place from time to time, we always found ourselves in complete agreement. Unfortunately, however, General Billotte had been seriously, and,

as it turned out, fatally injured in a motor accident returning from the conference which he and I had attended at Ypres on the night of 21st May. General Blanchard succeeded him in command of the French First Group of Armies, and presumably succeeded to the function of co-ordination although this was never officially confirmed.

I telegraphed to the Secretary of State pointing out that co-ordination was essential with armies of three different nations, and that I personally could not undertake any measure of co-ordination in the forthcoming operations as I was already actively engaged on my Eastern and Southern fronts and also threatened on my Lines of Communication.

Nevertheless, I saw General Blanchard and proposed to him that to implement our part of the Weygand plan, we should stage an attack southwards with two British divisions, one French division and the French Cavalry Corps. So far as we were concerned the attack could not take place till the 26th at the earliest owing to the reliefs which were in progress, and the need to assemble 5th and 50th Divisions. I also asked General Blanchard to enquire from G.Q.G. how such an operation could be synchronised with the attack from the line of the Somme which was said to be in process of preparation. These negotiations, as will be seen, were later continued by Sir Ronald Adam on my behalf. I emphasised, both to the Secretary of State and to General Blanchard, that the principal effort must come from the south, and that the operation of the northern forces could be nothing more than a sortie.

I never received any information from any source as to the exact location of our own or enemy forces on the far side of the gap; nor did I receive any details or timings of any proposed attack from that direction.

23rd May—Further development of the Canal line.

39. On 23rd May the organisation was continued of "stops" behind the Canal line.

At Hazebrouck, where the organisation of defences had been begun on 21st May by the staff of the Major-General R.A. at G.H.Q. the garrison was now about 300 strong and included eighteen French light tanks and some Belgian machine gunners.

Cassel was occupied by 13/18th Hussars, less one squadron, and on the same afternoon (23rd) Brigadier Usher's force took over the defence of Bergues.

On the night of 22/23rd May the withdrawal to the frontier defences had been carried out. The French had taken over the sector northwards from Maulde and the right boundary of the B.E.F. was now Bourghelles-Seclin both inclusive to the French. This change of boundary did not however affect the dispositions which the B.E.F. had taken on the Canal line by which the rear of the French positions was protected.

On the left of the B.E.F. the Belgians, who had previously agreed to relieve the 44th Division after withdrawal to the Lys on the night of 23rd/24th May, ordered one of their divisions to occupy the sector Halluin-Courtrai on the night of 22nd/23rd May. 44th Division was concentrated in G.H.Q. reserve on the morning of 23rd May.

On the right, 2nd and 48th Divisions passed through the French on the night of 22nd/23rd May and also concentrated in G.H.Q. reserve.

These moves left only four divisions on the frontier defences and made it possible to withdraw the headquarters and Corps troops of 3rd Corps for employment on the Canal line where they were badly needed. This was done at 4 p.m. on 23rd May, leaving 1st Corps with 42nd and 1st Divisions and 2nd Corps with 3rd and 4th Divisions.

2nd, 44th and 48th Divisions came under 3rd Corps and that night made a march westwards. I had decided to employ 2nd and 44th Divisions on the Canal line facing west, but their move required a further twenty-four hours to complete.

Meanwhile the canal defences required stiffening as much as possible. And accordingly, Polforce temporarily assumed control of the whole front between St. Omer and Raches, and two regiments of 2nd Armoured Reconnaissance Brigade were placed under its command. Polforce also undertook the responsibility for demolitions as far north as Watten including no less than 43 bridges.

The sector eastward from Raches was now handed over to the French, the British demolition parties being left on the bridges at the disposal of French 3rd Corps.

Macforce, now comprising four field batteries, half an anti-tank battery and one battalion, withdrew from the line Carvin-Raches on 23rd May and was moved to a rendezvous in the eastern end of the Forest of Nieppe where it was joined by Headquarters and one regiment of 1st Armoured Reconnaissance Brigade. 139th Infantry Brigade (46th Division) continued to hold the sector from Carvin to Raches until 26th May.

The situation on the canal line deteriorated during 23rd May and the enemy established bridgeheads at Aire, at St. Omer (which seems to have changed hands twice during the day) and near Watten. His tanks were reported as harbouring in the forest of Clairmarais, and during the day his armoured fighting vehicles came within three miles of Hazebrouck. By the evening, however, these movements had been checked and steps taken to keep the enemy out of the Forest of Nieppe.

The enemy had also been active that day on the canal line at Béthune, where they had been driven off and had then moved towards Carvin. Here the defenders had been reinforced by further artillery under C.R.A. 2nd Division (Brigadier C.B. Findlay), and the crossings were firmly held.

On 23rd May Calais was finally isolated. Its garrison had been reinforced under the orders of the War Office, by 30th Infantry Brigade (Brigadier C. Nicholson) and 3rd battalion Royal Tank Regiment—a cruiser tank regiment. I had intended to move the latter within the canal line, but it was already too late. After two attempts they were driven back into Calais, with the exception of three tanks which eventually reached Dunkirk by way of Gravelines. The remainder of the gallant defence of Calais was conducted under the orders of the War Office. It was finally concluded on the night of 26/27th May.

Information received at this time indicated that two enemy armoured divisions were converging on Calais and two more, supported by a motorised S.S. (Schutz-Staffel) division, on St. Omer. A fifth armoured division appeared to be moving on Béthune.

24th May. Preparations for counter attack and strengthening of canal defences.

40. During 24th May, I had simultaneously to prepare for a counter-attack southwards on the 26th and also to press forward with the strengthening of the canal line.

To make the detailed arrangements for the counter-attack I appointed the Commander of the 3rd Corps, Lieutenant-General Sir Ronald Adam, who, on my behalf, continued negotiations with General Blanchard, and with the Commander of the French 5th Corps, General Altmeyer.

The final plan was for a counter attack with three French and two British divisions under the command of General Altmeyer. As a first stage, on the evening of 26th May, bridgeheads were to be established south of the Scarpe, and the main attack was to start the following morning, with the objective Plouvain—Marquion—Cambrai. Sir Ronald Adam with three divisions (two British and one French) was to advance east of the Canal du Nord, and General Altmeyer with two French divisions to the west of the Canal du Nord, his right being covered by the French Cavalry Corps. This attack was never carried out for reasons which will presently appear.*

On the same day, I issued orders to dissolve the various improvised forces on the Canal line, and their units were absorbed by the formations in the areas of which they now were. I appointed Major-General Eastwood† to take command of the defences on the Canal line, and he assumed command early on 25th May.

The position on the Canal line was considerably strengthened during 24th May. 44th Division began to move into the line between the forest of Clairmarais and Aire, with 2nd Division on its left between Aire and La Bassée, and 46th Division (lately Polforce) from La Bassée to Raches. It was not till the evening however that 2nd and 44th Divisions gained contact with the enemy and for most of the day the defence of the sector still remained under the Commanders of Macforce and Polforce.

Fighting of a somewhat confused character went on for most of the day in and south of the Forest of Nieppe, and the enemy also began heavy bombing and shelling of Cassel. The remainder of Macforce, which included field and anti-tank artillery, was therefore sent to reinforce the 13/18th Hussars.

48th Division (with under its command part of 23rd Division in the area Gravelines—St. Omer) was ordered to send one infantry brigade to Dunkirk and one to Cassel and Hazebrouck. 145th Infantry Brigade completed its relief of the improvised garrisons of the two latter places on 25th May, but General Thorne found that the French had already made complete dispositions for Dunkirk, and had informed the British Base Commandant. He therefore decided to send 144th Infantry Brigade to Bergues and Wormhoudt. He established his H.Q. at Bergues, which he rightly regarded as the vital point of defence.

The French reinforce Dunkirk.

41. The local defences of Dunkirk, in accordance with French practice, were under

the Admiral du Nord, Admiral Abrial, whose command included Boulogne, Calais and Dunkirk. Under his authority the command of military forces in these areas was assumed on 24th May by Général de Corps d'Armée Fagalde, commanding the French 16th Corps which up to now had been fighting on the left of the Belgian Army.

The French defences of Dunkirk were based on the peace time organisation of the Secteur Fortifié des Flandres, and extended only as far as the Belgian frontier. They comprised an inner and an outer sector, the inner on the line of the old Mardyck Canal to Spyker, thence by Bergues to the frontier and so to the sea; the outer on the line of the river Aa to St. Omer thence by Cassel and Steenvoorde to the frontier. General Fagalde had at his disposal certain regional troops in numbers equivalent to a weak division, who were located in the outer sector from Gravelines to the Forest of Clairmarais and whose dispositions had been roughly co-ordinated with those of Brigadier Usher. About this time the 68th French Division arrived at Dunkirk from Belgium and took over the inner sector.

On the 24th and 25th May the British posts on the river Aa were taken over by the French, who also began to operate the inundations, which formed part of the defence scheme of Dunkirk and extended each side of Bergues and as far as the Belgian frontier north of the Bergues—Furnes canal.

25th May—Attacks on the Canal Line and on the Belgian Army.

42. On 25th May, enemy activity intensified. Two enemy Corps were reported to be attacking the French in the area Denain—Bouchain; the enemy was also across the canal at St. Venant, and was developing the bridgeheads between that place and Aire and also at St. Omer, whilst further north the situation on the river Aa was still obscure.

At about 7 a.m. on 25th May, news was received that in the late evening of 24th May the enemy had attacked the Belgian 4th Corps on the Lys with a force reported to be of four divisions, supported by tanks. The attack penetrated to a depth of 1½ miles on a front of 13 miles between Menin and Desselghem.

It was fast becoming a matter of vital importance to keep open our line of communication to the coast through a corridor which was hourly narrowing. It was no longer possible to count on using the main road Estaires—Cassel—Dunkirk, while the news which had just been received made it certain that before long, the whole area east of the Yser canal would be in the hands of the enemy, since there was, in fact, no satisfactory defensive position between the Lys and the Yser canal. There seemed, therefore, to be a serious risk of the Belgian right becoming separated from the British left at Menin, and of the Belgian Army being forced to fall back in a northerly, rather than in a westerly direction. I considered it vitally urgent to prolong the British front without delay northwards to Ypres, along the old Ypres—Comines canal, now practically dry, and round Ypres itself to the line of the Yser canal.

As an immediate step, 12th Lancers were sent off early on 25th to watch the left flank of 2nd Corps on the Lys, and gain touch with the right flank of the Belgians.

* See para. 43.

† Major-General T. R. Eastwood had recently arrived in France to take command of a division, and, pending a vacancy, was attached to the Staff of G.H.Q.

The remaining infantry brigade of 48th Division (143rd) was later placed under 2nd Corps, and a pioneer battalion sent to begin preparations for the defence of Ypres in case Belgian measures for the purpose should prove inadequate.

The Belgians had at this time one division in reserve between Menin and Ypres, and this was ordered to counter-attack at 2 p.m. However it is doubtful whether it was found possible ever to launch this counter-attack. Orders were also issued for the Belgian 1st Corps to come into line on the right of their 4th Corps between Ghelewe and Ledeghem; this move was carried out on the 26th May.

Sir John Dill (who had now become C.I.G.S.) and whom I had asked to visit me, arrived on the morning of 25th May, and I explained the position to him. He then telegraphed to the Prime Minister and to the Secretary of State, that there could be no disguising the seriousness of the situation. He added that in his opinion the proposed counter-attack to the south could not be an important affair in view of the enemy attacks which had penetrated the Belgian defences.

General Blanchard arrived during Sir John Dill's visit and took part in our discussions.

During the day the Belgians continued to withdraw in a north-westerly direction under enemy pressure. Reports also indicated that a fresh enemy attack would take place next day on the northern end of the Lys position.

OPERATIONS—THIRD PHASE

26th–31st MAY

The decision taken, in agreement with the French, to withdraw behind the Lys. H.M. Government authorises withdrawal to the coast. The Dunkirk perimeter organised by Sir Ronald Adam. The Belgians ask for an armistice. General Blanchard at first determines to remain in position but later French 3rd and Cavalry Corps withdraw to Dunkirk. Occupation of perimeter completed. Problems of embarkation of British and French troops. Withdrawal of 2nd and 3rd Corps. G.H.Q. closes and C.-in-C. embarks for England.

The decision to Withdraw.

43. By 6 p.m. that night (25th May) I was convinced that the steps I had taken to secure my left flank would prove insufficient to meet the growing danger in the north.

The pattern of the enemy pincer attack was becoming clearer. One movement from the south-west on Dunkirk had already developed and was being held; the counterpart was now developing on the Belgian front.

The gap between the British left and the Belgian right, which had been threatening the whole day, might at any time become impossible to close: were this to happen, my last hope of reaching the coast would be gone. At this time, it will be recalled, I had no reserves beyond a single cavalry regiment, and the two divisions (5th and 50th) already earmarked for the attack southwards.

The French 1st Army, which was not affected in the same way as the B.E.F. by the situation which was developing on the Belgian front, had, it will be remembered, agreed to provide three divisions and the

Cavalry Corps for this attack. Therefore, even if no British divisions could be made available, the possibility of carrying out the operation would not be entirely precluded. I did realise however that the French were unlikely to take the offensive unless British support was forthcoming.

Even so, however, the situation on my northern flank was deteriorating so rapidly that I was convinced that there was no alternative but to occupy, as quickly as troops could be made available, the line of the Ypres-Comines canal and the positions covering Ypres. I therefore issued orders to 50th Division to join 2nd Corps at once, and shortly afterwards I ordered 5th Division to follow. 2nd Corps placed 5th Division on its left flank northwards from Halluin along the Ypres-Comines canal with 50th Division on its left around Ypres. At this time also, the greater part of the medium and heavy artillery of 1st and 2nd Corps was grouped under 2nd Corps, and the successful defence of the positions on the Ypres-Comines canal and around Ypres, which was maintained during the next three days, was greatly assisted by these artillery units, which remained in action till they had fired all their ammunition.

The Commander of 3rd Corps, who was no longer required to take part in the attack southwards, was now ordered to take over the command of the front from St. Omer to Raches from Major-General Eastwood, whom he relieved on 26th May.

I immediately communicated my decision to the headquarters of the French First Group of Armies, but I was unable to get into personal touch with General Blanchard that evening as he was visiting the Belgian G.Q.G. at Bruges. However, I went to see General Blanchard at his headquarters at Attiches early next morning (26th May), at a moment when the enemy was attacking at Carvin and had penetrated the front of a North African Division near Bois d'Epinoy. I found that General Blanchard also feared the collapse of the Belgian Army and felt that the time for a counter attack southwards was past. Indeed he had already decided that the situation on both flanks made it necessary to withdraw.

After an hour's discussion, we arrived at a joint plan for the withdrawal of the main bodies behind the line of the Lys. These arrangements were subject to there being no further deterioration in the Belgian situation.

With this decision, there vanished the last opportunity for a sortie. The layout of the B.E.F. was now beginning to take its final shape. Starting from what could be described as a normal situation with Allied troops on the right and left, there had developed an ever lengthening defensive right flank. This had then become a semi-circular line, with both flanks resting on the sea, manned by British, French and Belgians. Later the position became a corridor in shape. The southern end of this corridor was blocked by the French 1st Army; and each side was manned, for the greater part of its length, by British troops. Next to the sea were French troops on the west, and French and Belgian troops on the eastern flank.

The immediate problem was to shorten this perimeter. British and French forces were together holding a front of 128 miles of which 97 miles were held by British troops, though

some sectors were held jointly with the French. The virtual closing of Dunkirk as a port of entry was making the supply situation ever more difficult, and the ammunition situation permitted only of very restricted expenditure.

The Plan for Withdrawal.

44. Later, on 26th May, I discussed the plan for withdrawal with the Corps Commanders, and issued orders for the operation in accordance with the agreement reached with General Blanchard that morning. The plan, as agreed with the French First Group of Armies, envisaged the reservation of certain roads for the exclusive use of the B.E.F. In fact, however, French troops and transport continued to use them, and this added very considerably to the difficulties of the withdrawal of British troops. The roads were few and for the most part narrow, and for the next three days they were badly congested with marching troops and horsed transport of French formations, and with refugees.

On the night 26th/27th May, 1st and 2nd Corps, leaving rearguards in the frontier defences, were to swing back to the old divisional reserve position with their right at Fort Sainghin (5 miles south-east of Lille), while the French prolonged this line from Thumeries to the canal at Pont-à-Vendin, linking up there with 2nd Division. The following night (27th/28th May), main bodies were to withdraw behind the Lys, leaving rearguards on the Deule canal up to its junction with the Lys at Deulemont: these rearguards were to stay there until the next night (28th/29th May). The immediate effect of these dispositions would be to shorten the total perimeter by some 58 miles, but on the other hand I had to face the possibility of having to occupy the front from Ypres to the sea, some 25 miles long, which was still the responsibility of the Belgian Army.

There remained the question of the future. I had not so far discussed with General Blanchard a further withdrawal to the sea. However, the possibility could not have been absent from his mind; nor was it absent from mine, for, although up to now no instructions had been given authorising me to undertake such an operation, I had, as I have said, foreseen the possibility of such a move being forced upon us.

I returned from the conference at General Blanchard's headquarters at about 10.30 a.m. on 26th May to find a telegram from the Secretary of State which read:—

... "I have had information all of which goes to show that French offensive from Somme cannot be made in sufficient strength to hold any prospect of functioning with your Allies in the North. Should this prove to be the case you will be faced with a situation in which the safety of the B.E.F. will predominate. In such conditions only course open to you may be to fight your way back to West where all beaches and ports east of Gravelines will be used for embarkation. Navy will provide fleet of ships and small boats and R.A.F. would give full support. As withdrawal may have to begin very early preliminary plans should be urgently prepared. . . . Prime Minister is seeing M. Reynaud to-morrow afternoon when whole situation will be clarified including attitude of French to the possible move. . . ."

I replied that a plan for withdrawal north-westward had been agreed with the French that morning; I added that the news from the Belgian front was disquieting, and concluded by saying:—

... "I must not conceal from you that a great part of the B.E.F. and its equipment will inevitably be lost even in best circumstances."

Later in the day, I had a further telegram from the War Office which read as follows:—

... "Prime Minister had conversation with M. Reynaud this afternoon. Latter fully explained to him the situation and resources of French Army. It is clear that it will not be possible for French to deliver attack on the south in sufficient strength to enable them to effect junction with Northern Armies. In these circumstances no course open to you but to fall back upon coast. . . . M. Reynaud communicating General Weygand and latter will no doubt issue orders in this sense forthwith. You are now authorised to operate towards coast forthwith in conjunction with French and Belgian Armies."

The Situation of the Belgian Army.

45. The situation on the Belgian front was causing me ever increasing anxiety. At the conference at Ypres on the evening of 21st May, His Majesty the King of the Belgians had agreed that, if forced to abandon the positions on the Lys, he would withdraw to the Yser, maintaining touch with the left of the B.E.F. Now, however, signs were not wanting that the Belgian Army were being forced to withdraw northwards and away from the Yser canal. If so, the task of defending the whole line as far as the sea appeared likely to fall on ourselves and the French, as actually did happen.

Admiral of the Fleet Sir Roger Keyes, who had been carrying out liaison duties with H.M. the King of the Belgians since the operations began, came to G.H.Q. on the morning of 26th May, and I expressed to him my earnest hope that the Belgian Army would fall back towards the Yser. Sir Roger Keyes took this message back to the Belgian G.O.G. at Bruges, where he saw His Majesty. Later he telegraphed to me saying that the Belgians would do their best, but that His Majesty considered that the only method of avoiding immediate and complete disaster was a strong and immediate counter offensive between the Lys and the Escout. Such an operation was, however, quite out of the question since, now that 5th and 50th Divisions had been committed, my reserves were again reduced to one weak cavalry regiment.

The indication that the Belgian Army would withdraw northwards and not to the Yser, was confirmed in a note, a copy of which I received, sent on 26th May by General Michiels, the Chief of the Staff of the Belgian Army, to General Neissens, head of the Belgian Mission with G.H.Q.

This note contained the following passage:—

... "To-day, 26th May the Belgian Army is being attacked with extreme violence on the front Menin-Nevele,* and since the battle is now spreading to the whole of the area of Eecloo, the lack of Belgian reserves

* Eight miles west of Ghent.

makes it impossible to extend our boundaries, which were notified yesterday, further to the right.

We must therefore, with regret, say that we have no longer any forces available to fill the gap in the direction of Ypres.

As regards the withdrawal to the Yser the idea must be ruled out since it would destroy our fighting units more quickly than the battle now in progress, and this without loss to the enemy."

On receipt of this information, on the morning of 26th May, I asked the Secretary of State to bring strong pressure on the Belgian Government to withdraw their Army westwards and to maintain touch with the B.E.F. I also communicated in the same sense to Sir Roger Keyes, but his reply never reached my Headquarters.

26th May—The Southern and Western fronts.

46. On the remainder of the front 26th May was marked by heavy air action everywhere. The enemy attack on the French North African division at Carvin which was in progress when I visited General Blanchard at Attiches, was driven back by the prompt action of two battalions of 50th Division which were deployed behind the French troops. 2nd and 44th Divisions reacted against the enemy and both succeeded in advancing some distance westwards from Merville and Hazebrouck respectively towards the Canal.

Further north, the French had completed the relief of all our troops on the river Aa from St. Momelin northwards. But had themselves begun in places to withdraw towards the Mardyck Canal. It therefore became the more necessary to strengthen further the defences of Bergues, and this was carried out under the orders of 48th Division.

Plans for final withdrawal.

47. On this evening (26th May), I put in hand my plans for a final withdrawal. I was uncertain how far I should be successful in withdrawing the whole of the B.E.F. within the bridgehead at Dunkirk, nor could I judge how much fighting my troops would have to undertake during the withdrawal.

I had, therefore, asked the War Office whether it would be possible to send out an infantry brigade of the 1st Canadian Division so as to provide a nucleus of fresh and well trained troops on the bridgehead position. This request was at once agreed to, and orders were given to despatch the Brigade to Dunkirk on the night 26th/27th May. These orders were, however, cancelled on 28th May.

The contraction of the B.E.F. area and the shortening of its Lines of Communication was now making it possible to dispense with a number of the rearward units. I had already issued orders for the embarkation of a number of key personnel who could be spared so as to ease the supply situation which was becoming acute. I now ordered the withdrawal of all units which were not required to continue the battle. This policy involved leaving most of the fighting troops until the last, but if full use was to be made of the shipping available, and congestion avoided on the beaches, no other course was possible.

The task of organising a bridgehead at Dunkirk, and of arranging the details of embarkation

was likely to prove an exacting one: work had to begin at once, and my own headquarters were fully occupied with the withdrawal of the forward troops.

I therefore appointed Lieut-General Sir Ronald Adam to undertake this duty, and sent with him my Quarter-Master-General and other staff officers from G.H.Q. He was to take command of the troops already in the area, make arrangements for the troops of 1st, 2nd and 3rd Corps who would be withdrawing into the bridgehead and arrange for the embarkation. He was to act in conformity with the orders of General Fagalde, provided that these did not imperil the safety and welfare of British troops.

Sir Ronald Adam accordingly handed over command of the 3rd Corps to Major-General S. R. Wason (till then Major-General R.A. at G.H.Q.), and took up his duties on the morning of 27th May.

At 7 a.m. that morning he attended a conference at Cassel as my representative. At this conference there were present Admiral Abrial and General Fagalde from Dunkirk, General Blanchard, General Prioux, now in command of the French 1st Army, and General Koeltz who was representing General Weygand

Sir Ronald Adam and General Fagalde arrived early, and before the conference began they had the opportunity to reach general agreement on the organisation of the bridgehead position.

The perimeter was to extend from Gravelines south-eastwards to the Canal de la Colme, along the canal to Bergues and thence by Furnes and Nieuport to the Belgian coast. In fact, the French were by now evacuating Gravelines and the western part of the perimeter, and in process of going back to the line of the Mardyck Canal from the sea to Spyker, on the Canal de la Colme. The French were to be responsible for the defence of the western half of the perimeter as far as Bergues inclusive, and the British for the eastern half. By this time, the position of the Belgian Army was so obscure that the possibility of its being included in the bridgehead was not taken into account, though the perimeter could of course have been extended eastwards to include them if necessary.

Sir Ronald Adam then explained to General Fagalde his plan for Corps boundaries, assembly areas and the layout of beaches. He specially stressed the importance of avoiding traffic congestion in the perimeter and said that he had decided to allow no British transport north of the canals except such as was strictly necessary for tactical, supply or medical purposes. He urged General Fagalde to issue similar orders to the French troops under his command. He also suggested that the French troops entering the bridgehead position should all be located in the western part of the perimeter. However, it appeared that these orders did not reach all the French troops, who brought a quantity of transport into the sector.

These matters were later reviewed at the full conference, but the principal business was the issue by General Koeltz of an order of the day by General Weygand.

This enjoined a resolute attitude on the part of every leader, and the counter-offensive wherever possible. General Koeltz then proceeded to urge Generals Blanchard and Fagalde to attempt the recapture of Calais and, though

at the time they had nothing available save the 68th Division and the regional troops, they did not demur.

However, so far as I am aware, no action was ever taken in this respect.

Description of the Dunkirk Perimeter.

48. The British sector of the Dunkirk perimeter had its right at Bergues, and thence followed the canals to Furnes and Nieuport. These places were old-fashioned fortified towns, easy to defend but affording good bombing targets. The destruction of the bridges presented no difficulty, and all were in fact blown in time by British or French troops except that at Nieuport which was wide and solid, and could not be demolished before the arrival of the enemy. Two natural switch lines were available : the canal from Bergues to Dunkirk and the Canal des Moeres from Dunkirk south-east towards Hondschoote.

Immediately north of this line came the inundations, extending from Bergues over the district of the Moeres to a width varying from one to three miles. Except in a few places, they did not cover the roads but were designed to leave them clear, while preventing deployment. They did, however, sometimes prevent troops from digging themselves in. On the Belgian side of the frontier the order to begin the inundations was not given by Belgian G.Q.G. till the morning of 26th May and they never became effective.

To the north of the inundations was more low-lying land ; then came the Bergues-Furnes Canal, and the main lateral road from Furnes to Dunkirk. Finally there was the narrow strip of dunes giving way to a wide, open beach running the whole length of the position and shelving very slowly to the sea. There were no quays or piers whatever except those at Dunkirk itself. At intervals of about a mile along the shore lay the seaside resorts of Coxyde, La Panne, Bray Dunes and Malo-les-Bains.

Layout of the Sector and Problem of Traffic Control.

49. Sir Ronald Adam, on leaving Cassel, went at once to the headquarters of the 48th Division at Bergues to find out the latest situation and in particular what troops were immediately available either to hold the perimeter or to control the traffic. He learnt that the enemy were advancing north eastwards from the Forest of Clairmarais : there could therefore be no question of using any of the reserves of 48th Division, and the only troops immediately available were certain engineer units. General Thorne, however, lent his C.R.A. (Brigadier Hon. E. F. Lawson) who was instructed to lay out the defence of the perimeter, and to use for the purpose such troops as were on the spot, or were entering the perimeter.

The position was then divided into three Corps areas, each including a collecting area outside the perimeter, a sector of the canal line and a sector of the beach.

Already it was seen that the traffic problem was going to assume formidable proportions. Ever since the 10th May it had been a potential source of trouble, but it had been kept in hand in the early stages by strict adherence to pre-arranged plans and by the use of infantry for traffic control. Once the withdrawal from the Dyle began, the problem became acute in France as well as in Belgium. Refugees began to leave

their homes in northern France before the French Government put into operation the plans they had made. The French organisations were not available and no British troops could be spared to control the traffic. The refugee problem had therefore become increasingly acute, and the tide which at first set westwards from Belgium had now met the enemy again in the Somme area and had begun to turn back on itself. Scenes of misery were everywhere, and the distress of women, children and aged people was pitiable. Fortunately the fine weather and warm nights mitigated their plight to some degree and though the outbreak of famine was expected at any moment it did not actually occur in the area of the B.E.F. Little, unfortunately, could be done to help the refugees, since supplies for the troops were still seriously short. Moreover their presence on the roads was often a grave menace to our movement. It had been necessary to give Corps a free hand in handling them; on occasions it had been necessary to turn vehicles into the fields in order to keep the roads clear.

During the 27th May, troops and their transport began to withdraw into the perimeter on the fronts of all three Corps ; and where the troops had received the necessary orders, vehicles were disabled and abandoned in the assembly areas. The few troops who could be spared for traffic control did not, however, prove sufficient for the purpose, and consequently a great number of British and French vehicles entered the perimeter and the town of Dunkirk when they should have remained outside. There was inevitably a large number of vehicles which had become detached from their units, and a number of cases also occurred that day in which units became separated from their formations and arrived within the perimeter without sufficiently clear orders. These were sent to reinforce the defence of the perimeter, or embarked, as seemed best to those in control.

Next day (28th May) when Corps started to take charge in their areas, the difficulties with the British traffic were cleared up, only to be replaced by difficulties with the French traffic.

The French 60th Division began to arrive from Belgium, and at the same time rearward elements of their light mechanised divisions appeared from the south-east and south. These were soon followed by the transport of the French 3rd Corps, mainly horsed. None of these appeared to have received orders to leave their transport outside the perimeter : seldom did they do so unless compelled by British traffic control posts.

By the 28th, Brigadier Lawson, using the greatest energy, had succeeded in the urgent task of manning the perimeter from Bergues to Nieuport with troops from a number of units, chiefly artillery.

50. The Admiralty had placed the naval arrangements for embarkation in the hands of the Dover Command. A Senior Naval Officer had been sent to Dunkirk to work out detailed plans, and steps had been taken to collect a large number of small ships, and of boats for taking troops from the beach out to the ships.

On 27th May, however, these arrangements had not had time to take effect, nor had it yet been possible to provide sufficient naval ratings to man the beaches. Yet a start was made ;

beaches were organised at La Panne, Bray Dunes and Malo-les-Bains, one being allotted to each Corps ; and military beach parties were improvised on each Corps beach. They carried on without naval assistance for two days, but were hampered by a shortage of small boats and by a lack of experience in their use. The troops were unable to handle boats on a falling tide, and during daylight on the 27th, when only one destroyer and two whalers were available for work on the beaches, not more than two hundred men were embarked.

Dunkirk, which for some days had been heavily bombed, received a particularly severe attack on 27th May ; lorry columns had been set on fire in the town and a pall of black smoke from the burning oil tanks hung continuously over the town and docks, impeding the air defence.

Though the outer mole could still be used the inner harbour was now blocked except to small ships.

Dunkirk was therefore cleared of all troops and they were sent to the dunes east of the town to await embarkation. The port itself was kept under the control of G.H.Q. and manned by naval ratings. At one time it seemed likely to go out of use at any moment, but troops were in fact embarked there till the end, in numbers which far exceeded expectations.

Supplies, water and ammunition were despatched from England to the beaches, and on 28th May the first convoy arrived. Unfortunately a high proportion of these stores were destroyed on the way over or sunk when anchored off the shore. Nevertheless considerable quantities were landed at Coxyde and La Panne and served to create a badly needed reserve.

During 27th May, the move of 5th and 50th Divisions was completed and the left flank thus extended as far as Ypres. On the front from Bergues to Hazebrouck enemy pressure steadily increased.

On the same afternoon, G.H.Q. moved from Premesques to Houtkerque (six miles W.N.W. of Poperinghe). Communications were difficult throughout the day since Corps headquarters were all on the move, and it had not yet been possible to re-establish line communications which hitherto had run through Lille.

The Belgian Armistice.

51. During 27th May, I received a further telegram from the Secretary of State which read ". . . want to make it quite clear that sole task now is to evacuate to England maximum of your force possible". It was therefore very necessary to discuss further plans with General Blanchard, for no policy had yet been laid down by G.Q.G. or any other French higher authority for a withdrawal northward of the Lys. I had no idea what plans either he or Admiral Abrial had in mind.

In the evening, I left my headquarters at Houtkerque with the C.G.S. and the French liaison officer from General Blanchard's headquarters to try and get into touch with General Blanchard. I failed to find him at La Panne, so I went on to Bastion No. 32 at Dunkirk to visit Admiral Abrial, only to find that both he and General Falalde were equally unaware of his whereabouts.

While at the Bastion, General Koeltz asked me, shortly after 11 p.m. whether I had yet heard that H.M. the King of the Belgians had asked for an armistice from midnight that night. This was the first intimation I had received of this intention, although I had already formed the opinion that the Belgian Army was now incapable of offering serious or prolonged resistance to the enemy. I now found myself suddenly faced with an open gap of 20 miles between Ypres and the sea through which enemy armoured forces might reach the beaches.

Owing to the congestion on the roads, I did not get back to my headquarters at Houtkerque until about 4.30 a.m. on 28th May. There I found that a telegram had been received from the War Office at 1.30 a.m. saying that H.M. the King of the Belgians was capitulating at midnight.

Withdrawal to the Sea.

52. Next morning (28th May), General Blanchard arrived at my headquarters at Houtkerque at about 11 a.m., and I read him the telegram which I had received the previous day from the Secretary of State. It was then clear to me that whereas we had both received similar instructions from our own Government for the establishment of a bridgehead he had, as yet, received no instructions to correspond with those I had received to evacuate my troops. General Blanchard therefore could not see his way to contemplate evacuation.

I then expressed the opinion that now the Belgian Army had ceased to exist, the only alternatives could be evacuation or surrender. The enemy threat to the North-Eastern flank appeared certain to develop during the next forty-eight hours. The long South-Western flank was being subjected to constant and increasing pressure, especially at Cassel and Wormhoudt, and the arrival of the enemy heavy columns could not be long delayed. These considerations could not be lightly dismissed. While this discussion was taking place, a liaison officer arrived from General Prioux, now in command of the French 1st Army, to say that the latter did not consider his troops were fit to make any further move and that he therefore intended to remain in the area between Bethune and Lille, protected by the quadrangle of canals.

I then begged General Blanchard, for the sake of France, the French Army and the Allied Cause to order General Prioux back. Surely, I said, his troops were not all so tired as to be incapable of moving. The French Government would be able to provide ships at least for some of his troops, and the chance of saving a part of his trained soldiers was preferable to the certainty of losing them all. I could not move him. Finally he asked me formally whether it was my intention to withdraw that night to the line Cassel-Poperinghe-Ypres.

I replied in the affirmative and informed him that I now had formal orders from His Majesty's Government to withdraw the B.E.F. and that if I was to have any hope of carrying them out I must continue my move that night. General Blanchard's parting was not unfriendly, and when he left I issued my orders for withdrawal to provide for that change of mind on the part of the French High Command for which I so sincerely hoped and which in fact took place later.

1st and 2nd Corps were to withdraw on the night of 28th/29th May to a horse-shoe position on the line Proven-Poperinghe-Ypres-Bix-schoote, with outposts on the line Ypres-Godevaersveld. The position of 3rd Corps was more difficult and obscure. 2nd Division, now reduced to less than the strength of an infantry brigade, had fought hard and had sustained a strong enemy tank attack. It was already in process of withdrawing from the line and orders were issued for it to fall back in the direction of Beveren and Proven, prolonging the right flank of 1st Corps. 48th and 44th Divisions were in contact with the enemy on a front of over twenty miles from Bergues through Cassel to Vieux Berquin, in touch with the French 1st Light Mechanised Division, west of the latter place. The French 1st Army had 3rd and 4th Corps in line between Merville and Sailly-sur-la-Lys, but were out of touch with their 5th Corps.

The orders to 48th Division were to stand for a few hours longer. They withdrew that night under pressure from the enemy, with the assistance of the armoured vehicles of the Hopkinson Mission. The garrison of Wormhoudt was extricated together with such portions of the garrison of Cassel as could disengage from the enemy. 44th Division was also ordered to disengage that night, and to move north-eastwards towards the old frontier defences. 46th Division, which had moved on the night 26th/27th May from the Seclin area to Steenvorde, was to move into the Dunkirk perimeter.

Before he received this order, the Commander of 44th Division (Major-General Osborne) had visited headquarters of the French 4th Corps, where he learned of the Belgian armistice; and heard that General Prioux had orders to stand his ground. He, too, had endeavoured to convince General Prioux that the only hope for his army lay in withdrawal.

Later, on 28th May fresh orders were issued by the French 1st Army. They were to the effect that General Prioux himself would remain with the 4th Corps in its present position, and that General de la Laurencie, with his own 3rd Corps and the Cavalry Corps, would withdraw so as to arrive within the Dunkirk perimeter on 30th May. No copy of this order reached General Osborne, who learned of the change of plans when, at 10.30 p.m. that night, he visited the headquarters of the French 1st Army. As General de la Laurencie had decided to begin his move at 11.30 p.m., General Osborne had some difficulty in conforming, but succeeded in doing so. I was genuinely very glad to learn that part, at any rate, of the French 1st Army would now be sharing in the withdrawal, however great the difficulties might be.

Occupation of the Perimeter Completed.

53. 1st and 2nd Corps were now free to proceed with the occupation of their sectors of the Dunkirk perimeter, and both Commanders met Sir Ronald Adam on 28th May. 2nd Corps had, that morning, ordered Headquarters, 2nd Armoured Reconnaissance Brigade, to take over the sector from Furnes exclusive to the sea at Nieuport, and now ordered 4th Division to move from the line of the Ypres-Comines Canal to relieve them. 3rd Division was to follow as soon as possible and take over the sector between the French-Belgian frontier and Furnes.

These two divisions had been in the line at Ypres since 25th May. They had held positions

on the historic ground of the Ypres-Comines Canal, Zillebeke and the eastern outskirts of Ypres, and on these positions, the infantry, well supported by the artillery, had stubbornly held their ground in the face of strong and determined attacks by the enemy.

1st Corps also ordered 1st Division to move into their sector of the perimeter; on the same day 1st Corps was ordered to reinforce the garrison of Bergues with one battalion. This order could not be carried out that day, but next day (29th May) a battalion of 46th Division (9th Foresters) was sent there.

During this time it had been a constant anxiety to G.H.Q. lest those enemy forces released by the Belgian armistice should forestall our occupation of the perimeter. There had been no time to lose. Early on the 28th the leading enemy mobile troops and tanks had reached Nieuport, and they would have arrived there unopposed had it not been for the work of a troop of 12th Lancers. The state of the roads, congested as they were with refugees and Belgian troops, must also have played their part in delaying the enemy. Throughout the day, however, the defensive positions were improved and a number of additional troops from various units, chiefly Royal Artillery, were collected and organised to occupy them.

On 29th May, troops of 12th Infantry Brigade and Corps Artillery began to arrive; that night 4th Division relieved the mixed detachments which up to now had been holding the sector. Throughout the 29th May the enemy had been attempting to cross the canal between the French-Belgian frontier and Nieuport. At the latter place, where the bridge had not been blown, they established a bridgehead in the town. Everywhere else they were driven back. Some attempted to cross in rubber boats; others were disguised as civilians, even as nuns, and attempted to cross with the refugees, horses and cattle. On this day enemy forces advancing near the coast were shelled by H.M. ships.

Thus, once again the enemy had been forestalled just in the nick of time, and the prompt and gallant action of the troops on the spot had gained the few vital hours which were to make it possible, against all expectation, to embark practically the whole force.

54. On the afternoon of 28th May, I moved my headquarters from Houtkerque to La Panne, which was in direct telephonic communication with London. On arrival I heard reports from Sir Ronald Adam and the Quarter-Master-General.

These reports were not optimistic. No ships could be unloaded at the docks at Dunkirk, and few wounded could be evacuated. There was no water in Dunkirk and very little on the beaches. The naval plans were not yet in full operation, and some 20,000 men were waiting to be taken off the beaches, 10,000 having been taken off in the last two days, chiefly from Dunkirk. The area was congested with French and Belgian troops and their transport, as well as with refugees.

They gave it as their opinion that, given a reasonable measure of immunity from air attack, troops could gradually be evacuated and supplies landed. If, however, intensive enemy air attack continued, the beaches might easily become a shambles within the next forty-eight hours.

I communicated the gist of this report to the C.I.G.S. and I asked that H.M. Government should consider the policy to be followed in the event of a crisis arising, as well it might.

In reply, I received two telegrams which read:—

" H.M. Government fully approve your withdrawal to extricate your force in order embark maximum number possible of British Expeditionary Force. . . . If you are cut from all communication from us and all evacuation from Dunkirk and beaches had, in your judgment, been finally prevented after every attempt to re-open it had failed you would become sole judge of when it was impossible to inflict further damage to enemy."

I also received a gracious telegram of encouragement and good wishes from His Majesty the King, which I communicated to all ranks.

General Weygand telegraphed on this day appealing personally to me to ensure that the British Army took a vigorous part in any counter-attacks necessary; the situation, he added, made it essential to hit hard. When he sent this message, he could have had no accurate information of the real position or of the powers of counter-attack remaining to either the French or the British. General Koeltz had not, as yet, had time to return to G.Q.G. with a first-hand report on the situation, and in any case the time for such action in the northern theatre was long past.

French troops arrive : Problems of embarkation.

55. By 29th May, the naval arrangements were beginning to bear fruit: however, during the day, the enemy began to shell Dunkirk from the south-west, and the port and the beaches were constantly bombed.

Owing to a misunderstanding, the personnel of certain anti-aircraft units had been embarked instead of being retained for the defence of the port of Dunkirk. Therefore, I was the more dependent on the action of fighter aircraft, and I made this clear to the War Office. I realised how heavy was the demand to be made on the Royal Air Force for the remainder of the operation, and how impossible it would be to expect that they could succeed completely in preventing air action on the beaches. Yet they did succeed in intercepting a large part of the enemy attacks, and those which arrived, though at times serious, were never able to impede our embarkation for long.

French troops were now arriving in the perimeter in large numbers, and, unfortunately, brought with them much transport. The congestion created within the perimeter was well-nigh unbearable and for two days the main road between La Panne and Dunkirk became totally blocked with vehicles three deep. The French were in process of withdrawing all their troops behind the defences on the Belgian frontier, and for the next two days their dispositions were superimposed on those of the British troops in that part of the perimeter between the frontier and Bergues. The French military forces, within the perimeter or now approaching it, consisted of two weak divisions of the 16th Corps (60th and 68th), General Barthélémy's regional troops, General de la Laurencie's 3rd Corps of two divisions (12th and 32nd), and the Cavalry Corps, together with some artillery.

The arrival of these troops, though welcome from so many points of view, raised the question of embarkation in an acute form. Admiral Abrial had apparently received no orders from his Government that the whole of the British troops were to be embarked, and he professed great surprise when he heard of my intentions. He had, it seems, imagined that only rearward elements were to be withdrawn, and that British troops would stay and defend the perimeter to the last, side by side with the French. I therefore sent Sir Ronald Adam to see the Admiral. He explained the orders to extricate my Force which I had received from His Majesty's Government and which had been confirmed the day before.

Meanwhile, the French troops were expecting to embark along with their British comrades, notwithstanding that no French ships had so far been provided: the beaches were becoming crowded with French soldiers, and difficulties might have occurred at any time. I urged the War Office to obtain a decision as to the French policy for embarkation and asked that the French should take their full share in providing naval facilities. However, to permit embarkation of the French troops to begin at once, I decided to allot two British ships to the French that night, and also to give up the beach at Malo-les-Bains for their sole use.

Medical arrangements.

56. Hospital ships worked continuously till 31st May though continuous bombing made their berthing difficult and they frequently had to put to sea before they were fully loaded. Walking wounded were taken on board personnel ships from Dunkirk or the beaches, but to prevent delay in embarking fit men, orders were issued that the most serious cases should only be embarked on hospital ships. Casualty Clearing Stations had been established at Dunkirk and at the beach at La Panne. Some of the wounded were, however, too ill to move. They had been collected into two Casualty Clearing Stations, one at Crombeke and one at Rosendael, where they were to be cared for till the enemy should arrive.

The Evacuation of 3rd and 2nd Corps.

57. The 3rd Corps Sector included the canal from Dunkirk to Bergues, with the town of Bergues, and a little more than two miles of front west of the town. By the evening of 29th, 3rd Corps had withdrawn 44th and 2nd Divisions from their positions and Corps headquarters were now embarked. 44th and 48th Divisions were ordered to be transferred to 1st Corps, and 2nd, 23rd and 46th Divisions to proceed to Dunkirk for embarkation. 1st Corps was also ordered to embark what remained of 42nd Division, except for 126th Infantry Brigade. Subsequently a change was made, 44th Division being embarked and 46th Division remaining with 1st Corps.

During the 29th and 30th May, 5th and 50th Divisions came into the 2nd Corps area: the former, sadly reduced in numbers, was withdrawn from the line, while the latter occupied a sector between the Belgian frontier and the right of the 3rd Division.

On the evening of 29th May, therefore, the organisation of the perimeter was complete, and Sir Ronald Adam's task was successfully accomplished. He himself embarked that night.

By 30th May, there remained in the area, at an estimate, 80,000 British troops for evacuation and I had now to complete the plans for the final withdrawal of the Force. I had received a telegram from the Secretary of State, which read as follows :—

"Continue to defend present perimeter to the utmost in order to cover maximum evacuation now proceeding well. . . . If we can still communicate with you we shall send you an order to return to England with such officers as you may choose at the moment when we deem your command so reduced that it can be handed to a Corps Commander. You should now nominate this commander. If communications are broken you are to hand over and return as specified when your effective fighting force does not exceed equivalent of three divisions. This is in accordance with correct military procedure and no personal discretion is left to you in the matter. . . . The Corps Commander chosen by you should be ordered to carry on defence and evacuation with French whether from Dunkirk or beaches. . . ."

The problem was to thin out the troops, while maintaining a proper defence of the perimeter, yet at the same time not to retain a larger number of men than could be embarked in one lift.

I had received orders from home that French and British troops were to embark in equal proportions. Thus it looked at one time as if the British would have to continue holding a perimeter, either the existing one or something smaller, at least another four or five days, to enable all the troops to embark. Yet the enemy pressure was increasing and there was no depth in our position. A line on the dunes could only be held during the hours of darkness to cover the final phase of the withdrawal.

I discussed the situation with the Commanders of 1st and 2nd Corps on 30th May. Embarkation had gone well that day, especially from Dunkirk, but enemy pressure had increased at Furnes and Bergues and it was plain that the eastern end of the perimeter could not be held much longer. The enemy had begun to shell the beach at La Panne. I was still concerned lest the arrangements for embarking the French should for any reason prove inadequate. I therefore motored to Dunkirk to inform Admiral Abrial of my views and to assure myself that the arrangements for embarking British and French troops in equal proportions were working smoothly.

The Admiral assured me of his agreement about the evacuation of the sector, and we then discussed the problem of embarkation.

I had already agreed with General de la Laurencie to evacuate 5,000 picked men from his 3rd Corps, which had fought alongside us and of the fighting value of which I had a high opinion. However, the Admiral told me that he had had orders from General Weygand that the personnel of the Cavalry Corps were to be embarked in priority to others. The matter was settled in a most friendly atmosphere and I satisfied myself, so far as it was possible, that no trouble was likely to arise in practice over the sharing of the berths at the Dunkirk mole.

I judged that it would be imprudent to continue to maintain our position on the perimeter outside the permanent defences of Dunkirk for more than twenty-four hours longer, and I therefore decided to continue the evacuation by withdrawing 2nd Corps on the night of 31st May/1st June.

Orders were accordingly issued for 2nd Corps to withdraw 3rd, 4th and 5th Divisions to the beaches and Dunkirk. 50th Division was to fall back to the French defences on the Belgian frontier, and come under command of 1st Corps, together with the British Base staff at Dunkirk. These moves began to take place on the morning of 31st May; by this time there had been a general thinning out of the whole force, and I felt that, however the situation might develop, valuable cadres had been withdrawn which would enable the fighting units of the B.E.F. to be quickly reformed at home.

58. The remains of the B.E.F., on being withdrawn inside the area of the French defences, now came under the orders of Admiral Abrial, and the time had therefore arrived for me to hand over my command, in accordance with the instructions I had received, and to embark for England. I invited Generals Blanchard and de la Laurencie to join me on the journey. To my regret they were both unable to do so, though I was able to arrange for some of the staff of General de la Laurencie's 3rd Corps to sail with that of G.H.Q.

I had selected Major-General Hon. H. R. L. G. Alexander to remain in France in command of 1st Corps, now numbering less than 20,000 men in all. On the afternoon of 31st May I gave him his instructions, which were based on those I had myself received from H.M. Government. He was to operate under the orders of Admiral Abrial, and to assist the French in the defence of Dunkirk. At the same time he was to occupy himself with arrangements for the evacuation of his command, and I stressed the importance of the French sharing equally in the facilities which were provided for evacuation.

I agreed with Major-General Alexander on the night 2nd/3rd June as a provisional date for evacuating his force.

That evening, therefore, at 6 p.m., my headquarters closed, and after handing over command to Major-General Alexander,* I embarked in H.M.S. *Hebe*, and sailed for England about 2 a.m. on 1st June. At this time the withdrawal of 2nd Corps was proceeding according to plan, but under increasing enemy pressure by land and air; the troops were moving to their places on the beaches steadily and in good order. The plans made by the Admiralty to provide small craft were by now in full operation; embarkation was proceeding far more smoothly than it had yet done, and was favoured by a calm sea that night.

In all, 211,532 fit men and 13,053 casualties were embarked at Dunkirk and the beaches, in addition to 112,546 allied troops.†

* An account of events after Major-General Alexander assumed command is given in Appendix I.

† These figures have been obtained from the War Office.

SOME LESSONS OF THE CAMPAIGN

The importance of equipment; the time factor; liaison; defence in depth; the employment of air forces; river crossing and demolitions; signal communications; traffic control; security; supply and transport; the behaviour of the troops.

59. So ended a campaign of 22 days which has proved that the offensive has once more gained ascendancy in modern war when undertaken with an army equipped with greatly superior material power in the shape of air forces and armoured fighting vehicles.

The British Expeditionary Force had advanced sixty-five miles from the frontier to the Dyle: then the same distance back from the Dyle to the frontier: finally a further fifty miles to the sea at Dunkirk. A frontal advance had become a flank defence; a flank defence the defence of a perimeter which at times exceeded one hundred miles, with my force of nine* divisions and parts of three semi-trained and partially equipped divisions sent to France for labour duties. Finally had come the withdrawal to the sea and the shrinkage of this wide front to the twenty-four miles of the Dunkirk bridgehead.

The series of situations which the B.E.F. had to face was not brought about by failure on their part to withstand enemy attacks when holding a position of their own choosing: it was caused by the enemy breaking through completely on a front many miles away from that held by the B.E.F. Nevertheless this break through, once it began, was destined to involve in its ill-fated consequences both the French 1st Army and the B.E.F. In the withdrawal which ensued both these armies lost the whole of their artillery and transport.

It would not be appropriate in this Despatch to discuss questions affecting the higher command of the Allied forces: on these matters I received orders from H.M. Government and through the French commanders under whom I was placed.

Nor is this Despatch the place to deal at length with the military lessons of the Campaign; I have already conveyed my detailed views to the proper quarter.

There are, however, certain matters which it may be convenient to mention, in broad outline, in this Despatch since they may serve in some respects to amplify and to explain the narrative of events. They are dealt with in the paragraphs which follow.

The paramount importance of equipment.

60. It was clear from the outset that the ascendancy in equipment which the enemy possessed played a great part in the operations. He was able to place in the field and to concentrate no less than ten armoured divisions in the area which he selected and later, to employ at least five of these against the British rearward defences. On the other hand, the British armoured forces in the theatre of war amounted to seven divisional cavalry regiments equipped with light tanks, one regiment of armoured cars of an obsolete pattern, and two battalions of infantry tanks, the latter, except for twenty-three Mark II tanks, being armed each with one machine-gun only.

Our anti-tank armament was more ample than that of the French, but did not extend further back than the division. No guns were available for the defence of Corps or rearward areas or for the three "Pioneer" divisions, except by withdrawing weapons from the formations to which they had been allotted in War Establishments.

These instances amongst many others which might be quoted serve to indicate the vital necessity for an expeditionary force, if it is to be used in a first-class war, being equipped on a scale commensurate with the task it is to be called upon to fulfil.

The days are past when armies can be hurriedly raised, equipped and placed in the field, for modern war demands the ever increasing use of complicated material. Indeed the scientific side of warfare has been evolving at a very rapid rate even since the end of the war of 1914-18 and is continuing to do so. Modern equipment requires time to design and produce, and once it is produced, further time is required to train troops in its technical and tactical uses. Improvised arrangements, made at short notice, can only lead to the shortage of essential equipment, the production of inferior articles, and the unskilful handling of weapons and vehicles on the battlefield.

The Time Factor.

61. The speed with which the enemy exploited his penetration of the French front, his willingness to accept risks to further his aim, and his exploitation of every success to the uttermost limits emphasised, even more fully than in the campaigns of the past, the advantage which accrues to the commander who knows how best to use time to make time his servant and not his master.

Again, the pace of operations has been so accelerated by the partnership between offensive aircraft and modern mechanised forces that the reserves available for the defence are of little use unless they are fully mobile or already in occupation of some reserve position. For instance, had it not been that eight Troop Carrying Companies, R.A.S.C., were available, the attack south of Arras could never have been mounted, nor indeed could the flank defences on the canal have been organised in time to forestall the enemy.

We had already foreseen, and taught at the Staff College, that the methods of staff duties in the past war would prove too slow for modern requirements. Headquarters of formations were so frequently on the move that conferences, supplemented by Operation Instructions or messages, usually replaced the formal orders which had been the accepted procedure in past campaigns.

Full use was also made of liaison officers of all grades, who had been provided by the War Office on a generous scale. In the period before active operations began, they were of real value in settling matters of detail and in reconciling points of view which did not always at first coincide; during the fighting they were more often than not the actual bearers of Operation Instructions, and performed most valuable service to their commanders in ascertaining the exact state of affairs in forward or flank units. The junior liaison officers, known as Motor Contact Officers, likewise showed determination and resource in carrying out their duties.

* Excluding 51st Division on the Saar Front.

The liaison with flanking French formations was carried out by the exchange of bilingual liaison officers. I was particularly fortunate in the French officers who were attached for these duties from neighbouring formations.

I would also like to take this opportunity of recording my thanks to Général de Division Voruz and the staff of his Mission with G.H.Q. for their unfailing helpfulness at all times.

Defence in Depth.

62. Closely allied to the question of the time factor is that of defence in depth. The speed at which armoured units can advance, once they have broken into a position, calls for a more elastic conception of defence than would be necessary were it designed solely to hold up a marching enemy. Consequently, frontages may, in the future, be considerably shorter than those which the French High Command required the B.E.F. to hold in France.

In more rearward areas, schemes must be prepared for the manning, at short notice, of centres of communication and other important defiles. Therefore, all units, even those designed for purely administrative purposes, must be prepared to take their part in the battle, and they must receive the necessary preliminary training.

Anti-tank defence is a science as well as a craft. It is a science in that it is necessary to perfect armour-piercing weapons and anti-tank tactics. It is a craft in that troops must be trained to stalk tanks by day, to keep track of their movements, and to attack them in their harbours at night.

The Employment of Air Forces.

63. It was clear from the reports of the Spanish war, confirmed by those of the Polish campaign, that the enemy would employ his air forces to further the offensive operations of the army by the use of dive bombers and parachute troops. The latter, though effectively employed in Holland, were less used against the B.E.F.; however, the nuisance value of those which were employed, by their interference with railway, telephone and telegraph communications in rearward zones, was altogether out of proportion to their numbers. There were seldom troops available to isolate and search the areas where they landed, usually at dusk, and no French civil organization existed for the purpose.

The enemy bombers, both high level and low flying, were a more serious menace. Their control by the German command was most efficient, capable of bringing the aircraft to their objective by wireless call at short notice.

Attack by dive bombers was a new experience for British troops. Even those who had grown accustomed to heavy shell fire in France during 1914-18 found that this form of attack, when first encountered, placed a strain on morale. As had been anticipated, it was soon realised that those who were properly entrenched and had perfected the drill of taking cover when on the move, suffered relatively little danger.

Ground anti-aircraft defence, both gun and light automatic, improved in accuracy as time went on and it accounted for the destruction of over 500 aircraft in addition to its effect in

breaking up formations of enemy aircraft. But being purely defensive, it can never prove the complete antidote to enemy bombers and reconnaissance aircraft, even when available in sufficient strength. A commander must have at his call sufficient fighters to intercept and attack the enemy.

The commander must, likewise, dispose of a sufficient bomber force to be able to engage opportunity targets of vital tactical importance. Such targets were the enemy mechanised columns at Maastricht, Sedan and Boulogne. The machinery for their control must be efficient enough to ensure that aircraft can be despatched in time.

River Crossing and Demolitions.

64. The skill and speed of the enemy in crossing water obstacles was very apparent as was also the excellence of his equipment for the purpose. On the other hand, the paramount importance of demolitions on such obstacles as a means of imposing even a short delay, was established: during the operations the B.E.F. destroyed over 500 bridges, and there were few failures. From the number of demolitions which it was found necessary to carry out, it is clear that every engineer unit, no matter what its normal role, must receive the necessary training to execute such work.

Signal Communications.

65. During the operations a very heavy strain was thrown upon the Royal Corps of Signals: not least upon those responsible for the communications of G.H.Q. The problem was two-fold: first to provide the normal communications within the force, secondly to provide the long-distance communications required to enable G.H.Q. to remain in constant touch with French G.Q.G., the War Office and the Royal Air Force. The latter considerations made it necessary to follow the buried cable, and thus dominated the moves of G.H.Q. Communications within the B.E.F. demanded mobility and rapidity of construction combined with the need to deal with a heavy volume of traffic. The frequent moves, and the time lag which occurred when cipher had to be used, resulted in a heavy demand on despatch riders.

Traffic Control.

66. The vital importance of controlling movement by road was emphasised over and over again during the operations.

The movements of mechanised columns depend for their success on the proper reconnaissance and allotment of roads, the avoidance of traffic blocks and the power to divert the flow of traffic quickly and without interruption whenever an obstacle occurs. The danger of interference by enemy bombing is always present, but it can be minimised by the employment of fighter aircraft, by an adequate layout of anti-aircraft guns, by the provision of facilities for clearing breakdowns and the repair of roads, and by the training of troops in a proper drill when attacked from the air.

The movement of refugees, as has been described above, laid a further burden on the Provost service. Though the greatest efforts were made by all ranks to cope with the task, it was evident that our organisation required considerable expansion. Recommendations for the

creation of a road control organisation under the Quarter-Master-General, on the lines of that in use in the French Army, had already been submitted, but unfortunately too late for more than preliminary results to be achieved.

Security.

67. Akin to the foregoing problem is that of security. Until 10th May the work of the Intelligence Service in this respect had been heavy and constant, but when operations began, it assumed almost unmanageable proportions. This was due to the opening of the Belgian frontier, the mass movement of refugees, and the arrival of enemy saboteurs and agents by parachute.

The troops, however, soon became aware of the danger and realised the importance of security measures and the paramount need for discretion.

Supply and Transport.

68. As has been already indicated in this Despatch, the operations showed clearly how complete reliance cannot be placed on any one channel of movement or maintenance. Enemy action by mobile forces or by air may put important road or railway routes out of action for hours or days at a time, or even completely sever communications with the bases.

The proportion of reserves held forward, and under load, on rail or on lorry, must therefore be high, despite the resultant extravagance in transport. The War Office had provided Lines of Communication Railhead Companies, R.A.S.C., to operate in the event of a railhead being out of action for a time, and these units fully justified their existence.

During the final phases of the operations, the civilian employees of the French and Belgian railways were often not to be found, and the Railway Operating Companies, R.E., had to take over the working of the trains at short notice.

The change of bases made necessary after 20th May was a fine example of quick decision, flexible administration, and the power of the administrative staffs at home and in France to improvise at short notice.

The Behaviour of the Troops.

69. Most important of all, the Campaign has proved beyond doubt that the British Soldier has once again deserved well of his country. The troops under my command, whatever their category, displayed those virtues of steadiness, patience, courage and endurance for which their corps and regiments have long been famous.

In addition to the fighting troops, the rearward units, as well as the three divisions sent to France for pioneer duties, all found themselves, at one time or another, engaged with the enemy although often incompletely trained and short of the proper complement of weapons.

Time and again, the operations proved the vital importance of the good junior leader, who has learned to encourage, by his example, the men whom he leads, and whose first care is the well-being of the troops placed under his command. Firm discipline, physical fitness, efficiency in marching and digging, and skill at arms, old-fashioned virtues though they may be, are as important in modern warfare as ever they were in the past.

APPRECIATIONS

The Royal Navy; the Royal Air Force; Commanders and Staffs

The Royal Navy.

70. I have already referred to the embarkation of the Force from Dunkirk and its transport to England which evoked the wholehearted admiration of the Army. The operation was carried out in accordance with the finest traditions of the Royal Navy. The plan involved the use of hundreds of privately-owned small craft, and was put into execution at short notice and at a time when Naval resources were severely strained by demands elsewhere. It was carried through regardless of danger and loss by enemy bombing. My deep gratitude is due to all concerned, particularly to Vice-Admiral Sir B. H. Ramsay, Vice-Admiral at Dover, Rear-Admiral W. F. Wake Walker, who superintended the actual embarkation and Captain W. G. Tennant, R.N., the senior naval officer ashore. Nor can the Army forget the sterling work of all those members of the Merchant Navy and the civilian owners of small craft, in many instances volunteers, who unhesitatingly and regardless of dangers gave their services to the British Expeditionary Force.

The Royal Air Force.

71. Successful operations on land depend more than ever before on the closest co-operation between aircraft and troops on the ground, and the B.E.F. owes a deep debt of gratitude to the Royal Air Force for their work throughout the operations. Pilots returned to the air again and again to carry out essential tasks for both French and British Armies, when they were long overdue for rest and sleep.

The embarkation of the Force would have been well-nigh impossible but for the fighter protection afforded. The toll taken* of the enemy aircraft on this and earlier occasions has once again established the individual superiority of the British airman in the air.

I wish specially to record my thanks to Air-Marshal A. S. Barratt (now Sir Arthur Barratt), Air Officer Commanding-in-Chief, British Air Forces in France, and to the Air Officer Commanding my Air Component, Air-Vice-Marshal C. H. B. Blount.

Commanders and Staffs.

72. The course of operations in May afforded very unequal opportunities for the several branches of the Staff, Services and departments to show their efficiency, and it would, therefore, perhaps, be invidious to deal with their work in detail to a greater extent than I have already done in this Despatch. Some, however, were required with their Staffs to bear a specially heavy and prolonged strain of responsibility and I wish to refer particularly to the valuable services of my Chief of the General Staff (Lieut.-General H. R. Pownall), my Quarter-Master General (Lieut.-General W. G. Lindsell), and my Engineer-in-Chief (Major-General R. P. Pakenham Walsh), my Signal Officer-in-Chief (Major-General R. Chenevix-Trench), and my Military Secretary (Brigadier Sir Colin Jardine, Bart.).

From the narrative of events, it will be evident how great is the debt I owe to the Commanders

*On one day, 77 enemy machines were shot down at the loss of only 16 of our own.

of my three Corps. Lieut.-Generals Sir Alan Brooke, M. G. H. Barker and Sir Ronald Adam, Bart. The sudden turn of events on 17th May threw a violent and unexpected strain on the Commander, Lines of Communication Area (the late Major-General P. de Fonblanque), and I wish to record my sincere appreciation of his good and devoted work during the time that he was serving under my command.

Finally, I desire to express my thanks and good wishes to all those officers in the French Army whose duties brought them into contact with the British Expeditionary Force, and whose goodwill, understanding and personal friendship did so much to foster the good relations which existed between the two armies.

Honours and Awards.

73. I am submitting separately the names of officers and other ranks whom I wish to recommend for reward or to bring to your notice for gallant or distinguished service.

I have the honour to be
Sir,

Your Obedient Servant,

GORT,

General,

Commander-in-Chief,
British Expeditionary Force.

APPENDIX TO SECOND DESPATCH OF C.-IN-C., B.E.F.

OPERATIONS OF 1ST CORPS FROM 6 P.M. ON 31ST MAY TO MIDNIGHT 2ND/3RD JUNE, 1940

Major-General Hon. H. R. L. G. Alexander, on taking over command of 1st Corps, handed over command of the 1st Division to Brigadier M. B. Beckwith-Smith. He then proceeded to Dunkirk to see Admiral Abrial, who informed him that he intended to hold the perimeter till all the troops were embarked. A French Corps on the right was to hold the sector from Gravelines to Bergues (Gravelines however had not apparently been in French hands for some days) and a mixed French and British Corps under command of Major-General Alexander was to hold a line from Bergues to Les Moeres, and thence to the sea.

Major-General Alexander at once told the Admiral and General Fagalde that in his view this plan did not take account of the true naval and military situation which was serious and deteriorating rapidly. The fighting condition of the troops was now such that prolonged resistance was out of the question and the present front could not in his opinion be maintained after the night 1st/2nd June: furthermore the line to be held was so close to the beach and to Dunkirk that the enemy might soon stop all further evacuation by short range artillery fire. He gave the same opinion to the Secretary of State and received a reply that the British force should be withdrawn as rapidly as possible on a basis of equal numbers of British and French continuing to be embarked from that time onward. This he showed to Admiral Abrial and General Fagalde informing them that he would hold the sector allotted to him till midnight 1st/2nd June and then withdraw under cover of darkness. They agreed that in the circumstances no other plan was feasible.

The naval situation had by now grown worse, and the Channel from Dunkirk was under direct

artillery fire. It was therefore evident that the force could not be evacuated completely on the night 1st/2nd June. Major-General Alexander therefore agreed on a modified plan with Admiral Abrial and General Fagalde at 8 a.m. on 1st June. He arranged to hold his present line till midnight 1st/2nd June; thus he would cover Dunkirk and so enable the French to evacuate as many of their troops as possible. He would then withdraw to a bridgehead round Dunkirk with all available anti-aircraft and anti-tank guns and such troops as had not yet embarked.

During the 1st June, heavy enemy attacks developed on the British sector, supported by bombing and artillery fire. The garrison of Bergues (1st Loyals) were forced to withdraw to the line of the canal north of the town, and to the west, 46th Division, 126th Infantry Brigade of 42nd Division and 1st Division were forced back north of the canal for about 1,000 yards. 50th Division had also to meet enemy penetration from the east, but by nightfall on 1st June the enemy advance had been checked on a line Bergues-Uxem-Ghyvelde, thence due east to the frontier and along the frontier defences to the sea.

Embarkation was temporarily stopped at 3 a.m. on 2nd June to prevent casualties in daylight; by that time there remained in the Dunkirk area about 3,000 men of various artillery and infantry units, with seven anti-aircraft guns and twelve anti-tank guns. They held the outskirts of Dunkirk throughout 2nd June with little interference save heavy shelling and bombing of the beaches.

By midnight on 2nd/3rd June, all the remaining British troops had been embarked. Major-General Alexander, with the Senior Naval Officer (Captain W. G. Tennant, R.N.) made a tour of the beaches and harbour in a motor boat and on being satisfied that no British troops were left on shore, they themselves left for England.

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