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# NAVAL POSTGRADUATE SCHOOL

## Monterey, California



# THESIS

OPPORTUNITY IN DANGER:  
MANSTEIN'S EAST FRONT STRATEGY  
FROM 19 NOV 1942 TO 18 MAR 1943

by

Steven B. Bolstad

June 1991

Thesis Advisor:

Russel H. S. Stolfi

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Opportunity in Danger:  
Manstein's East Front Strategy From 19 Nov 1942 To 18 Mar 1943

by

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Submitted in partial fulfillment  
of the requirements for the degree of

MASTER OF SCIENCE IN NATIONAL SECURITY AFFAIRS

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## ABSTRACT

In the 1990s the United States Armed Forces will be asked by its leaders to do more with less. This represents a significant turn from the policies of the last decade. During World War Two the German Army operated effectively under similar policy constraints. There are many lessons in strategic planning that can be learned from Field Marshal Erich von Manstein's operations during the Winter of 1942-43. He was able to grasp tremendous opportunity amid extreme strategic danger. He decisively changed the strategic situation on the Eastern Front over a four month period. This thesis addresses the following questions. What factors enabled him to operate so effectively? What hindered him? What decisions did he make, when and why? How might leaders today make similar decisions under similar circumstances and be as successful? The answers to these questions will be of great value to the United States Armed Forces as they restructure themselves for the 1990s.

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## A NOTE ON FIGURES

The figures for this paper are not individually footnoted. Each one contains information from several maps. The front lines are frequently derived not from a map, but from an analysis of the text, specifically which towns were held by whom, and when. Providing the most assistance in this regard are; David Glantz's "From the Don to the Dnepr," Generalfeldmarschall Erich von Manstein's Lost Victories, Alan Clark's Barbarossa, Earl Ziemke's Stalingrad to Berlin, and Brigadier Young's Atlas of the Second World War. Based on these sources, each figure is original and as accurate as possible.

## I. INTRODUCTION

Centuries ago, Thucydides, an ancient Greek historian, wrote his history of the Peloponnesian Wars to enlighten "those who want to understand clearly the events which happened in the past and which (human nature being what it is) will some time or other and in much the same ways be repeated in the future."<sup>1</sup> His words have proven their value in the years since. Historical analysis remains one of the most valuable tools for predicting the future. Every current situation has equivalents in the past. By studying the scenarios of the past and their outcomes one gains valuable insights into how to deal with the contemporary world.

The essence of war has changed little over the centuries. It is an activity dependent upon human interaction. Though weapons have changed, the motivations involved with war remain consistent and distinctly human. In every war certain individuals will emerge as leaders. These leaders can have a profound effect on the outcome of the war. Some exhibit such prowess that they are called geniuses. This was true in Thucydides' time and remains true today. This paper studies one such military genius as he operated during an

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<sup>1</sup> Thucydides, History of the Peloponnesian Wars, trans. Rex Warner (London: Penguin Books, 1954), 24; quoted in Richard E. Neustadt and Ernest R. May, Thinking In Time (London: Collier Macmillan Publishers, 1986), 232.

extraordinarily hazardous situation -- Generalfeldmarschall Erich von Manstein, commander of Army Group Don and later Army Group South, during the Soviet Winter Offensive of 1942-43.

Liddell Hart wrote that "the German generals of this war [World War II] were the best-finished product of their profession -- anywhere." <sup>2</sup> Manstein was one of the best in that elite group. His campaign against the Soviets "that winter" demonstrated a brilliant mastery of mobile warfare. This paper first develops a working definition of the term "military genius" and of the "climate of war" in which he must operate. The writings of Carl von Clausewitz provide the framework for this discussion.

Clausewitz is recognized universally as the most important thinker on the essence of war. His ideas have stood the test of time successfully. The paper next will discuss principles of war. They will be distilled down to three for the purposes of this study; Initiative, Surprise and Concentration of Effort. The body of the text contains four chapters detailing Manstein's campaign during the Winter of 1942-43. The first will address the battle to save Sixth Army at Stalingrad. The second is concerned with the battle to save the entire German southern wing in the East. The third chapter will show the increasing danger as Soviet objectives expanded. Uniquely, Manstein sensed opportunity even as the danger increased.

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<sup>2</sup> Erich von Manstein, Lost Victories, ed. Anthony G. Powell (London: Methuen and Co. Ltd., 1958), 17.

Chapter four shows finally the genius at work as Manstein delivered his devastating counterattack against the Soviets. Each chapter will contain an analysis of the specific "climate of war" affecting operations at that point of the campaign. The study will next analyze the most important points of Manstein's conduct during that winter and how he used the principles of war to his advantage. A final section will link past to present. By studying a military genius in this way, I have been able to understand the qualities which made him so effective and feel that others may be enlightened by such a study. Training and education will be top priorities in the 1990s as the United States Armed Forces attempt to reduce its numbers yet maintain their capabilities. The professionalism which stems from effective training and education is a primary force multiplier. Wars and the human qualities needed to win them do not change over time. Manstein embodied many of those qualities during his campaign on the East Front in the Winter of 1942-43. Military professionals, most of whom fall somewhere below the caliber of genius, can learn from his example.

## II. TAXONOMY

### A. THE MILITARY GENIUS

In the early 1800s, Carl von Clausewitz defined "genius" in his work, On War, and dictionaries define it today in much the same way. Clausewitz believed a genius possesses an extraordinarily well developed mental aptitude for a particular occupation. A military genius is able to call upon several natural gifts of mind and temperament when engaged in military activity. These gifts must exist in a harmonious combination. One or another ability may predominate but not conflict with the others. A single quality (i.e., great courage) will not make a military genius if other qualities are lacking. It is uncertain what portion of these qualities may be learned but for the most part they remain the products of nature. Rarely does nature produce the genius Clausewitz describes. <sup>3</sup>

He sees the primary element of this harmonious combination as a high level of intelligence. Great intelligence enhances all other gifts which embody the military genius. All societies can produce great leaders but only the most advanced civilizations can produce the military genius and effectively

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<sup>3</sup> Carl von Clausewitz, On War, ed. and trans. Michael Howard and Peter Paret (New Jersey: Princeton University Press, 1976), 100.



record his exploits. Leaders like Alexander the Great, Hannibal, and Napoleon only appeared after their respective societies had reached a high level of civilization. Clausewitz is telling us to first search the most advanced societies for his military genius. Certainly the Germany of World War Two was highly advanced intellectually though its political leadership was morally primitive. <sup>4</sup>

Clausewitz logically discerned that a military genius is first a soldier. As a soldier, he must have courage. Courage, as Clausewitz observed on the battlefields of the Napoleonic Wars, is of two types. The first is courage to face personal danger. This can stem from an indifference to danger. Such indifference is a permanent condition resulting from an individual's constitution, or his holding life cheap, or simply habit. Personal courage may spring from emotions. Ambition, patriotism, or enthusiasm of any kind can create personal courage. Emotional courage is not a permanent state. Ideally the soldier wants both forms of personal courage in combination. The first is more reliable and leaves the mind calm. The second is bolder and will often achieve more but it also can blind. Clausewitz shrouds personal courage in the element of chance. Only the most experienced veteran knows if he has the first type. The majority of those on the battlefield can only hope nature has endowed them with it.

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<sup>4</sup> Ibid., 101.



For some that hope is realized. With type two, Clausewitz gives hope and a warning. Even without type one, every soldier can use emotional fervor, under the right circumstances, to achieve courageousness on the battlefield. A commander must be wary of his enemy, and how that same fervor can make a seemingly weak opponent into an effective fighter. The cases where individuals display great personal courage are frequently the products of chance. This is less so in a military genius. <sup>5</sup>

The second type of courage is that needed to accept responsibility. This can be from among comrades or from within oneself. Intelligence plays an important role regarding this type of courage. A soldier must learn when to accept responsibility and when to delegate, and to what degree. Intellect coupled with the individual's morality will decide how much of this type of courage a soldier will possess. Certainly a commander will need more of this courage than those in subordinate positions. <sup>6</sup>

War demands extraordinary physical exertion from those involved. A soldier must possess a certain strength of body and of soul to be victorious. This may come from birth or extensive training and if a soldier has no other qualities, a strong body and soul will prepare him well for the

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<sup>5</sup> Ibid.

<sup>6</sup> Ibid.

battlefield. While Clausewitz emphasizes the intellectual aspect of a military genius he realizes the importance of strength on the battlefield. <sup>7</sup>

Chance and uncertainty are constant companions of anyone engaged in war. To overcome these elements a soldier must have two qualities. The first is described by a French term, *coup d'oeil*, the 'flash-of-insight'. Clausewitz describes this quality as "an intellect that, even in the darkest hour, retains some glimmerings of the inner light which leads to truth." <sup>8</sup> A soldier makes sound decisions in the heat of battle. The second quality is determination. Clausewitz describes this as "the courage to follow this faint light wherever it may lead." <sup>9</sup> This courage is aroused by the intellect which then supports and sustains it in action. That same intellect creates doubt and hesitation in the face of several possibilities. Determination limits the agonies of doubt and the perils of hesitation when there is little motivation for action. Clausewitz seems to be saying the military genius should be able to discern the truth and be ready to do what is necessary to reach that truth, under the most adverse conditions. <sup>10</sup>

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<sup>7</sup> Ibid.

<sup>8</sup> Ibid., 102.

<sup>9</sup> Ibid.

<sup>10</sup> Ibid.

In war a soldier also must have presence of mind. This is an increased capacity for dealing with the unexpected. A correct decision taken after long reflection is commonplace, while that same decision made as an immediate response is extraordinary. Presence of mind requires steady nerves if one is to exhibit resourcefulness in the face of sudden danger. It seems this quality can be improved by training to the extent that the unexpected becomes less so. But for the most part Clausewitz believes presence of mind to be a gift of nature. <sup>11</sup>

A soldier must have great strength of will if he is to make progress against the "climate of war." A commander must subdue the anxiety which stems from his responsibility for the losses in battle. If the fighting is prolonged, the moral and physical strength of the soldiers is slowly drained. There is a tendency for a commander to become paralyzed by the real or imagined consequences of his actions. A commander must retain his strength, first in himself and then in those under his command who have entrusted him with their lives. In the severest case the inertia of the entire unit can come to rest on the commander's will alone. His spirit must rekindle the flame of purpose in his men, or he will lose control of them and be defeated. Clausewitz believes a commander must have

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<sup>11</sup> Ibid., 103.

self-control. He must remain in control of his emotions using them as he would any other tools to achieve victory. <sup>12</sup>

A soldier is well served by a special gift Clausewitz calls a sense of locality. This can only be achieved by an imagination which enables a soldier to grasp quickly and accurately the topography of an area. A commander should, in his mind, be able to see every important road-network, river-line, mountain range or anything else affecting his operations. If he can do that, his war-fighting efficiency will increase dramatically. <sup>13</sup>

Clausewitz discerns ambition as perhaps the most powerful of inspirations for men in battle. It instills a spirit of endeavor in commanders at all levels. They exhibit a certain inventiveness, energy, and competitive enthusiasm in their efforts to distinguish themselves. Ambition in the ranks can vitalize an army, making it victorious. History has rarely known a great general who was not ambitious. <sup>14</sup>

A military genius must possess all these qualities in some degree. He must have; a high level of intelligence, courage, strength of body and soul, coup d'oeil, determination, presence of mind, strength of will, sense of locality, and ambition. These must exist in harmonious accord. A single

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<sup>12</sup> Ibid., 104.

<sup>13</sup> Ibid., 109.

<sup>14</sup> Ibid., 105.



element may predominate but can not conflict with the others. Clausewitz describes the sort of mind likeliest to display the qualities of military genius in the following:

It is the inquiring rather than the creative mind, the comprehensive rather than the specialized approach, the calm rather than the excitable head to which in war we would choose to entrust the fate of our . . . country. <sup>15</sup>

By Clausewitz's definition Manstein was a military genius. It is difficult to determine what portion of the qualities which make a military genius is God-given and what is man-made. Clearly, training can play an important role in developing each quality but rarely will that individual be able to use them all in harmonious combination. Manstein used each of these qualities to achieve success during the Winter of 1942-43 on the East Front, one of the severest "climates of war" ever encountered.

#### B. THE "CLIMATE OF WAR"

Clausewitz said war is neither art, nor science, but a combination of both. While certain campaigns and battles take on the appearance of art when studied closely, their outcome is affected frequently by the science of weaponry or the correlation of forces. Similarly, the most scientific and comprehensive plans, based on the most capable weapons, and employed with the most advantageous correlation of forces, will sometimes meet unforeseen defeat on the battlefield. The

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<sup>15</sup> Ibid., 112.

"climate of war", in which every conflict takes place, makes war different from any other field of study. According to Clausewitz, that climate consists of four elements: danger, exertion, uncertainty and chance. These accent the distinctly human aspect of war.<sup>16</sup>

Danger saturates every battlefield. For the infantryman it is immediate and threatens his life. For a commander the danger to his life is perhaps diminished relative to duty on the front line, but he feels the additional weight of danger to the units under his commands. Within the realm of danger on the battlefield, Clausewitz said the following:

Here ideas are governed by other factors, that the light of reason is refracted in a manner quite different from that which is normal in academic speculation. It is the exceptional man who keeps his powers of quick decision intact if he has never been through this experience before.<sup>17</sup>

Danger makes soldiers behave differently, sometimes in ways they thought impossible. Great courage, powerful ambition, or long familiarity with danger can reduce the debilitating effects of danger on the battlefield. S. L. A. Marshall discusses the importance of comrades in battle. A feeling of spiritual unity with his fellow soldiers helps him face

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<sup>16</sup> Ibid., 104.

<sup>17</sup> Ibid., 113.



danger. <sup>18</sup> However no soldier is unaffected by this element in war. <sup>19</sup>

Exertion affects war in many immeasurable ways. Fatigue and deprivation suffered by the participants in a campaign will affect their performance on the battlefield. Exertion is the coefficient of all forces. Its exact limit cannot be determined. Clausewitz said, "just as it takes a powerful archer to bend the bow beyond the average, so it takes a powerful mind to drive his army to the limit." <sup>20</sup> That limit might bring unexpected victory while one step beyond it might bring collapse and defeat. Exertion makes defeat more devastating and victory more admirable. Whenever humans compete exertion will make itself felt and war is the ultimate competition. <sup>21</sup>

Uncertainty is the constant companion of every soldier. If a commander lowers his guard uncertainty can squander his unit's energy like a mouse on a treadmill. In war, more information usually makes a commander less certain. Of the reports constantly reaching him, many are contradictory, more are false and most are uncertain. For a commander Clausewitz gives the following advice:

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<sup>18</sup> Samuel L. A. Marshall, Men Against Fire (New York: William Morrow & Company, 1947) 42.

<sup>19</sup> Clausewitz, On War, 113.

<sup>20</sup> Ibid., 115.

<sup>21</sup> Ibid.

The dangers reported may soon, like waves subside; but like waves they keep recurring, without apparent reason. The commander must trust his judgement and stand like a rock on which the waves break in vain. <sup>22</sup>

No one can ever completely gauge the potential of his enemy or himself. As long as humans change their minds uncertainty will make itself felt in war. <sup>23</sup>

Chance is the best-known of the elements making up the "climate of war." In a campaign the weather can be a deciding factor and is always a matter of chance. When countless variables interact on the battlefield things happen which can only be described as matters of chance. At times these chance events can decide wars but most of the time they disrupt operations and are a constant irritant to commanders on both sides. Clausewitz describes the element of chance in war in the following:

Every war is rich in unique episodes. Each is an uncharted sea, full of reefs. The commander may suspect the reefs' existence without ever having seen them; now he has to steer past them in the dark. If a contrary wind springs up, if some major mischance appears, he will need the greatest skill and personal exertion, and the utmost presence of mind, though from a distance everything may seem to be proceeding automatically. <sup>24</sup>

A commander must realize he will encounter the element of chance in every war. He must recognize chance when it

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<sup>22</sup> Ibid., 117.

<sup>23</sup> Ibid.

<sup>24</sup> Ibid., 120.

happens, adapt to it as best he can, and proceed forward. If he fails in this, chance will defeat him.<sup>25</sup>

The "climate of war" affects every war, past, present, or future. It is impossible to measure. It creates what Clausewitz calls "friction". This friction is what distinguishes real war from war on paper. It makes the apparently simple task extraordinarily difficult. Manstein recognized the "climate of war" he was in. He planned for it when possible and adjusted to it when necessary to achieve his successes during "that winter." Another important element of his success was an instinctive grasp of the basic principles of war.

### C. THE PRINCIPLES OF WAR

Napoleon said:

the Principles of War are those which have regulated the great captains. . .: Alexander, Hannibal, Caesar, . . . The history of [their] campaigns, . . . would be a complete treatise on the art of war; the principles which ought to be followed in offensive and defensive war, would flow from it spontaneously.<sup>26</sup>

However, as Ulysses S. Grant observed, "if men make war in slavish obedience to rules, they will fail."<sup>27</sup> A strategist should have an understanding of the Principles of War. They

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<sup>25</sup> Ibid., 119.

<sup>26</sup> Arthur F. Lykke, Jr., ed., Military Strategy: Theory and Application (Carlisle Barracks: United States Army War College, 1989), 16.

<sup>27</sup> Ibid.

can be a sort of checklist to assist sound judgement, provided they are sensibly administered. As no two situations are ever quite alike, a strategist must recognize this and apply the principles accordingly. To a genius this process is second nature that the rest of us must practice. Manstein was such a genius. 28

The United States Army currently recognizes ten principles of war. The accepted list changes over time and with respect to each nation. The three most widely recognized are; Initiative, Surprise, and Concentration of Effort. All the other principles can be grouped, in more or less supporting roles, under these three. 29

Initiative enables the wielder to engage the enemy at times and places of his choosing using the tactics he desires. By seizing the initiative one side forces the other to react rather than act. To be victorious, an Army must at some point, take the initiative. This is true even if it only involves following the enemy as he retreats, having expended himself upon your defensive positions. Principles such as Purpose, Maneuver and Exploitation are closely associated with initiative. They can be considered steps to seizing the initiative.

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28 Ibid., 18.

29 Ibid., 17.



Long recognized as valuable in war, Surprise is a force multiplier without equal. It is more easily achieved at the tactical level but its affects are often greater if achieved at the strategic level. Surprise does not have to be complete. If the enemy fails to grasp the significance of actions until it is too late to react effectively, than surprise is successful. The principles of Security and Simplicity are important elements of surprise. It is unlikely an operation could achieve surprise if its security was lax or its plans too complex.

In war, the side which best masters the principle of Concentration of Effort will frequently win, even against a numerically superior enemy. Concentration enables one side to overwhelm the other at a specific and decisive point. Victory at the decisive point opens the way for further victories. In this way the battle, and eventually the war, is won. The principles of Flexibility, Economy, and Unity form essential parts of the process of concentration. Before an army can concentrate its effort their must be unity of purpose. Some areas must exercise economy of force as they shift assets toward the concentration point. Plans will need flexibility to deal with the unforeseen and still meet the needs for concentration.

A leader in battle should consider as many principles of war as possible and then choose those most suitable to his situation and personality. In the face of a massive Soviet

offensive, Manstein instinctively used these three basic Principles of War to their fullest advantage in the Winter of 1942-43. Whenever and wherever possible against the Soviets, he planned; 1) to wrest the initiative from them; 2) surprise them with an attack; 3) concentrate his effort to maximize his success. He accomplished these steps at the strategic level and relied upon his subordinates to achieve them at the tactical level. In this way he was able to make the most of every opportunity. His acuity culminated with the delivery of a decisive counterattack during a situation where the safest, most prudent thing for a German commander to do was retreat.



### III. SIXTH ARMY IN DANGER

#### A. BACKGROUND

Operation "Barbarossa" nearly destroyed the Soviet Union in 1941, but the offensive ground to halt just short of Moscow. In 1942 Axis forces renewed their offensive in late Spring. During that Summer and into Fall Soviet forces again took a severe pounding. Their retreats continued but were more orderly than in 1941. Axis forces missed an early opportunity to take Stalingrad while it was lightly defended. When the Axis tried a second time the Soviets were well dug in. Throughout the Fall a battle of attrition developed amid the ruins of Stalingrad. Both sides were locked in a bloody stalemate over possession of the city. The Germans sought to interdict movement on the Volga River, and, the Soviets hoped to generate as many Axis casualties as possible in the cramped house to house fighting. They remained engaged in this way until the early hours of 19 November 1942. (See Figure 1)

#### B. MANSTEIN ASSUMES COMMAND

On 19 November 1942, reports from the area around Stalingrad to Oberkommando des Heeres, the German Army High Command, (O.K.H.) described heavy fighting north and south of the city. Soviet force strength and objectives were unclear. Hitler wished the situation stabilized immediately. On 20

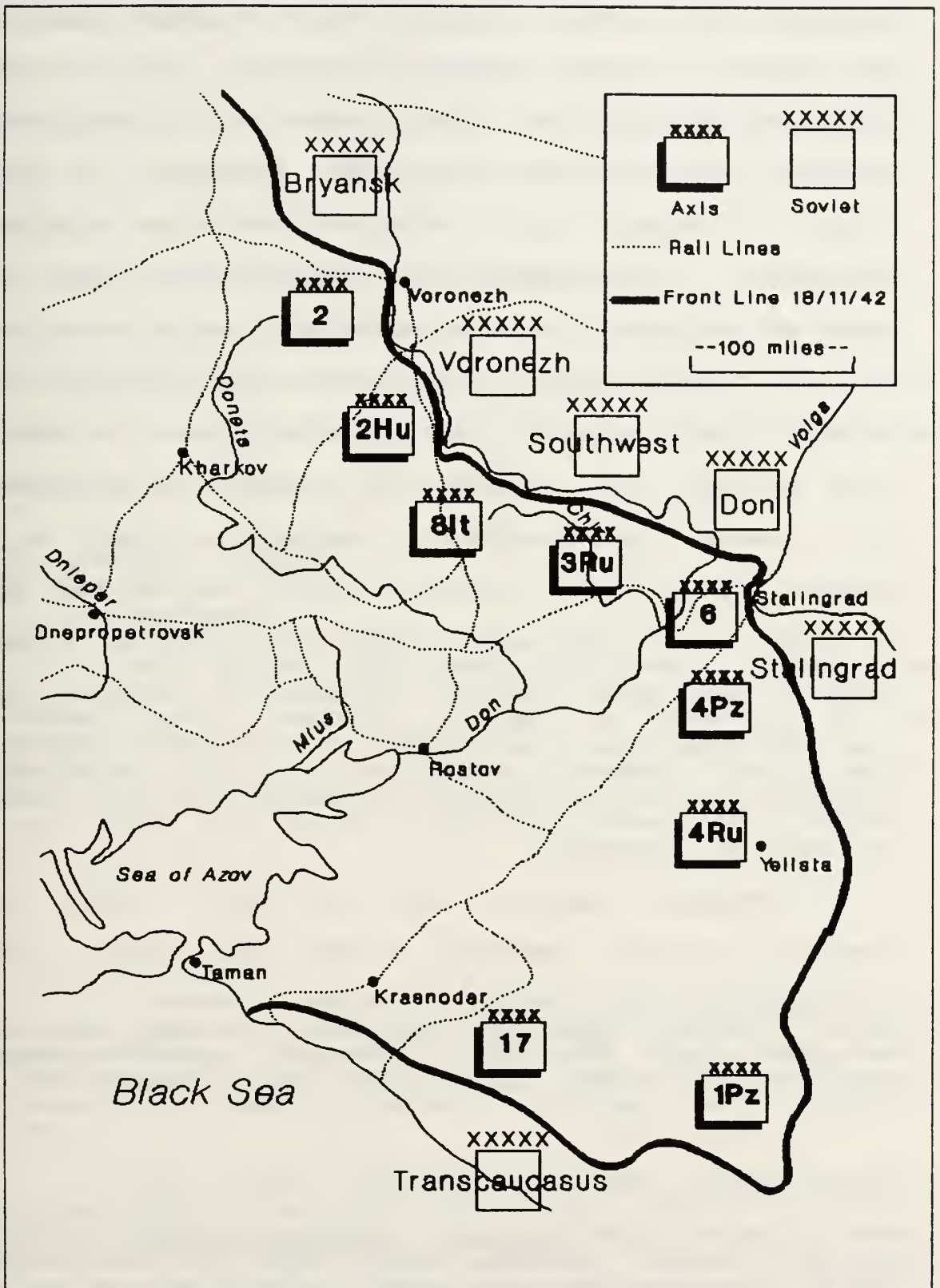


Figure 1 Strategic Status Southern Wing East Front 18 NOV 1942

November 1942, Manstein received orders to assume command of Army Group Don, a new formation. <sup>30</sup> Manstein was to use Army Group Don "to bring the enemy attacks to a standstill and recapture the positions previously occupied by [Axis forces]." <sup>31</sup> Manstein had an incomplete picture of events near Stalingrad. He understood the possibilities given his knowledge of Axis and Soviet dispositions prior to the attack. And, he clearly saw no possibility of stabilizing the situation any time soon. Before leaving Vitebsk he made it clear to O.K.H. that to restore the situation he would need a full strength Army assembled in reserve, to commit at the decisive time and place. General Zeitzler, the new Army Chief of Staff, agreed but only promised one additional Panzer division and three infantry divisions. <sup>32</sup> Manstein also expressly telegraphed instructions to Sixth Army, ordering a withdrawal to the Don crossings at Kalach. <sup>33</sup> He left Vitebsk by train on 21 November.

In Smolensk, Manstein spoke with Field Marshal Hans Guenther von Kluge, commander of Army Group Center. Kluge

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<sup>30</sup> Manstein, Lost Victories, 294. Hq., Army Group Don, controlled Fourth Panzer Army, Sixth Army, and Third Rumanian Army. Fourth Rumanian Army was under Fourth Panzer Army.

<sup>31</sup> Ibid., 294.

<sup>32</sup> Ibid., 295.

<sup>33</sup> Alan Clark, Barbarossa, The Russian-German Conflict, 1941-45 (London: Hutchinson & Co., 1965), 224. It is unclear whether the telegraph ever made it through channels to 6th Army.

offered advice concerning Hitler's inflated opinion of himself as a military strategist and his tendencies toward micro-management of his subordinates. For the first time Manstein was to be directly under Hitler's command and considered Kluge's advice carefully. <sup>34</sup>

Not until 24 November did Manstein obtain a clear picture of events around Stalingrad, when he arrived at Starobyelsk, Army Group B Headquarters (Hq.). He also learned Hitler had officially designated the area "Fortress Stalingrad". <sup>35</sup> The situation was critical.

## C. OPERATION "URANUS"

### 1. Background

By 15 October 1942, German intelligence concluded the Russians would eventually attempt an offensive in the Stalingrad area. It was believed, however, that an attack would first come against Army Group Center near Smolensk.

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<sup>34</sup> Alexander Stahlberg, Bounden Duty: The Memoirs of a German Officer 1932-1945, Translated by Patricia Crampton (London: Brassey's, 1990), 212. Hitler was always more concerned with details than strategic thinking and frequently intervened in military activities down to battalion level.

<sup>35</sup> David Downing, The Devil's Virtuosos: German Generals at War 1940-45 (New York: St. Martin's Press Inc., 1977), 117. Against all advice from his Staff, Goering promised Hitler he would keep Sixth Army supplied by air. Hitler chose to accept the frivolous boast, and ordered Sixth Army to stand fast in anticipation of relief and supply by air.

Despite growing evidence to the contrary, this idea was maintained as late as 6 November 1942.<sup>36</sup>

As early as 4 October 1942, the Soviets had begun to reinforce ten armies around Stalingrad in preparation for their offensive. With approximately one million troops and 900 tanks they had a two to one superiority over the Axis forces, many of whom were Rumanian. At the points of attack, Soviet superiority could reach as high as eight to one (See Figure 2).<sup>37</sup>

## 2. Execution

At 08:50 on 19 November, 1942, Soviet armies of the Southwestern Front (under General N. F. Vatutin) began offensive operations north of Stalingrad. On the first day elements of the Soviet Fifth Tank Army had advanced twenty-five kilometers and smashed several Rumanian units. The 22nd Panzer division, assigned as reserves for Third Rumanian Army, might have stabilized the situation but circumstances allowed it to field only twenty tanks on the nineteenth. These were

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<sup>36</sup> Earl Frederick Ziemke, Stalingrad to Berlin: The German Defeat in the East (Washington D. C.: Office of the Chief of Military History, U. S. Army, 1968), 48-49.

<sup>37</sup> Ibid., 52.



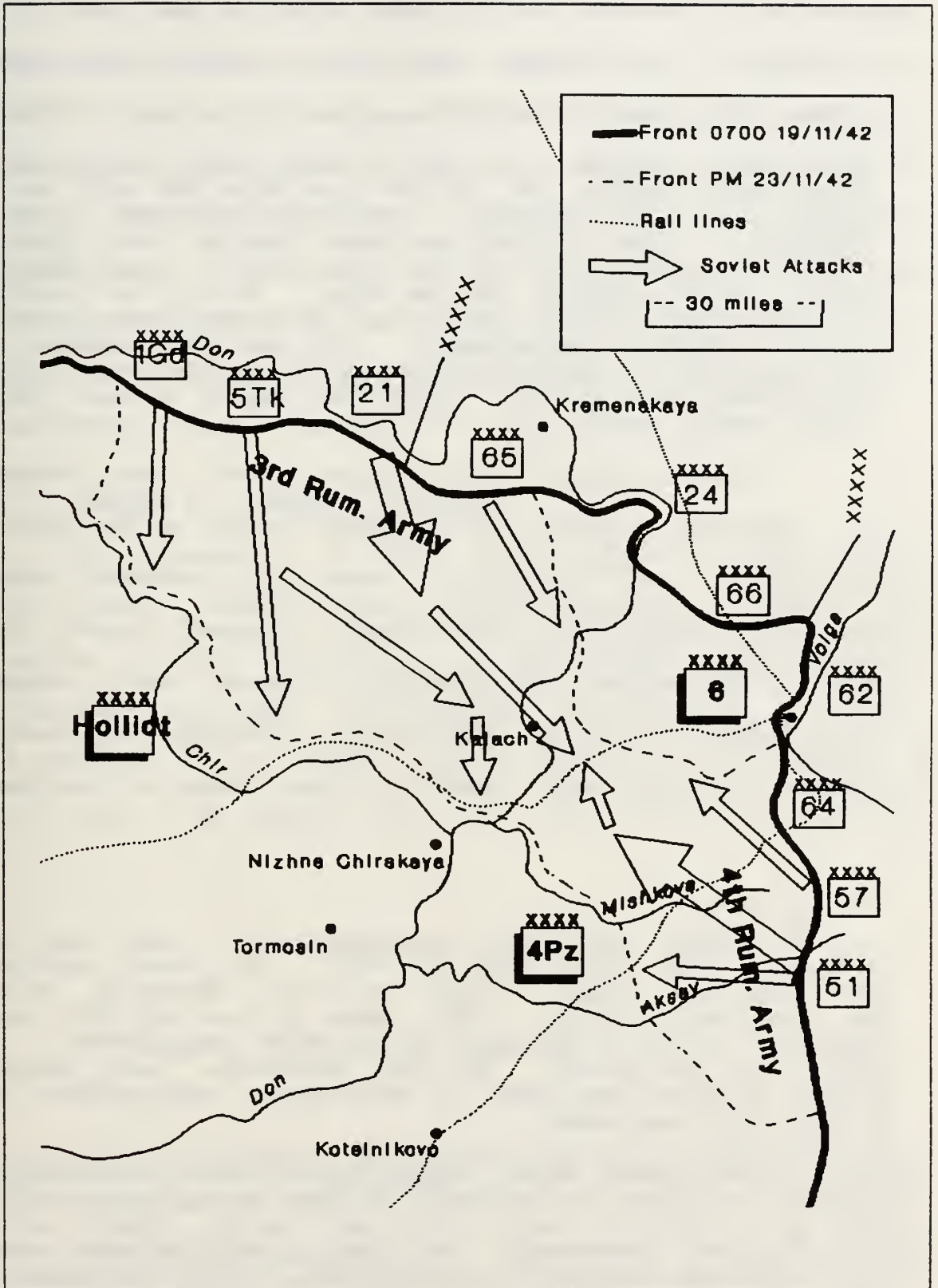


Figure 2 Operation "URANUS" 19-23 NOV 1942



of little use against the 450 tanks of Fifth Tank Army.<sup>38</sup> Of the Rumanian troops holding the flanks of Sixth Army, Stuka ace Hans Rudel made the following observation on 19 November:

The weather is bad, . . . We fly low. What troops are those coming towards us? We have gone more than half way. Masses in brown uniforms - are they Russians? No. Rumanians. Some of them are even throwing away their rifles in order to be able to run faster: a shocking sight, we are prepared for the worst. We fly the length of the column heading north, we have now reached our allies' artillery emplacements. The guns are abandoned, not destroyed. Their ammunition lies beside them. We have passed some distance beyond them before we sight the first Soviet troops.<sup>39</sup>

The next morning the Stalingrad Front (under General A. I. Yeremenko) opened its offensive south of Stalingrad. Fifty-seventh and Fifty-first Armies only advanced eight kilometers the first day, but severely "damaged" several Axis units.<sup>40</sup> The veteran 29th Motorized division nearly stopped the Stalingrad Front cold but General Frederich von Paulus, commander of Sixth Army, ordered it into defensive positions

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<sup>38</sup> Downing, The Devil's Virtuosos, 117. Straw was used to insulate the tanks from the cold. The straw attracted mice. The mice nibbled through the rubber insulation on all the electrical wiring. This made 31 out of 104 tanks casualties prior to the 19th Nov. While repositioning for battle the snow-sleeves for the tank-tracks were somehow mislaid, bringing the number of battle-ready tanks towards the 20 previously mentioned.

<sup>39</sup> Hans Ulrick Rudel, Stuka Pilot (Dublin: Euphorion, 1952), 63-4; quoted in Downing, The Devil's Virtuosos, 113.

<sup>40</sup> Louis C. Rotundo, ed., Battle For Stalingrad (New York: Pergamon-Brassey's International Defense Publishers, Inc., 1989), 79.

on Sixth Army's south flank. The next day Soviet forces bypassed the 29th and continued west. <sup>41</sup>

The two fronts planned to meet near Kalach, forty-five miles west of Stalingrad. Late on 22 November, the bridge at Kalach was captured intact. Soviet columns, using captured German tanks in the lead, surprised and overwhelmed the German engineers assigned to demolish it. <sup>42</sup> On 23 November, 1942, some 240,000 Axis troops with 100 tanks were effectively encircled around Stalingrad. <sup>43</sup>

#### D. MANSTEIN'S STRATEGIC APPRAISAL

The atmosphere at Hq., Army Group B, was one of skepticism. Manstein and his Staff remained optimistic and anxious to join the battle. On the journey south Manstein formulated his plans. He believed, in the vastness of Russia, a commander had to operate like an admiral in the vastness of the ocean. He worried that O.K.H. and the very name of his

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<sup>41</sup> Downing, The Devil's Virtuosos, 118.

<sup>42</sup> Ibid.

<sup>43</sup> John Erickson, The Road To Berlin (Colorado: Westview Press, 1983), 2, 25-27. As late as 22 December 1942, Colonel Vinogradov, intelligence officer on the Don Front, estimated the strength of encircled axis forces at 86,000. Of course, the 218,000 Soviets attacking the pocket met with little success at first against the 240,000 Axis forces actually in the pocket.

new Army Group Don might conspire to pin him to a point on a map. 44

Manstein focused on two main considerations. First, German forces faced the extraordinary numerical superiority of the Soviet forces. Second, powerful Soviet formations were closer to certain strategically vital points than their German counterparts. 45

Defending a front of just over 200 miles, Manstein believed he was outnumbered seven to one. 46 His estimates may have been inaccurate given his limited intelligence capabilities. However, Army Group Don clearly faced greater numbers of Soviet troops, tanks, aircraft and artillery in late November 1942.

Manstein considered two distances of strategic significance. First, the Soviet bridgehead at Kremenskaya on the Don River, from which powerful mechanized forces had already attacked, was only 185 miles from the Don crossings at Rostov. The Fourth Panzer Army, south of the Don, was at least 200 miles from Rostov. Army Group A, deep in the

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44 Stahlberg, Bounden Duty, 215.

45 Manstein, Lost Victories, 368.

46 Ibid., 370. One reason for this high estimate was that he emphasized the number of formations rather than actual strength. Of course numbered formations are easier to account for on the battlefield than actual strength. He counted 341:32 in favor of the Soviets. His choice of 7:1 was based on a rough estimate of Soviet inferiority on a one to one basis to German formations.

Caucasus, was at least 375 miles from those vital crossings. Second, the Soviets at Kremenskaya were only 260 miles from the Dnieper crossings. Fourth Panzer Army and Army Group A were 440 and 560 miles, respectively, from those crossings. The supplies and communications for three German armies had to pass through Rostov. Similarly, the entire southern wing of German forces on the East Front depended on the Dnieper crossings. <sup>47</sup>

Personal experience helped Manstein clarify the danger. In the summer of 1941, he had advanced into the Soviet Union 190 miles in four days with 56th Panzer Corps. He had done so against tougher opposition than the Soviets now faced on the Don. <sup>48</sup> To make matters worse, Manstein was unable to command all the friendly units that affected his situation. Army Group Don was just one of three on the German southern wing.

If the Soviets were able to take one or both of the crossings before the Germans could withdraw their forces, the resulting encirclement would unhinge the entire Eastern Front. The war would be significantly shortened. Hitler refused to see the danger.

To deal decisively with his strategic situation, Manstein developed a basically simple plan, to be executed in four stages. First, the Sixth Army would be relieved and withdrawn

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<sup>47</sup> Ibid., 369.

<sup>48</sup> Ibid., 370.



from Stalingrad as soon as possible. This had to be accomplished in a way that preserved Sixth Army's fighting strength. He saw that an intact and mobile Sixth Army was more valuable than possession of Stalingrad amid a sea of Russians. If Sixth Army could not be withdrawn intact then it should stay in Stalingrad and, by continued resistance, tie up as many Soviet forces as possible. Second, assuming a successful relief operation, Sixth Army and reinforcements would stabilize the lower Don. This would allow safe transit through Rostov. Third, Army Group A and Fourth Panzer Army would pull out of the Caucasus, positioning themselves to meet a Soviet thrust in the central Ukraine. Again it was clear to Manstein that mobile German forces operating against Soviets in the Ukraine were more valuable than possession of the Caucasus. Finally, any new forces would concentrate somewhere around Kharkov and be ready to attack the northern flank of an enemy advancing on the Dnieper crossings. 49

Manstein arrived at Novochoerkassk, Hq., Army Group Don, on 25 November 1942. 50 He gathered first hand knowledge of his situation. The most powerful German formation in the area was Sixth Army, with five Corps, including one Panzer Corps. 51 Surrounded by potent Soviet forces, it had no operational

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49 Ibid., 371-372, 304-306.

50 Downing, The Devil's Virtuosos, 120.

51 Walter Goerlitz, Paulus and Stalingrad (New York: The Citadel Press, 1963), 220.



freedom. With each passing day it became weaker. On paper Sixth Army was under Manstein's command but in reality Hitler maintained close personal control over its operations. He sent Major von Zitzewitz with an O.K.H. signal section to Sixth Army Hq.. Zitzewitz was to monitor developments in the pocket and report directly to Hitler. <sup>52</sup> Operational coordination with Sixth Army promised to be difficult at best.

Fourth Panzer Army was southwest of the pocket and had only two intact formations, the German 16th Motorized Division and the Rumanian 18th Division. The 16th Motorized Division extended north and south of Yelista. It protected the rear of Army Group A and had little operational freedom. The Rumanian 18th Division and the remnants of the Rumanian Fourth Army held positions around Kotelnikovo. <sup>53</sup>

Forty miles west of the pocket, 48th Panzer Corps had fought out of encirclement and held along the lower Chir River, maintaining a bridgehead at Nizhne Chirskaya. The Corps consisted of only the 22nd Panzer Division, whose status was mentioned earlier, and the newly formed Rumanian 1st Armoured Division with no combat experience. <sup>54</sup>

Northwest of the pocket the Rumanian Third Army had only three divisions intact and only so because those divisions

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<sup>52</sup> Ibid., 210.

<sup>53</sup> Manstein, Lost Victories, 296.

<sup>54</sup> Ibid., 297.

were too far north to be attacked. Only three Rumanian divisions under General Lascar put up effective resistance but were surrounded and destroyed quickly.<sup>55</sup> Of the two Rumanian armies, totalling twenty-two infantry divisions, only four divisions were still fit for battle.<sup>56</sup>

By 28 November a total of 143 Soviet combat formations (i.e., divisions, armoured brigades, etc.) had been identified within the operations area of Army Group Don. Despite their numerical superiority the Soviets paused several days to gauge their success and be sure Sixth Army was trapped. Manstein used every hour to improve his situation.<sup>57</sup>

Three problems immediately impacted Manstein's plans. First, Hitler had his own ideas on how to conduct the war, refusing to allow a withdrawal from Stalingrad or the Caucasus. Second, O.K.H. did not easily grant Manstein command over all the units affected by his plan. Finally, any German losses were difficult to replace and would ultimately degrade the effectiveness of a counterattack. As if dealing with a numerically superior enemy and an extraordinarily severe "climate of war" were not enough, Manstein was constrained by interference from Hitler and O.K.H. throughout the winter of 1942-43.

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55 Ibid.

56 Ibid., 309.

57 Ibid., 300.

## E. OPERATION "WINTER STORM"

### 1. Background

Manstein approached his strategic problem with an attitude of "first things first". Every resource had to be focused on the relief of Sixth Army while there was any chance of success. He planned to take full advantage of initiative, surprise and concentration of effort to reach Sixth Army. He trusted the policy disputes with Hitler and O.K.H. could be solved somehow. He determined the relief effort would not fail for any reason that he could control.

Manstein considered two routes to reach the pocket. First, was an attack from the bridgehead at Nizhne Chirskaya directly east. He would only have to cover forty miles but his flanks were open to counterattack. Soviet strength was considerable along that route. Second, was an attack from the area near Kotelnikovo directly northeast. This route required him to cover nearly seventy miles to the pocket. However, flank protection was provided by the Don river to the north and the open steppe to the south. Soviet strength was known to be minimal along this second route. <sup>58</sup>

Manstein decided to concentrate his forces under Fourth Panzer Army (under General Hermann Hoth) near Kotelnikovo and strike northeast. 57th Panzer Corps, acquired from Army Group A, reinforced for the effort. At the right

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<sup>58</sup> Downing, The Devil's Virtuosos, 121.

moment 48th Panzer Corps would join Fourth Panzer Army and attack from Nizhne Chirskaya. Also Sixth Army was to attack southwest. Soviet forces would be caught between three attacks and crushed. 59

For success, Manstein relied on three conditions. First, German reinforcements had to be made available and assembled quickly. Second, Soviet forces had to continue their low level of activity. Finally, Sixth Army had to be adequately supplied by air. Unfortunately, none of these conditions would be met. All three broke down.

Sixth Army required 550 tons of supplies per day to mount offensive operations and 300 tons per day just to survive. Reich Marshal Goering promised Hitler he would deliver 600 tons per day by air. Only a fraction of Sixth Army's need was ever met. 60 Each day in the pocket dramatically reduced its effectiveness. If Sixth Army were to help in its own rescue the attempt had to be soon. Manstein had little time to assemble forces equal to the task. To further complicate things the Soviet Southwest Front started launching spoiling attacks in early December to interfere with German build ups along the Chir River and threaten the

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59 Zienke, Stalingrad to Berlin, 61.

60 See Zienke, Stalingrad to Berlin, 59; Goerlitz, Paulus and Stalingrad, 251. The average lift to Sixth Army was 97.3 tons/day between 1-12 December, 1942, and 137.7 tons/day between 12-31 December. After that the average sank dramatically.



northern flank of any relief effort.<sup>61</sup> It was doubtful 48th Panzer Corps could join the relief effort as planned.

It appeared Fourth Panzer Army was going to have to operate with little support from Sixth Army or 48th Panzer Corps. Manstein struggled to make it as powerful as possible and attack at the earliest opportunity. Army Group A refused to transfer 3rd Panzer Corps to Manstein. Field Marshal Ewald von Kleist, commander of Army Group A, claimed that to release the Corps he would have to evacuate a salient Hitler wished retained. Kleist also refused to relieve 16th Motorized Division from its positions near Yelista though it was guarding an Army Group A flank. 17th Panzer Division and 306th Infantry Division were assigned to Manstein but subsequently delayed by O.K.H. in a reserve status. They were to guard against possible Soviet attacks that, had they occurred, these two divisions could not have mastered (See Figure 3).<sup>62</sup>

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<sup>61</sup> Robert G. Walters, "Order Out of Chaos: A Study of the Application of Auftragstaktik by the 11th Panzer Division During the Chir River Battles 7-19 December 1942" (Master's Thesis, Naval Postgraduate School, 1989), 30 - 51. Between 7 and 19 December, 1942, the Soviet 5th Tank Army made several attacks over the Chir River against 48th Panzer Corps (11th Panzer and 336th Infantry divisions). In heavy fighting German tactical expertise was able to defeat the numerically superior Soviets but 48th Panzer Corps was unable to participate in "Winter Storm". During these raids Soviet forces frequently committed atrocities upon German prisoners.

<sup>62</sup> Manstein, Lost Victories, 327-328.



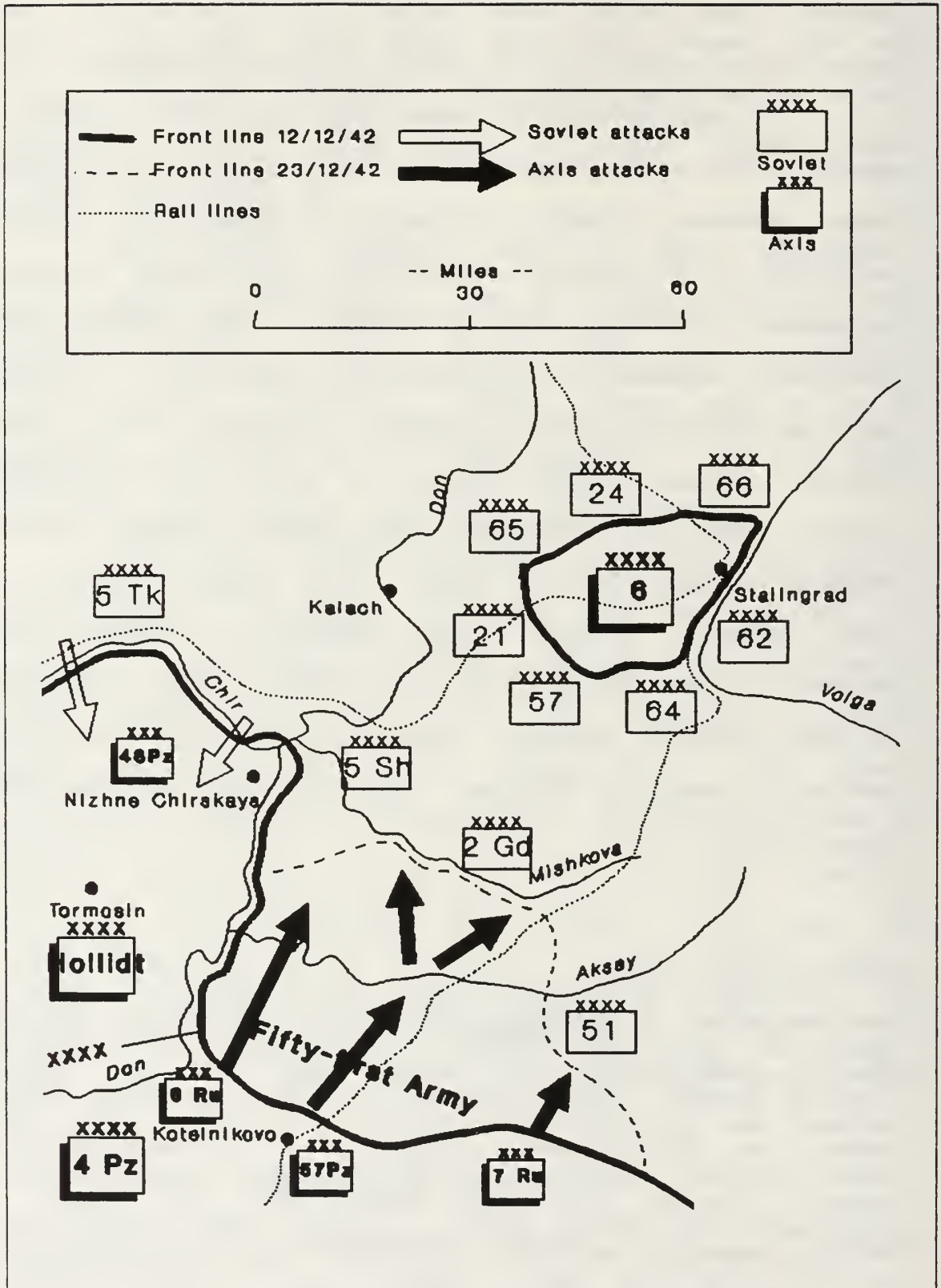


Figure 3 Operation "Winter Storm" 12-23 DEC 1942

## 2. Execution

Despite these setbacks Manstein began operation "Winter Storm" on 12 December 1942. Fourth Panzer Army advanced from the Kotelnikovo area toward Stalingrad. On each flank was a Rumanian Corps with 57th Panzer Corps (23rd and 6th Panzer Divisions, totaling 232 tanks <sup>63</sup>) spearheading. The Soviets were apparently surprised by the timing of the attack. They believed the Germans would need a few more days to assemble their forces and would use the shortest route to the pocket. For two days German progress was good. Several Soviet counterattacks were crushed but they continued, as fresh Soviet troops moved to block 57th Panzer Corps. On 15 December Manstein saw clear indications that a new Soviet offensive was being prepared to strike Eighth Italian Army under Army Group B, on his left wing. <sup>64</sup> From that area a successful Soviet attack could cut off Army Group Don and Army Group A, still deep in the Caucasus. The battle to reach Sixth Army had only a few more days to run.

By 16 December Hoth had reached the Aksay River within forty miles of the pocket. The time was right for 48th Panzer Corps to join the attack with its two divisions. Between the 9th and the 13th of December Soviet pressure against 48th Panzer Corps was constant. Forced to travel at night and

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<sup>63</sup> Erickson, The Road to Berlin, 8.

<sup>64</sup> Manstein, Lost Victories, 330-331.

fight all day it destroyed several Soviet formations piecemeal but exhausted itself in the process. Yet with two days rest 48th Panzer Corps was in position on 17 December to assist the relief effort. A series of Soviet attacks on the 18th, along the Chir River, forced 48th Panzer Corps to abandon its offensive role in the relief effort. Instead it continued to chew up attacking Soviet Corps from Fifth Tank Army and assisted the relief effort in that fashion. <sup>65</sup>

December 18th was a day of crisis. Despite the arrival of 17th Panzer Division, 57th Panzer Corps was unable to achieve anything decisive in the face of continual Soviet attacks. Fighting on the lower Chir was heavy. There the Soviets directly threatened the primary resupply airfield for Sixth Army at Tatsinskaya. News from the Army Group's left wing was grim. A major Soviet offensive was moving rapidly southwest from the upper Chir. Most of Eighth Italian Army and Third Rumanian Army were in full retreat or had disappeared altogether. Several ad hoc German units formed into Army Detachment Hollidt offered the only Axis defense in the area. "Winter Storm" had to reach a decision in a few days. <sup>66</sup>

Manstein initiated a flurry of communications between Hitler, O.K.H., General Paulus (Sixth Army), and Kleist (Army

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<sup>65</sup> Walters, "Order Out Of Chaos", 35-40.

<sup>66</sup> Manstein, Lost Victories, 331-332.

Group A). If the relief operation was to succeed at this late date several things had to happen. First, Hitler had to be convinced to abandon Stalingrad. On this issue Hitler received several conflicting reports concerning the feasibility of holding Stalingrad and the risk of attempting a breakout.<sup>67</sup> He refused to see the logic of Manstein's argument.

Second, reinforcements had to continue strengthening Army Group Don. O.K.H. was sending all available forces to Army Group B where the Eighth Italian Army was shattering under Soviet attacks. Political considerations of Italy as an Axis partner weighed heavily on that action. Even if Manstein could reverse that priority it was too late for those reinforcements to help a relief effort whose success depended on days.<sup>68</sup>

Third, Paulus had to be convinced to take action, violating Hitler's orders and breaking out of the pocket, abandoning Stalingrad. German military tradition is filled with instances where commanders acted without or even against

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<sup>67</sup> See Goerlitz, Paulus and Stalingrad, 210; Manstein, Lost Victories, 334-338; Ziemke, Stalingrad to Berlin, 62-65; Stahlberg, Bounden Duty, 227-231. Paulus was a mild mannered commander allowing too much freedom among his subordinates. Hitler received reports on Sixth Army from several personalities in the pocket and was free to pick and choose those suited to his purpose. Sources were: Sixth Army Chief-of-Staff, Major General Arthur Schmidt, General of Artillery, Walter von Seydlitz-Kurzbach, Major von Zitzewitz. Such group-thinks were extremely rare in German military tradition.

<sup>68</sup> Manstein, Lost Victories, 332.



orders to take what they believed to be correct action.<sup>69</sup> Paulus considered his situation, the orders from Hitler, and the counsel of his Staff, and for whatever reason refused to attack toward Fourth Panzer Army.

Fourth, Kleist had to allow some of his forces to be transferred to Fourth Panzer Army. 3rd Panzer Corps and 16th Motorized Division were fresh formations within marching distance of Kotelnikovo. For his own reasons Kleist remained against transferring those units to Manstein. Hitler considered possession of the Caucasus oil fields vital to Germany and was only too willing to support Kleist's argument against Manstein.<sup>70</sup>

On 19 December 57th Panzer Corps successfully crossed the Aksay and drove north to the Mishkova River, only 30 miles from the pocket. The Soviets threw in fresh reserves, stopping 57th Panzer Corps on the Mishkova.<sup>71</sup> Manstein assembled 3000 tons of supplies on truck convoys ready to move behind 57th Panzer Corps into the pocket. This was the last chance for Sixth Army to save itself. Manstein was unable to

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<sup>69</sup> The Battle of Koeniggraetz in the Austro-Prussian War, The campaign around Sedan in the Franco-Prussian War, the Battle of Tannenburg in World War One, and several instances in World War Two.

<sup>70</sup> See Downing, The Devil's Virtuosos, 129; Manstein, Lost Victories, 332.

<sup>71</sup> Erickson, The Road to Berlin, 15. 2nd Guards Army under Malinovski was one of the most formidable in the Red Army. Originally it was to attack the pocket but was pulled out to stop 57th Panzer Corps at the Mishkova.



convince Hitler to allow a breakout. From his sources in the pocket Hitler believed Paulus' supplies too low to allow a breakout anyway. As official commander of Sixth Army Manstein ordered Paulus to breakout immediately and accepted full responsibility for the outcome. From December 19th until 23rd, Fourth Panzer Army held off relentless Soviet attacks on the Mishkova. Manstein desperately tried to coax Paulus to action. Paulus refused to act against Hitler's direct order to hold Stalingrad. Faced with a stagnate Paulus, Manstein could no longer ignore events on his left wing. On 23 December, 6th Panzer Division was ordered north from 57th Panzer Corps. Its tanks needed to stabilize the situation along the middle Don.<sup>72</sup>

The Soviet operation "Little Saturn" was threatening to slice off the entire German southern wing on the East Front. "Winter Storm" had failed. Sixth Army was doomed but could still fight. It did not surrender until early February 1943. During that time it endured unspeakable hardships and occupied powerful Soviet forces; forces that might have destroyed Army Group Don. Of Sixth Army Manstein wrote the following:

"The name of Sixth Army is to shine forth. . . . This army fulfilled the highest demand that can ever be made of a soldier--to fight on to the last in a hopeless situation for the sake of his comrades."<sup>73</sup>

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<sup>72</sup> Ibid., 22.

<sup>73</sup> Manstein, Lost Victories, 442.

## F. OPERATION "LITTLE SATURN"

### 1. Background

The Soviets realized heavy fighting around Stalingrad would act as a magnet for German forces. Stavka Verkhovnovo Glavnokommandovaniya, the Soviet Supreme Command (STAVKA), believed a second offensive along the upper Chir River would meet light resistance and distract the German forces intent upon the relief of Stalingrad. Operation "Little Saturn" would begin on 16 December. Southwest Front (under Vatutin) was to attack with three armies (First Guards, Third Guards, Fifth Tank), Voronezh Front (under Golikov) would add its Sixth Army to cover a 200 mile front. The objective was to eradicate Eighth Italian Army, Third Rumanian Army and Army Detachment Hollidt (See Figure 4).<sup>74</sup>

### 2. Execution

Facing "Little Saturn", Axis forces stretched thinly, deploying in one echelon with no operational reserves. On 16 December two factors worked to help the Axis. Inept Soviet reconnaissance efforts telegraphed their intentions. The Germans were able to insert fresh troops into the line at the

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<sup>74</sup> David Glantz, "From the Don to the Dnepr: A Study of Soviet Offensive Operations December 1942-August 1943" in Art of War Symposium: A Transcript of Proceedings held Center For Land Warfare US Army War College 26-30 March 1984 (Carlisle Barracks: United States Army War College, 1984), 49-52. In this operation the Soviets enjoyed a 1.8:1 advantage in troops and a 10:1 advantage in tanks over the Axis forces. Only about 1/3 of the Axis were German. 370,000 Soviets with 1,170 tanks vs 210,000 Axis with 120 tanks.

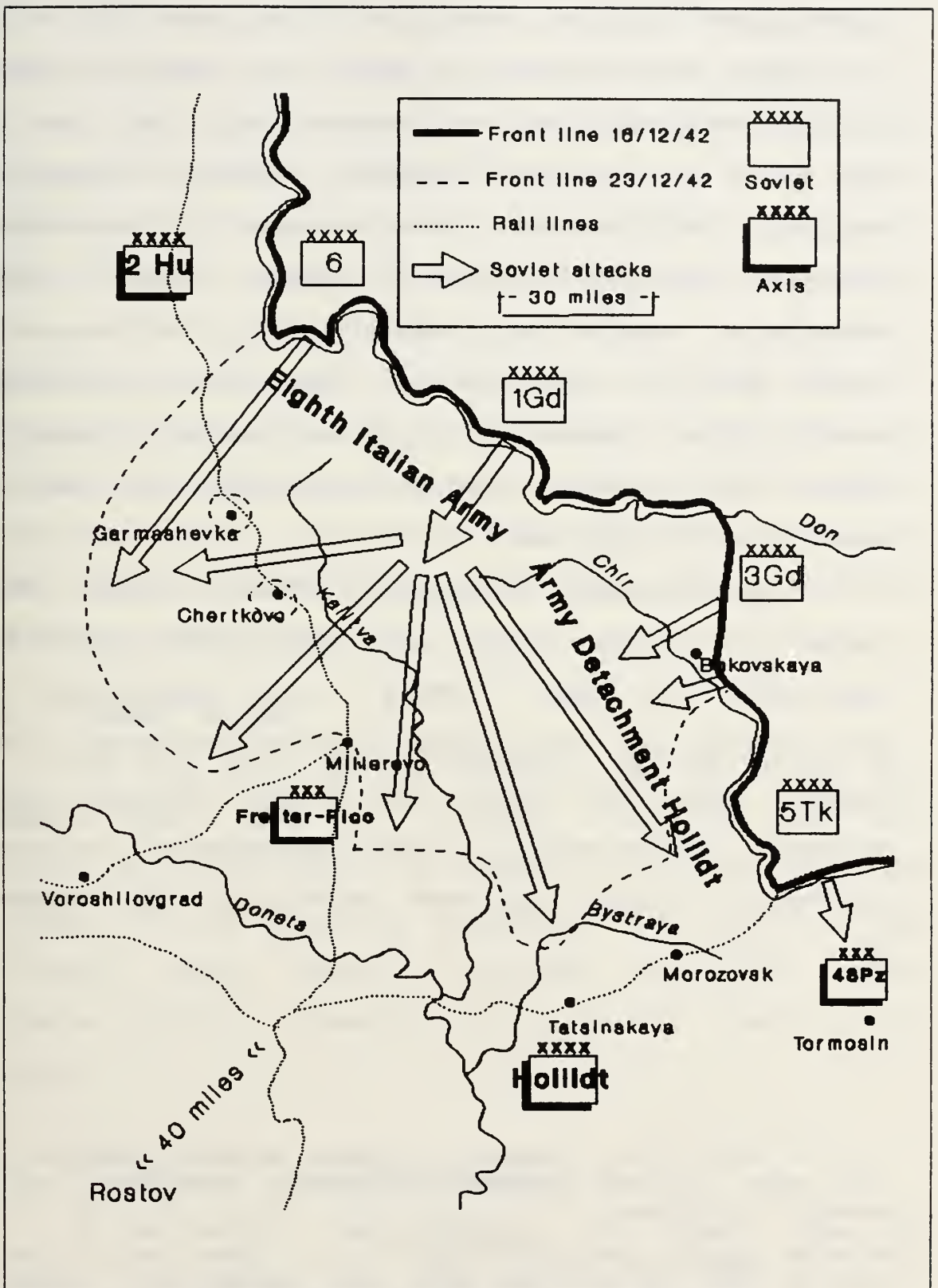


Figure 4 Operation "Little Saturn" 16-23 DEC 1942

last minute.<sup>75</sup> Also, on the morning of the attack most of the front lines were shrouded in dense fog. Soviet artillery missed many key targets. Often attack lanes over river ice were closed by the Soviet barrage. Aviation support was impossible. Some commanders chose to shorten the bombardments but still attacked at the pre-planned time.<sup>76</sup> These circumstances enabled Axis forces to stop the Soviets at several points on the first day. The second day brought powerful Soviet reserves into play and resistance turned to retreat. But for chance, the situation might have been much worse for Army Group Don.

By 20 December, the Soviets had torn a 100 mile gap in the Axis line and were driving south and southwest behind Army Group Don's left flank.<sup>77</sup> Thanks to the disintegration of Eighth Italian Army and the almost complete elimination of the Rumanians from the battle, the Soviets advanced nearly unopposed. STAVKA decided to expand the objectives to include the capture of Rostov and placed Sixth Army under Southwest

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<sup>75</sup> Ibid., 67. Elements of 385th Infantry Division and 27th Panzer Division surprised the Soviets on December 16th at several key points.

<sup>76</sup> Ibid., 68.

<sup>77</sup> Zienke, Stalingrad To Berlin, 68.



Front. <sup>78</sup> Only at Millerovo, where the newly formed Fretter-Pico Group stood its ground, was any resistance offered. <sup>79</sup>

With "Little Saturn" in full swing the danger for Manstein had expanded dramatically. The cream of his armour was exposed on the open steppe near Kotelnikovo and under heavy attack. The mass of German infantry on the southern wing in Russia was surrounded at Stalingrad or "resting" hundreds of miles south in the Caucasus with Army Group A. For nearly 200 miles along Army Group Don's north flank Axis forces were retreating in disarray. Unless decisive action was taken quickly, the fate of Sixth Army would be shared by Army Group A and Army Group Don as well. The war would be decided in short order.

#### G. "CLIMATE OF WAR"

From his first day as Commander of Army Group Don, Manstein had to deal with a "climate of war" that would soon become one of the severest encountered in World War Two. The struggle to save Sixth Army encompassed each element of that "climate"; danger, exertion, uncertainty and chance. These affected Manstein personally and at various levels of his command.

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<sup>78</sup> Erickson, The Road to Berlin, 18.

<sup>79</sup> See Manstein, Lost Victories, 377; Glantz, "From the Don to the Dnepr," 77. The Fretter-Pico Group contained remnants from several Axis units and only one fresh division, the German 3rd Mountain.



On the evening of 21 November the train Manstein was traveling on was bombed by partisans. The delay enabled his conversation with Kluge.<sup>80</sup> At his headquarters in Novocherkassk, Manstein and his Staff were guarded by a volunteer detachment of Cossacks. The company of German infantry in the vicinity could have done little to stop the Cossacks if they had suddenly become hostile.<sup>81</sup> During his efforts to coax Paulus to action, Manstein attempted to fly into the pocket himself twice. His Staff convinced him to send a representative instead.<sup>82</sup> Personal danger was common for any German on the East Front; Manstein's son Gero had been killed only weeks before he assumed command. Manstein often disregarded personal safety in the performance of his duties.<sup>83</sup>

The danger to Army Group Don was significant and readily apparent to Manstein. Sixth Army, one of the most powerful on the East Front, was surrounded and getting weaker each day. Fourth Panzer Army committed against powerful enemy forces, south of the Don River and well east of Rostov. Army Detachment Hollidt stretched along the entire Chir River (150 miles), its northern flank held only by Eighth Italian Army.

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80 Stahlberg, Bounden Duty, 211.

81 Ibid., 217.

82 Manstein, Lost Victories, 314.

83 Stahlberg, Bounden Duty, 232.

"Little Saturn" seemed capable of reaching Rostov in short order. This action would cut off Army Group Don and Army Group A, still deep in the Caucasus. Each formation of Army Group Don was at considerable risk.

Manstein's personal exertion can only be assumed. But the units under his command clearly documented their exertions. In the pocket, starvation, exposure and a growing sense of hopelessness exhausted the Sixth Army. Such fatigue had to affect their operations in both planning and execution. On the lower Chir, 48th Panzer Corps fought around the clock for eight days before attempting to join the relief effort. Only renewed Soviet attacks elsewhere prevented it from doing so. The corps remained engaged in heavy fighting for the duration of "Winter Storm". To reach the pocket, 57th Panzer Corps attacked for seven straight days, then held its positions against constant Soviet attacks for another six days, and finally conducted a fighting retreat toward Kotelnikovo. It remained in heavy combat from 12 December until early January 1943. Throughout December, troops of Manstein's most powerful formations pushed to the limits of their endurance.

In sharp contrast to the exertions of Army Group Don, Army Group A remained stationary deep in the Caucasus, essentially at rest. It is uncertain how their different levels of activity may have influenced their relationship, but Manstein and Kleist cooperated very little during the crisis. In his memoirs, Manstein is reluctant to place blame for the

situation on Kleist. He cites the atrophy that naturally springs from static warfare. He points to the responsibilities of O.K.H. to enforce cooperation. He also blames the inept and inefficient command practices of Hitler. Other writers are far more critical of Kleist for the problems. <sup>84</sup>

Manstein had to deal with uncertainty in every decision. His information on events at the front was updated constantly by an efficient staff but was still hours and sometimes days old. Information from Sixth Army was still confused and sketchy on 24 November, when Manstein made his initial plans. The nature of an encirclement battle creates extraordinary confusion for the victim. As rear areas are overrun or transformed into the front lines, the victim progressively loses the ability to orient himself and prepare a coherent response. It would take several days for the situation in and around the pocket to clarify, but plans had to be made immediately.

Manstein also had to consider the possible decisions of other actors. Would Hitler allow a withdrawal from Stalingrad? Would O.K.H. make forces available when he needed them? What action was von Paulus prepared to take and when? Would Kleist realize the danger and cooperate with Manstein? Finally, what were the objectives of STAVKA and how might the

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<sup>84</sup> Clark, Barbarossa, 250-251.

Germans secure them? The answers to these questions were important, yet if Manstein had focused too much on their resolution he would have been frozen with indecision. Instead he carefully weighed the priorities of several objectives, then took action to achieve the most important one. Here the first priority was relief of Sixth Army. Manstein pursued that goal as long as there was any chance of success, refusing to let uncertainty distract him.

Chance affected Manstein's operations frequently as he attempted to save Sixth Army. Goering promised Hitler that Sixth Army could be supplied by air. This might have been accomplished but Goering failed to take any decisive action beyond his initial promise to implement the airlift. He failed to give the operation any priority nor did he assign a competent commander, until it was too late. Every aspect of "Winter Storm" was affected by the realization that the airlift was a failure.

The weather had a profound affect on the campaign and was purely a matter of chance. "Uranus" was planned to start when the ground was frozen enough for tanks to cross the frozen rivers. Operations commenced in heavy snow and temperatures of 20 degrees F.<sup>85</sup> Rivers in the area could become either an impregnable defensive wall of ice floes or a highway around the enemy's flank, depending on a few degrees of the

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<sup>85</sup> Ziemke, Stalingrad to Berlin, 53.



thermometer. Sudden fog dramatically affected "Little Saturn" in its first moments. If the weather becomes severe enough tactical military objectives shift from destroying the enemy to securing shelter for the evening. Possession of that shelter could decide an overnight battle. Weather was one of the most important elements of chance on the Russian battlefield in winter.

While the Germans had little regard for their allies' fighting abilities, no amount of planning could have effectively compensated for their allies' extraordinarily poor performance under fire. Several entire Rumanian divisions simply fled the battlefield at rumor of the Soviet advance. Their officers often lead the rout.<sup>86</sup> The Italians performed only slightly better. Often, German formations sent to bolster the allies, found themselves alone amid a sea of Soviets. Some isolated allied units did fight well for a short while. The Axis allies generally placed their German friends in grave danger from the earliest moments of "Uranus".

Chance was frequently encountered in any operations involving the Soviets. More than any other German opponent in World War Two, Soviet performance in battle was unpredictable. Individual units would fight fanatically one day, and the next

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<sup>86</sup> Ibid., 59.



day surrender at the first shot.<sup>87</sup> Strong central control over Soviet formations restricted initiative on the battlefield. Opportunities which German units instinctively exploited would go apparently unnoticed by similar Soviet units. German commanders were often pleasantly surprised by inept Soviet operations but these became fewer as the war progressed. Germans had to plan for the worst case.

During the effort to save Sixth Army Manstein used those qualities that made him a military genius to recognize and master the "climate of war" he faced. Whenever possible he used the principles of initiative, surprise and concentration of effort to their fullest advantage. At the first opportunity he seized the initiative with "Winter Storm". Surprise during the first days of the operation acted as a force multiplier for Manstein. The two Panzer divisions of 57th Panzer Corps made astounding progress against a numerically superior opponent who was fresh from a victory. Once he had chosen his point of attack, Manstein made every effort to concentrate his forces at that point. By stretching his forces elsewhere he ran a considerable risk. The success of "Little Saturn" was due in part to the thinned Axis forces. His principles were sound. Difficulties arose from disputes among the German commanders. Unable to save Sixth Army,

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<sup>87</sup> Department of the Army, Russian Combat Methods in World War Two, Pamphlet No. 20-230 (Washington D. C.: Government Printing Office, 1950), 3-7.

Manstein now turned his energies toward defeating an even greater threat.

#### IV. THE SOUTHERN WING IN DANGER

##### A. OPERATIONS AROUND ROSTOV

###### 1. Background

To stem the Soviet tide around his north flank, Manstein desperately needed to move strong units into that area. Only after considerable debate was Manstein able to convince Hitler to allow 6th Panzer Division to leave 57th Panzer Corps. Hitler insisted that the rest of the corps was to remain in place until the relief effort toward Stalingrad could be renewed.<sup>88</sup> Several formations might still have played decisive roles in a renewed relief effort: 16th Motorized Division, 3rd Panzer Corps, SS "Viking" Division, or 7th Panzer Division. All efforts to acquire these units were blocked by O.K.H. in one way or another. Hitler had the unrealistically fantastic idea that an SS Panzer Corps, forming near Kharkov, would be ready by Mid-February to drive the 350 miles to Sixth Army's relief. Concerning a conversation with Manstein about the actions of Hitler and O.K.H. at this time, General Wolfram von Richthofen, commander

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<sup>88</sup> Ziemke, Stalingrad To Berlin, 68-70. Hitler authorized "elements" of 57th Panzer Corps to move to guard Morozovsk and Tatsinskaya, essential air bases for 6th Army supplies. The rest of 57th Corps was to stay on Mishkova River. Hitler informed Manstein, as if it would make all the difference, that one battalion of Tiger tanks being sent by rail would cross into Russia that day.

of Luftflotte 4, wrote in his diary, "we [Richthofen and Manstein] both feel the same - that we're like a couple of attendants in a lunatic asylum" (See Figure 5).<sup>89</sup>

## 2. Execution

On 24 December the Soviets moved to seize the initiative from Manstein in the Kotelnikovo area. The Second Guards Army and Fifty-First Army (149,000 men, 635 tanks, 1,500+ guns) opened a major attack against Fourth Panzer Army (17th and 23rd Panzer Divisions and two Rumanian Corps).<sup>90</sup> In three days of heavy fighting the Soviets smashed the Rumanian formations and attempted to outflank Fourth Panzer Army to the south. The Germans conducted a fluid defense while slowly retreating toward Rostov. On 29 December, Second Guards Army took Kotelnikovo.<sup>91</sup> In these operations Fourth Panzer Army chose not to offer inadequate resistance along its entire front but to keep its forces concentrated. Instead, it was able to offer strong opposition at vital points and deliver surprise attacks whenever an opportunity presented itself. This left some areas with little or no defenses but

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<sup>89</sup> See Downing, The Devil's Virtuosos, 129; Goerlitz, Paulus and Stalingrad, 282.

<sup>90</sup> Erickson, The Road to Berlin, 22-23. Fourth Panzer Army strength at 24 December can be estimated at around 30,000-60,000 men, 100-150 tanks. This is given the transfer of 6th Panzer Division and several prior days of offensive operations.

<sup>91</sup> Rotundo, ed., Battle for Stalingrad, 128.

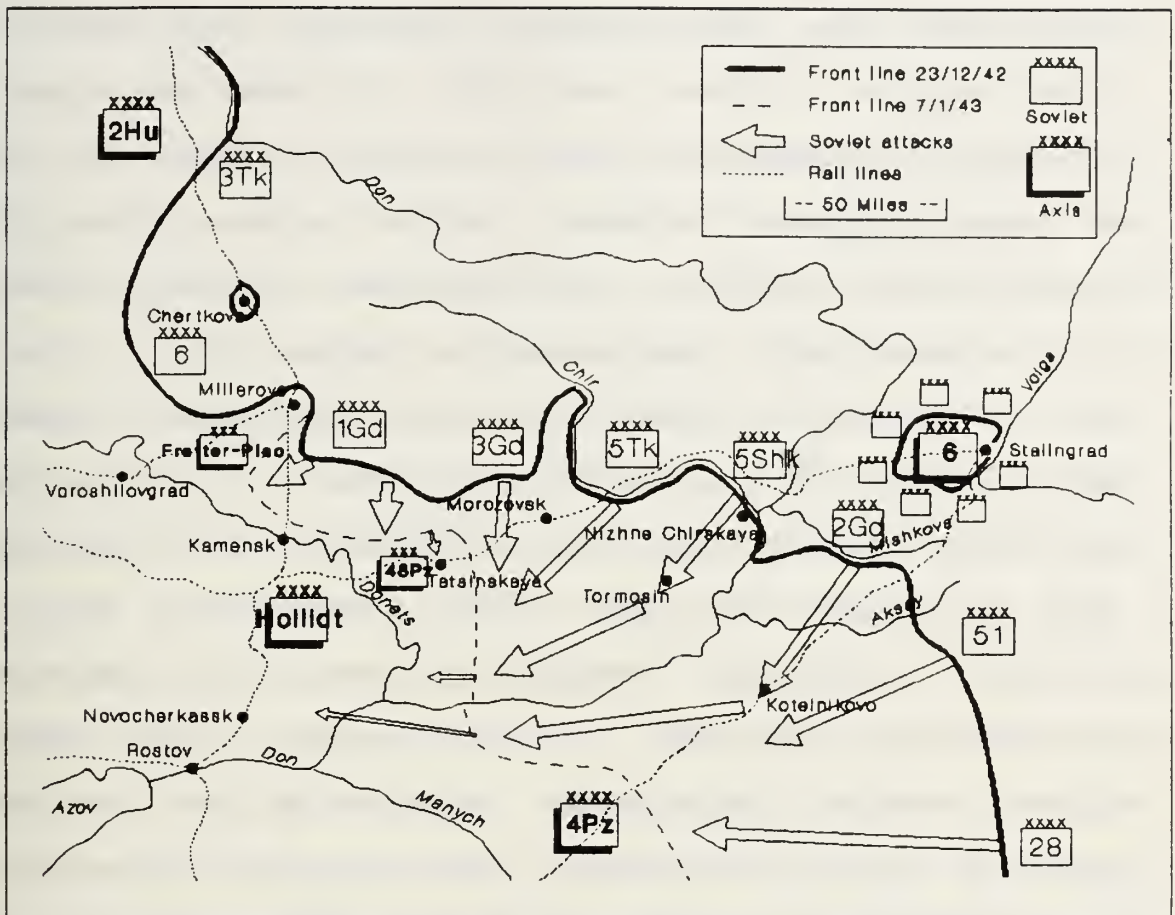


Figure 5 Army Group Don Under Pressure 23 DEC 1942 - 7 JAN 1943

allowed Axis forces to gain the initiative locally whenever they wanted. 92

On 24 December, the airfield and rail junction at Tatsinskaya fell to the Soviet 24th Tank Corps (under General V. M. Badanov). In two days it had covered 120 miles, overrun the base, destroyed everything it found, and had dug in around the town while waiting to be relieved. 6th Panzer Division

92 Manstein, Lost Victories, 386.



joined 11th Panzer Division near Tatsinskaya with orders to retake the vital junction immediately. 24th Tank Corps put up an exceptional defense by Soviet standards. After four days of fighting Badanov withdrew to the northeast with the remnants of his formation. On 29 December, Tatsinskaya, only 60 miles from Rostov, was retaken by the Axis.<sup>93</sup>

Not until 23 December were the Soviet units of "Little Saturn" encountering any effective resistance. The gaps they had torn in the Axis lines were slowly being filled, but only after the Soviets had gained several hundred square miles of territory. At Chertkovo, between 6,000 and 10,000 Germans and Italians were surrounded. On 23 December, 19th Panzer Division occupied a 40 kilometer sector of the front and began operations to relieve Chertkovo. At Millerovo, Fretter-Pico Group (3rd Mountain, and 304th Infantry Divisions) was heavily engaged in an all-round defense of that vital road and rail junction. Between Millerovo and the Chir River Army Detachment Hollidt (62nd, 294th, 336th, 387th Infantry, and 6th, 7th, and 11th Panzer Divisions) put up the stiffest resistance, retreating only when it had to. As Badanov had done, powerful Soviet units were bypassing Axis positions at

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<sup>93</sup> See Glantz, "From the Don to the Dnepr," 79-81; Erickson, The Road To Berlin, 19-22. For this action 24th Tank was renamed 2nd Guards Tank Corps and Badanov became the first recipient of the "Order of Suvorov". German defenders at Tatsinskaya were all killed and many were tortured and mutilated, to be found later by the Panzer divisions.

Chertkovo and Millerovo. These forces were trying to get behind Army Group Don.<sup>94</sup>

Soviet pressure on Rostov was growing. It was clear to Manstein that all German forces in the Caucasus should have been withdrawn toward the Central Ukraine immediately. As early as 20 December, 1942, Manstein had pointed out, to General Zeitzler, Army Chief of Staff, the developing danger to Rostov and Army Groups Don and A.<sup>95</sup> As this crisis developed, Army Group A refused to allow Manstein control over any of its units and O.K.H., whose place it was to order a transfer, did nothing. But O.K.H. did consider putting Army Group A under Manstein's command. This was a condition set by Manstein for his acceptance of the command of Army Group Don. Neither Hitler nor Kleist, the latter equal in rank to Manstein, was able to invoke a decision from O.K.H. placing one army group under the other. Considering the egos of both men, O.K.H. could not see a way in which one army group could function under the command of the other. The two Army Groups continued to operate separately. At Manstein's insistence, Hitler finally selected 29 December to order a limited withdrawal of Army Group A, which was still deep in the

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<sup>94</sup> See Glantz, "From the Don to the Dnepr," 76-79; Manstein, Lost Victories, 388-389.

<sup>95</sup> Manstein, Lost Victories, 378.

Caucasus. Yet he still had no intention of giving up the Caucasus front as a whole. <sup>96</sup>

Army Group Don continued to be stretched to the limit by Soviet attacks and Hitler's meddling. On 2 January, 1943, in a dispatch to Zeitzler, Manstein no longer concealed his irritation at the slow evacuation from the Caucasus. He accused Zeitzler, Kleist and even Hitler of serious procrastination, perhaps causing the loss of large quantities of equipment. <sup>97</sup>

In response to Hitler's repeated attempts to restrict operational freedom and his refusal to reinforce the 4th Panzer Army, fighting to protect Army Group A, Manstein asked to be relieved of command on 5 January, 1943. His message to O.K.H. stated:

"Should these proposals not be approved and this headquarters continue to be tied down to the same extent as hitherto, I cannot see that any useful purpose will be served by my continuing as commander of Don Army Group. In the circumstances it would appear more appropriate to replace me by a 'sub-directorate' <sup>98</sup> of the kind maintained by the Quartermaster-General."

Of course, his resignation was not accepted, but he had made a point.

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<sup>96</sup> Ibid., 379-382. Manstein sees Army Group A's inability to withdraw from the Caucasus as a paramount danger. He condemns troops, Staffs and indirectly, Kleist, for allowing stagnation to gain the upper hand. Army Group A had accumulated weapons, equipment and stores of all kinds and had come to regard them as indispensable.

<sup>97</sup> Ziemke, Stalingrad To Berlin, 73-74.

<sup>98</sup> Manstein, Lost Victories, 386.

On 7 January, a small Soviet force appeared twelve miles from Manstein's Hq. at Novocherkassk and only thirty-five miles from Rostov. Some tanks from a repair shop in Novocherkassk were quickly patched together to meet the threat. Fortunately, the Soviets turned south toward the rear of Fourth Panzer Army. Also on that day, elements of 3rd Guards Tank Corps (under General V. T. Volskii) moved to within twenty miles of Rostov from the east. Manstein continued his attempts to influence O.K.H. regarding the danger to Army Group A and Rostov. Hitler still refused to allow a withdrawal from the Caucasus. His only move so far had been to authorize 16th Motorized Division to pull out of Yelista on 6 January. 99

Army Detachment Hollidt continued an orderly retreat toward the Donets River. Hollidt used his panzer divisions as "fire brigades" for the most dangerous Soviet penetrations. Axis forces pulled out of Morozovsk, the airfield closest to Stalingrad, on 5 January. Millerovo was evacuated in the second week of January. Soviet units continued to bypass the stronger Axis positions around Chertkovo as they drove further west. Soviet forces seemed poised to take Rostov any day, trapping Army Group A and Fourth Panzer Army in the Caucasus. However, unknown to Manstein, "Little Saturn" had run its

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99 See Manstein, Lost Victories, 387; Downing, The Devil's Virtuosos, 132; Zienke, Stalingrad to Berlin, 74.



course by early January. STAVKA was shifting its attention to a new offensive along the upper Don River. <sup>100</sup>

## B. OPERATIONS ON THE UPPER DON RIVER

### 1. Background

Along the upper Don, Axis forces were exposed in a small salient. The Second Army and the Second Hungarian Army still occupied positions held on 19 November, 1942. The remnants of Eighth Italian Army held a lengthening southern flank for Army Group B. STAVKA planned to attack along the entire 300 mile Front of Army Group B with five fresh Armies. <sup>101</sup> The Soviets envisioned three steps. The first step was to encircle and destroy Second Hungarian Army. The next to do the same to Second Army which would be vulnerable after the Hungarians were destroyed. And finally, there would be a general advance to the west with Kharkov as the primary objective. While not directed at Army Group Don per se, any Soviet successes on the upper Don would eliminate valuable Axis forces and further threaten Manstein's north flank (See Figure 6). <sup>102</sup>

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<sup>100</sup> Zienke, Stalingrad to Berlin, 74-75.

<sup>101</sup> See Albert Seaton, The Russo-German War 1941-45, (New York: Praeger Publishers, 1971.), 341-343; Erickson, The Road to Berlin, 32-35. Thirteenth Army of Bryansk Front under Reiter; Thirty-Eighth Army, Sixtieth Army, Fortieth Army of Voronezh Front under Golikov; Third Tank Army of Southwest Front under Vatutin.

<sup>102</sup> Seaton, The Russo-German War 1941-45, 341.



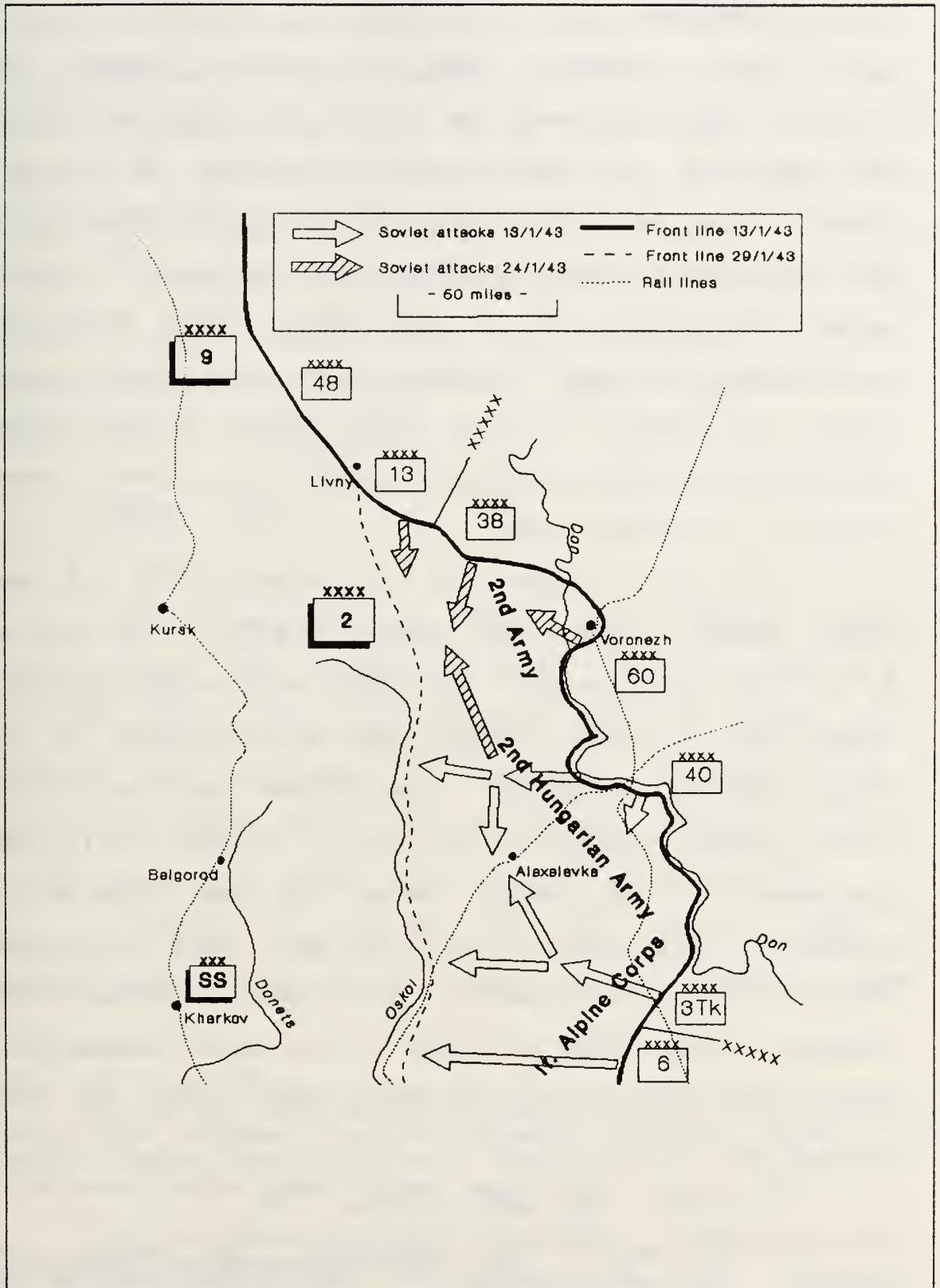


Figure 6 Soviet One-Two Punch on Army Group B 13 - 24 JAN 1943

## 2. Execution

On 13 January, 1943, the Soviets opened their offensive along the upper Don. Third Tank Army and Fortieth Army penetrated the Hungarian front at several spots. On 14 January, 15th Tank Corps overran the Hq. of 24th Panzer Corps, the only potent Axis formation in the area.<sup>103</sup> On 18 January, Alexeievka fell to the Soviets. This effectively trapped most of Second Hungarian Army, the Italian Alpine Corps, and elements of 24th Panzer Corps.<sup>104</sup> The Germans were unable to defend a 200 mile stretch of the front, between Voronezh and Voroshilovgrad.

In order to deal with the situation on his north flank, Manstein proposed two options to Hitler. The first was to use all reinforcements to stop the Voronezh Front far enough east to prevent Second Army and Army Group Don from being completely outflanked. The drawback was that it would further weaken efforts to hold Rostov and might still prove unsuccessful. The second option had been conceived by Manstein in late November but he had been unable to enlighten Hitler or O.K.H. to its merits. It involved assembling strong offensive forces north and south of the Soviet penetrations. At the right time, these two groups would strike the Soviet

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<sup>103</sup> Erickson, The Road to Berlin, 33.

<sup>104</sup> See Seaton, The Russo-German War 1941-45, 342; Erickson, The Road to Berlin, 34. This action cost the Axis nearly 232,900 troops in POWs/KIAs/WIAs.

flanks, encircling and destroying as many forces as possible. For option two to succeed Manstein knew the two Panzer Armies south of Rostov would have to be "leap-frogged" from his southern to the northern flank. This too was a move whose merits Hitler and O.K.H. seemed unable to grasp. As of 24 January, no decision had been reached on the movement of Army Group A, which remained deep in the Caucasus. <sup>105</sup> Hitler, refusing to listen to Manstein's ideas, vacillated until events decided for him. <sup>106</sup>

### C. A TURNING POINT

#### 1. Crisis

On 20 January, four Soviet corps attacked between Fourth Panzer Army and the Don River. Their aim was to pin the 57th Panzer Corps with one group while the another drove directly west for Rostov. If successful, both Army Group A and Fourth Panzer Army would be trapped south of the Don. Soviet tanks soon reached the airfield at Rostov. <sup>107</sup>

Pressure on Hollidt was also great. East of Voroshilovgrad three Soviet armies conducted powerful probes

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<sup>105</sup> It had been agreed in principle that First Panzer Army would withdraw from the Caucasus in early January but endless debate between Kleist, O.K.H., Hitler and Manstein, over every detail made action impossible.

<sup>106</sup> See Manstein, Lost Victories, 392-393; Zienke, Stalingrad to Berlin, 84.

<sup>107</sup> Manstein, Lost Victories, 395.

using every available asset to pin Axis forces in the area. On 23 January, Soviet spearheads crossed the Donets River west of Voroshilovgrad. If those units drove south in earnest they could have cut off all of Army Group Don and Army Group A.<sup>108</sup>

On 24 January, in a heavy blizzard, the Bryansk Front attacked the Second Army near Voronezh. Within days the Second Army was in full retreat, fighting out of encirclement on several occasions. By 29 January, Army Group B was destroyed as a military formation. The disaster on the upper Don left Manstein's northern flank bare.<sup>109</sup>

Faced with these multiple threats, Manstein had to set his priorities. The Soviets were conducting offensive operations over an 800 mile front, and still fighting heavily around Stalingrad. The only uncommitted formations under Manstein's command were 11th and 7th Panzer Divisions, both of which were on their way to meet the Soviets west of Voroshilovgrad. Manstein realized he would have to transfer both Fourth and First Panzer Armies to the Donets basin intact if he were ever to stabilize the region. The only means to accomplish that was a transit through Rostov. As an emergency measure Manstein diverted both Panzer divisions from Army Detachment Hollidt to protect Rostov. Logistical problems delayed their arrival in the area. When the 11th Panzer

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<sup>108</sup> Ziemke, Stalingrad to Berlin, 84.

<sup>109</sup> See Ziemke, Stalingrad To Berlin, 81; Erickson, The Road to Berlin, 34.



Division (under Major General Hermann Balck) reached Rostov it began operations (See Figure 7).<sup>110</sup>

## 2. Decisions

### a. Tactical

The 11th Panzer Division quickly drove the Soviets out of the Rostov airfield. By 23 January the only Soviet forces west of the Manych River were bottled up in a bridgehead at Manutchskaya. From there they could launch further attacks any time. Balck was ordered to take the bridgehead and as soon as possible since his division was also needed along the middle Donets.<sup>111</sup>

Powerful Soviet tank forces were dug in amid the buildings of the town. The initial frontal attacks were unsuccessful. Balck devised a ruse to draw the Soviets out of their positions. On 25 January he launched a feint attack against the far side of town with every available armored car and "half-track" under cover of a smoke screen and heavy artillery barrage. The Soviets responded to this apparent threat to their flank by shifting their tanks toward that side

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<sup>110</sup> Manstein, Lost Victories, 395-396. Delays were due to heavy train traffic moving through Rostov to supply the bridgehead at Taman. Hitler wanted supplies built up in Taman before Rostov fell yet would not allow the forces which could protect Rostov to use the trains.

<sup>111</sup> Major General Frederick Wilhelm von Mellenthin, Panzer Battles, trans. H. Betzler, ed. L. C. F. Turner (Norman, Oklahoma: University of Oklahoma Press, 1956), 204-205.



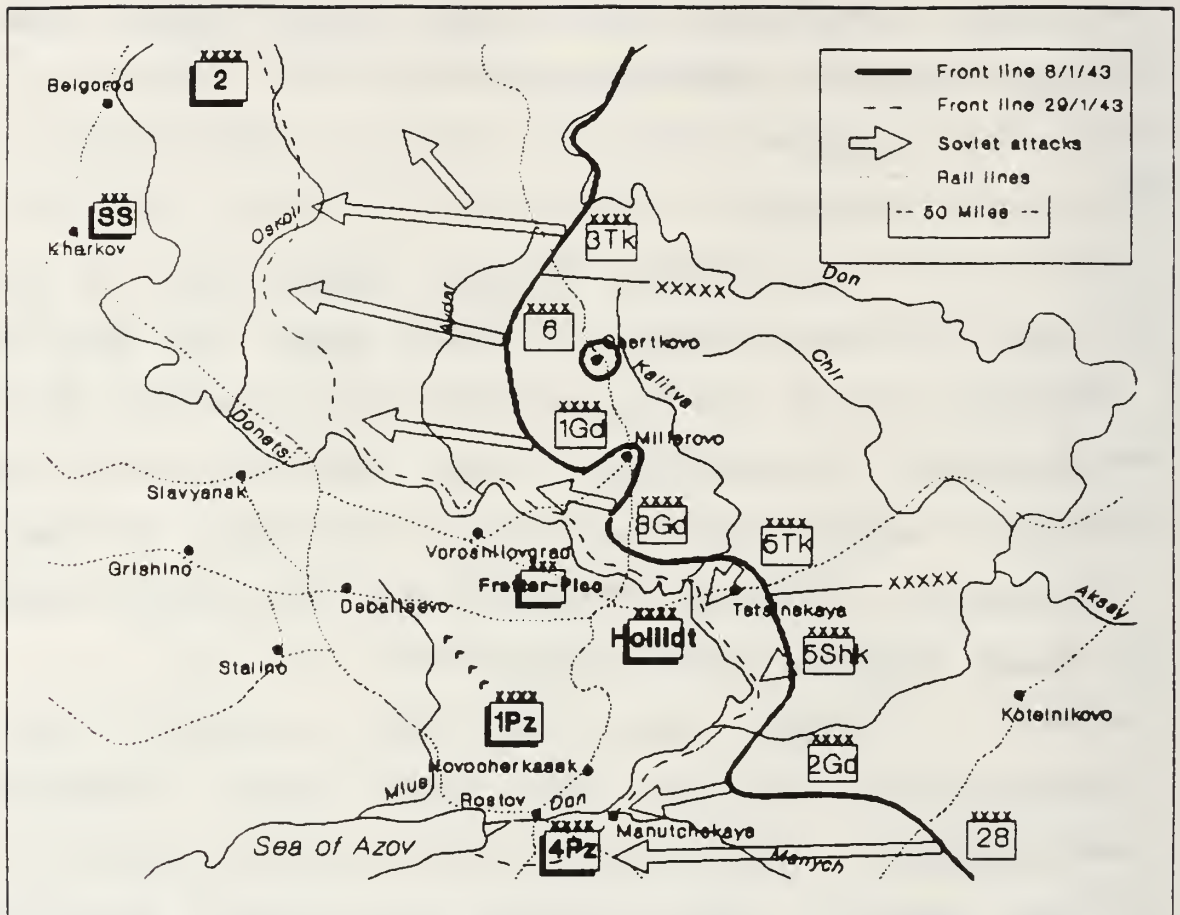


Figure 7 Strategic Status Army Group Don 8 - 29 JAN 1943

of town. At the right moment the Germans moved their barrage to the near side of town, where they had been defeated the previous day, and struck there with every available tank. Caught out of their positions the Soviet tanks were vulnerable from the rear by the real German attack. In minutes twenty Soviet tanks were destroyed and 500-600 Soviet troops killed or wounded. Balck's losses were one killed and fourteen

wounded. The Russians fled without destroying the bridge. The threat to Rostov was eliminated for the moment. <sup>112</sup>

The 11th Panzer Division was considered by many to be the most capable Panzer division to serve on the East Front. It had distinguished itself during the Chir River battles in December. When called upon to defend Rostov it had been in combat for two months with little rest. Its actions near Rostov provide a fine example of the tactical skill Manstein could count on from his subordinates. Battles like the one at Manutchskaya between Germans and Soviets were common during the Winter of 1942-43. This confidence in German tactical superiority over the Soviets played an important part in Manstein's estimations of what was possible during "that Winter."

*b. Strategic*

The close call near Rostov and Soviet pressure throughout the Donets basin finally moved Hitler to belated action. On 22 January Hitler decided that elements, and on 24 January the whole of First Panzer Army should be brought through Rostov toward the Middle Donets. Manstein was given command of First Panzer Army on 27 January and accelerated the withdrawal. Manstein shifted his Hq. to Stalino on 29 January as his efforts moved from the Don to the Donets region. By 31

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<sup>112</sup> Ibid., 205.

January First Panzer Army had completed its move through Rostov. 113

Hitler refused to allow Seventeenth Army to move through Rostov to the Ukraine. He insisted it hold onto the Kuban peninsula, near Taman. There, he believed it would be in an advantageous position for a summer offensive toward the Caucasian oil fields. Hitler's decision also allowed Soviet forces to separate elements of First Panzer Army. Two crack divisions, 13th Panzer and 50th Mountain, were forced to withdraw to Taman. Powerful Axis forces sat virtually immobilized on the Kuban Peninsula while Army Group Don was fighting for its life. If it lost that fight the forces at Taman also would perish. 114

After two and a half months of successful offensive operations which killed or captured hundreds of thousands of Axis troops, STAVKA believed the Axis were on the verge of collapse on the southern wing of the East Front. Stalin called for one last offensive to destroy Army Group Don before the winter ended. However, with First and Fourth Panzer Armies disengaging from the Rostov area, Manstein possessed a new freedom of action to meet the Soviet threat.

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113 Manstein, Lost Victories, 397-398.

114 Clark, Barbarossa, 250. The Taman bridgehead (also known as the Kuban bridgehead) totaled nearly 250,000 German and over 150,000 Axis satellite troops.

#### D. "CLIMATE OF WAR"

Between 23 December, 1942, and 29 January, 1943, the "climate of war" on the East Front remained severe. The danger for Manstein was less personal and more professional. When Soviet forces appeared only twelve miles from his Hq. on 7 January Manstein was in some personal danger but for the most part he remained clear of the fighting. For the formations under his command, however, the danger was real and constant.

Powerful Soviet attacks frequently shattered units of the German allies. In this way, the Germans were constantly faced with encirclement as Soviet formations bypassed them. This happened, at Millerovo, at Chertkovo, and to the Fourth Panzer Army on the Aksay River. The Germans also increased their risk by conducting a fluid defense. As the Panzer forces concentrated in strike groups to handle Soviet breakthroughs, they usually operated without flank protection. German infantry divisions became responsible for vast stretches of the line. In the face of a serious attack they could often only act as a trip wire to warn the Panzer forces of the breakthrough. Units stretched in this way ran a much greater risk of disintegrating in combat. While fluid defense incurred greater risk it also offered the best opportunities for success against the Soviets, given the shortage of German troops.



Whole armies were in as much danger as small units. Army Group A and Fourth Panzer Army would be lost if Rostov fell. If the Dnieper crossings fell, both those formations and Army Group Don could die. The reports of Soviet forces across the Donets, west of Voroshilovgrad, on 23 January heightened that danger. The very real danger to the entire southern wing on the East Front must have affected Manstein as he operated in the days between 23 December 1942 and 29 January 1943.

During this time Manstein was constantly required to do more with less. The resulting exertion affected every formation in his command and must have had an indirect affect upon him. From 23 December to 17 January, for example, the 19th Panzer Division defended a 40 Kilometer sector of the line essentially alone. It was also tasked with the relief of the encircled garrison at Chertkovo, making several unsuccessful attempts to reach it.<sup>115</sup> When Chertkovo fell, the 19th was itself encircled near Starobyelsk. It continued fighting and eventually made it back to German lines, maintaining its cohesion.<sup>116</sup>

The 11th Panzer Division remained engaged or rushed to become engaged in heavy combat throughout this time. Nearly all the Panzer and Panzer Grenadier divisions of Army Group Don (6th, 7th, 11th, 16th, 17th, 19th, 23rd) were kept busy as

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<sup>115</sup> Glantz, "From the Don to the Dnepr," 77-84.

<sup>116</sup> Manstein, Lost Victories, 397.



the "fire brigades" for fluid defensive operations along the Group's 450 mile front line. Manstein's infantry fared no better. The need to identify the Soviet attacks and, when possible, to offer a credible defense forced them to deploy in a single echelon while covering great distances. Manstein continually asked the units under his command to perform to the limits of their endurance, limits he seemed to grasp instinctively.

During this time also, Manstein continued to grapple with uncertainty over every decision. Hitler's indecisions and their timing complicated Manstein's situation. During this time Manstein expended great energy trying to convince Hitler and O.K.H. of the appropriate actions to take. An example of this was the struggle over the question of whether the Caucasus should be evacuated because the situation there had a tremendous influence on how Manstein would conduct his operations. Hitler vacillated on the matter until the Soviets decided for him. Hitler also might have allowed the evacuation as early as 19 November, 1942. Manstein realized even earlier that any Soviet operation in strength near Stalingrad would require a withdrawal from the Caucasus. The uncertainty of Hitler's decisions cost the Axis heavily in men and material, and was a constant source of frustration for Manstein.

Soviet actions were an important cause of uncertainty for Manstein. The timing, location, strength and objectives of

the Soviet attacks were difficult to determine. With so many formations in motion over great distances and frequently locked in combat, the intelligence services found it difficult to keep track of the enemy. Raids on Tatsinskaya and the Rostov airfield further clouded the "truth". Much of Manstein's information was unreliable. He typically had to disregard minutiae in favor of a broad strategic appraisal, a difficult thing for any commander to do.

The performance of Axis units also gave Manstein cause for uncertainty. The Hungarians proved even less capable than the Rumanians or Italians at resisting Soviet attacks. The Soviets attacked Second Hungarian Army a day earlier than planned when preliminary reconnaissance probes breached the Hungarian lines in several places.<sup>117</sup> Of all the Axis allies only the Italian Alpine Corps performed with any consistency on the battlefield. After "Little Saturn", the remnants of Third Rumanian Army were withdrawn from combat and permanently restationed in Rumania.<sup>118</sup> Some of Manstein's reinforcements were Luftwaffe divisions. These were hastily put together to fill the gaps in the line. They were generally well equipped, but poorly led. If they survived their baptism of fire, which was far from certain, their performance afterward usually proved adequate. With so few troops, Manstein had to rely on

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<sup>117</sup> Erickson, The Road to Berlin, 33. The 7th Hungarian Division fled its positions at these probes.

<sup>118</sup> Glantz, "From the Don to the Dnepr," 85.

every formation to do its part in the fighting. He had more confidence in some formations than in others.

Chance continued to affect Manstein's operations. The weather is perhaps the most apparent element of chance on the battlefield. Between 23 December 1942 and 29 January 1943, the intense Russian winter made itself felt throughout Army Group Don's zone of responsibility. Rivers changed unpredictably, from impassable barriers of slush and ice floes, to ice roads into the enemy's rear areas. The devastating attack on Second Army, on 24 January, was launched in a blizzard and twenty degrees below zero.<sup>119</sup> Low ceilings impaired air support at a time when the Axis were falling back and airfields operated dangerously close to the Front. In contrast, the Soviets advanced too quickly sometimes and found themselves beyond the reach of their own air support.<sup>120</sup>

Chance is especially a function of uncertainty in war and also influenced by the presence of danger and exertion. But for chance, the action at Manutchskaya might have failed, pinning the 11th Panzer Division in the area and leaving the Soviets within striking distance of Rostov. The Soviet force might have overrun Manstein's Hq. on 7 January rather than turn south and away from Novochoerkassk, perhaps capturing

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<sup>119</sup> Erickson, The Road to Berlin, 34. There is no mention here of Fahrenheit or Celsius. Either one is very cold.

<sup>120</sup> Manstein, Lost Victories, 396.

Manstein. The Soviets might have released a few of the seven armies encircling Stalingrad after "Winter Storm" failed. These could have made a decisive difference in the effort against Army Group Don. For Manstein, the "climate of war" remained severe between 23 December and 29 January.

## V. OPPORTUNITY IN DANGER

### A. DONBAS OPERATION

#### 1. Background

Emboldened by the success of "Uranus" and "Little Saturn", STAVKA felt capable of a last great offensive before the Spring thaws halted operations in the Ukraine. STAVKA intelligence led the Soviets to believe the Axis would collapse under the new offensive.<sup>121</sup> The plan called for a series of attacks along a 900 mile front, from Rostov to Kursk, liberating an area of the Ukraine called the Donbas. Stalingrad seemed about to fall, thus freeing several armies to reinforce the operation. The objectives were ambitious. First, the newly designated South Front (under General A. R. I. Malinovsky) would press Rostov from the south and east with four armies (Second Guards, Fifth Shock, Twenty-Eighth, and Forty-Fourth). Second, Southwest Front (under Vatutin) would continue to outflank Army Group Don to the north, turning south to capture Mariupol on the Sea of Azov, and

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<sup>121</sup> Downing, The Devil's Virtuosos, 138-139. A Soviet spy network known as "Lucy" was lodged into O.K.W. and O.K.H.. For some time it had provided valuable information to STAVKA. In late January its information was infected by the deep gloom prevailing at German High Command. It reinforced an already over-confident STAVKA. "Lucy" had no agents on Manstein's staff, where there was no gloom, only nervous energy as the genius maneuvered for advantage.



simultaneously driving southwest to take the Dnieper crossings. Vatutin was given four armies (Sixth, First Guards, Third Guards, and Fifth Tank) to accomplish his mission. Third, Voronezh Front (under Golikov) would advance on a broad front toward Kiev, taking Kharkov and Kursk along the way. Golikov commanded four armies for the mission (Thirty-Eighth, Sixtieth, Fortieth, and Third Tank). Finally, Bryansk Front (under General M. A. Reuter) would attack toward Kursk with two armies (Thirteenth, and Forty-Eighth). There was to be no offensive pause prior to commencing the Donbas operation.

Success depended on the effort of Southwest Front. Vatutin had already advanced a great distance and, without rest, was tasked with taking two objectives along divergent lines of advance. If Axis resistance stiffened, his forces would be unable to support each other. STAVKA bolstered his armies as best it could, giving Vatutin a two-to-one and four-to-one advantage in troops and tanks, respectively over the Axis in his sector.<sup>122</sup> All Fronts were to attack between 29 January and 2 February (See Figure 8).

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<sup>122</sup> Glantz, "From the Don to the Dnepr," 129. Southwest Front on 29 January 1943 had 325,000 troops and 362 tanks. To defend the area, the Axis had 160,000 troops and 100 tanks spread between First Panzer Army, Army Detachment Hollidt and elements of Army Detachment Lanz.

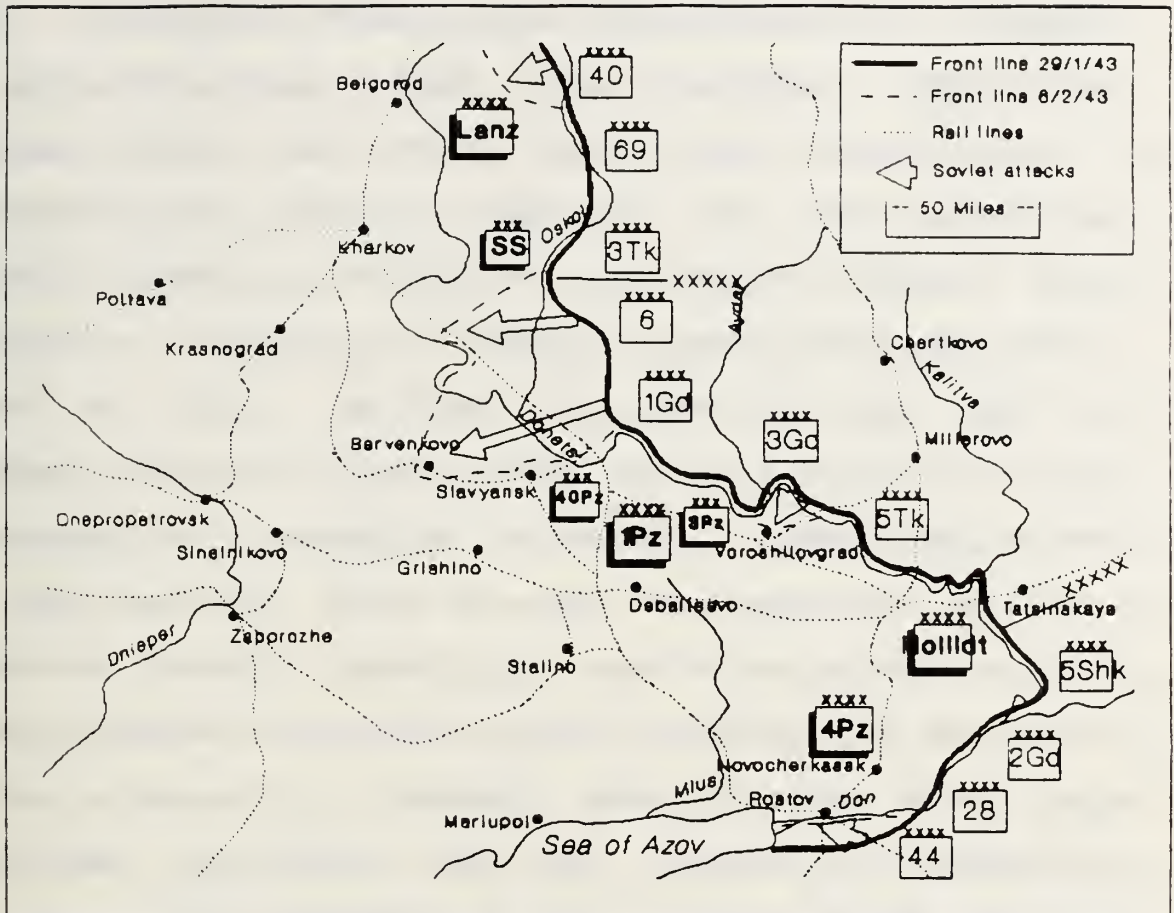


Figure 8 Soviet Donbas Operation 29 JAN - 6 FEB 1943

## 2. Execution

The Donbas operation began on 29 January as Vatutin's Sixth Army (under General Kharitonov) advanced toward Kupyansk on the Oskol River. With the help of Third Tank Army, it took that city on 2 February. The defending German 298th Infantry Division was encircled in the fighting but regained Axis lines after a three day fighting withdrawal. Elements of Sixth Army took Izyum on 5 February. Here again, the German 320th

Infantry Division conducted a successful withdrawal from encirclement, requiring several days to regain Axis lines. 123

On 30 January, First Guards Army (under General Kuznetsov) struck the 19th Panzer Division near Kremennaya. That city fell the next day. On 1 February, elements of First Guards Army were across the Donets and attempting to surround Slavyansk, an important rail junction. Only the timely arrival of the 7th and 3rd Panzer Divisions prevented another Soviet encirclement. Possession of Slavyansk was considered vital to the success of both the Soviet offensive and the German defensive operations. By 6 February fighting was heavy around the city as both sides poured in every available asset. Many Soviet units bypassed Slavyansk to the north, taking Barvenkovo on 6 February. That same day Kuznetsov pushed 19th and 27th Panzer Divisions out of Lisichansk. 124

To slice through to the Sea of Azov, STAVKA created a special "Front mobile group" (55,000 troops and 212 tanks) under the command of General M. M. Popov. Late on 30 January, Group Popov was introduced into the gap between First Guards Army and Sixth Army. Yet STAVKA waited to launch Popov south until Slavyansk was secured. 125

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123 Ibid., 137.

124 Ibid., 140-143.

125 See Erickson, The Road to Berlin, 46; Glantz, "From the Don to the Dnepr," 129, 143-144.

Voronezh Front joined the offensive on 2 February. Golikov sent two armies, the Thirty-Eighth and Sixtieth, toward Kursk and the German Second Army. Toward Kharkov, he sent three armies, the Fortieth, Third Tank and the newly formed Sixty-Ninth. Along the approaches to Kharkov, Golikov enjoyed a three-to-one advantage in troops and tanks. <sup>126</sup>

Powerful SS units surprised Third Tank Army (under General Rybalko) blocking his way and making little initial progress. <sup>127</sup> Sixty-Ninth Army (under General Kazakov) also encountered the SS but attempted an outflanking move to the north. Fortieth Army (under General Moskalenko) met little resistance and advanced rapidly, converging on Kharkov from the northeast. By 5 February the SS units had all but stopped Rybalko and Kazakov but the progress of Fortieth Army threatened to undo the SS defensive efforts. On 6 February Fortieth Army was preparing to assault Belgorod. If successful, Soviet forces would be across the last major river obstacle before Kharkov. <sup>128</sup>

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<sup>126</sup> Glantz, "From the Don to the Dnepr," 232. On 2 February Voronezh Front sent 210,000 troops and 615 tanks toward Kharkov. The Defending Army Detachment Lanz and the assembling SS Panzer Corps fielded 70,000 troops and 200 tanks.

<sup>127</sup> Ibid., 243. The SS Panzer Corps forming near Kharkov sent elements from two divisions forward to meet Golikov. These were from SS Panzer Division "Das Reich", and SS Panzer Division "Leibstandarte Adolf Hitler", these were joined by the Motorized Division "Grossdeutschland".

<sup>128</sup> Ibid., 240-251.



The South Front also joined the offensive on 2 February. Augmented by two armies from Southwest Front, it conducted a general attack along the lower Donets basin. The Soviets were attempting to pin as many Axis forces along the lower Don as possible. While three armies (Fifth Shock, Second Guards, and Twenty-Eighth) converged on Rostov, Fifth Tank Army (under General Romanenko) advanced west toward the Mius River. On 5 February, Third Guards Army (under General Lelyushenko) began a house to house fight for possession of Voroshilovgrad.

Though Manstein had gained the freedom to pull First Panzer Army out of the Caucasus, Fourth Panzer Army remained on the lower Don. It assisted Army Detachment Hollidt in holding the Donets-Don river line. Separated, the two Armies could only react to the many Soviet attacks and would eventually be overwhelmed. Manstein had a plan to bring the two Panzer Armies together but needed an opportunity to present it personally to Hitler. He believed that was the only way, given previous interaction with Hitler, he would be allowed to implement his ideas in time to be successful. On 3 February, the Sixth Army at Stalingrad finally surrendered. Seven Soviet armies were freed to join the fighting. To underline the perilousness of his situation Manstein showered O.K.H. with requests for several emergency measures necessary to stabilize the Donets basin. He called for priority on all reinforcements and the transfer of several formations from



Army Groups A and B, to Army Group Don. He also called for an SS attack from the Kharkov area as soon as possible. Hitler decided it was time to speak personally with Manstein. 129

#### B. CONFERENCE AT WOLFSSCHANZE

On 6 February, 1943, Hitler's private plane, a 4-engine Condor, brought Manstein to East Prussia and Wolfsschanze, the Fuehrer's headquarters. Here, Manstein had to convince Hitler of how to forestall the disaster threatening the German southern wing. He wished to discuss two questions with Hitler.

The first of these questions was withdrawal from the eastern part of the Donets basin. Immediate action was required to disengage forces for the proposed counterattack. The second question dealt with Hitler's position as Supreme Commander. Manstein hoped to convince Hitler to relinquish active command to a qualified professional, or at least choose a qualified Chief-of-Staff endowed with the appropriate responsibility and authority. 130

Manstein was uncertain of Hitler's mood prior to the conference. His aggressive conduct of operations and frank communications with O.K.H. could easily have angered Hitler, especially since he had registered few successes since taking

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129 Manstein, Lost Victories, 406.

130 Ibid., 407.

over Army Group Don. Hitler's opening remarks were unexpected, he began:

"Gentlemen, first I would like to say a word about Stalingrad. I alone bear the responsibility for Stalingrad, and now, the current situation in the East, please." <sup>131</sup>

This was classic Hitlerian psychology, disarming Manstein temporarily with the unexpected words. It is uncertain whether the words held any real conviction, but they did change the atmosphere of the conference.

Hitler listened calmly while Manstein presented his appraisal of the military situation, listing the conclusions to be drawn from it. His argument proceeded logically. Current German forces were inadequate to hold the area of the Don and Donets basins. By trying to do so, Germany would soon lose the area and Army Group Don as well as Army Group A. At the right moment, Army Group Don should abandon a portion of the Donets basin. This would conserve forces and enable a stronger defense of the remaining area.

Manstein then gave his forecast of how the operations would proceed. With Army Group B almost completely out of action, powerful Soviet forces were free to advance Southwest to the lower Dnieper or the Sea of Azov. The success of their mission would decide the war in the East. The Soviets were able to draw on the forces around Stalingrad and other reserves. The SS Panzer Corps and all possible reinforcements

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<sup>131</sup> Stahlberg, Bounden Duty, 251.

would be unable to stop so powerful a move. Only by pulling both the First and Fourth Panzer Armies from the lower Don and concentrating them between the Donets and Dnieper would it be possible to thwart the Soviet offensive and restore the situation on the southern wing of the Eastern Front. Only by an immediate retreat to the Mius, would the front be shortened enough to allow the Panzer armies to disengage and meet the Soviet threat. <sup>132</sup>

Hitler listened to Manstein calmly, before presenting a variety of tangential arguments against a retreat to the Mius. He regarded any statement by Manstein about the future as sheer hypothesis which might or might not become reality. He made the excellent point that shortening any of the front released as many Russians as Germans. The Russians forced to fight for every foot, would soon be worn out. Germany needed the coal taken from the Donets basin. <sup>133</sup> Hitler even held out hopes for an early thaw to stop the Soviets in their tracks. <sup>134</sup> Throughout the four hour meeting, Hitler calmly and rationally discussed matters from both economic and political perspectives. Only once did he mention the operational position. He believed the SS Panzer Corps capable

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<sup>132</sup> Manstein, Lost Victories, 408-9.

<sup>133</sup> Zienke, Stalingrad to Berlin, 87. Manstein had learned earlier that the coal mined east of the Mius River could not be used either for coking or as locomotive fuel.

<sup>134</sup> Manstein, Lost Victories, 413.

of a successful thrust from Kharkov against the Soviet flank. At that time the Corps only contained two divisions. 135 Observers said Hitler "displayed . . . his quite astonishing knowledge of production figures and weapon potentials." 136 Surprisingly, Hitler concluded his monologue by granting permission for a withdrawal to the Mius.

It is unclear why Hitler approved the plan. Manstein expressed frustration that his military appraisal had no visible affect on the decision, and Hitler so easily discounted his forecasts. In the face of Hitler's short-term perspective, Manstein privately defended the long-term outlook as necessary for strategic planning:

"All considerations of an operational nature are ultimately based-- especially when one has lost the initiative to the enemy-- on appreciations or hypotheses regarding the course of action which the enemy may be expected to take. While no one can prove beforehand that a situation will develop in such-and-such a way, the only successful military commander is the one who can think ahead. He must be able to see through the veil in which the enemy's future actions are always wrapped, at least to the extent of correctly judging the possibilities open to both the enemy and himself." 137

Emboldened by his success, Manstein brought up his second question concerning leadership. Hitler remained calm even at this veiled indictment of his own command qualifications. He countered by citing the personal disappointments he had

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135 Ibid., 411.

136 Clark, Barbarossa, 260.

137 Manstein, Lost Victories, 409.



experienced with Generals, Werner von Blomberg and Walther von Brauchitsch. He pointed out that Goering was his successor and that he could not place anyone above him. The question remained unresolved. 138

Manstein returned to the Front with the freedom he needed to execute his plans. To gain Hitler's timely support, Manstein was forced to leave the front at a crucial time for a day and a half. Yet the political victory of the conference far outweighed the military benefits of his presence at the Front. In dealing with his superior, Manstein was respectful, logical and firm. He realized the importance of both political and military battles in strategic planning.

#### C. MANSTEIN CASTLES TO THE LEFT

##### 1. Risk

While Manstein had gained a freedom of action, it would still take nearly two weeks to move Fourth Panzer Army to the Left wing of Army Group Don. During that time the Axis situation seemed to worsen as the Soviets pressed their advantage. As Manstein positioned his forces for the counterattack he had envisioned back in November, he ran a considerable risk. If the Fourth Panzer Army was pulled out of the line could the tired divisions of Army Detachment Hollidt conduct an orderly retreat to the Mius and hold there?

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138 Clark, Barbarossa, 260.



When the 2nd SS Panzer Corps (under General Paul Hausser) was pulled back, near Kharkov, would the remaining infantry be able to retreat in an orderly fashion or would Soviet pressure rout them? When the best elements of First Panzer Army were shifted to the rear would the infantry be able to hold the Donets river line near Lisichansk? His Panzer forces needed as much rest as possible to achieve maximum success in the counterattack. But how much rest was enough and how long could the lines hold without panzer support? Manstein could only rely on his instincts for the answers to these questions. In the meantime Soviet pressure continued (See Figure 9).

## 2. Growing Crisis

On 8 February, Vatutin struck south from his bridgehead at Voroshilovgrad though that city had not been fully cleared of Axis forces. Malinovsky attacked across the lower Don, attempting to bypass Rostov and reach the Mius. The pressure on Army Detachment Hollidt as it retreated toward the Mius was tremendous. <sup>139</sup>

On 9 February, Fortieth Army captured Belgorod, opening the way to Kharkov. Volchansk fell to Sixty-Ninth Army and Sixth Army took Andreyevka. Despite the best efforts of the SS, a circle was forming around Kharkov. Between Belgorod and Kursk, nearly 100 miles to the north, there were

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<sup>139</sup> Manstein, Lost Victories, 414.

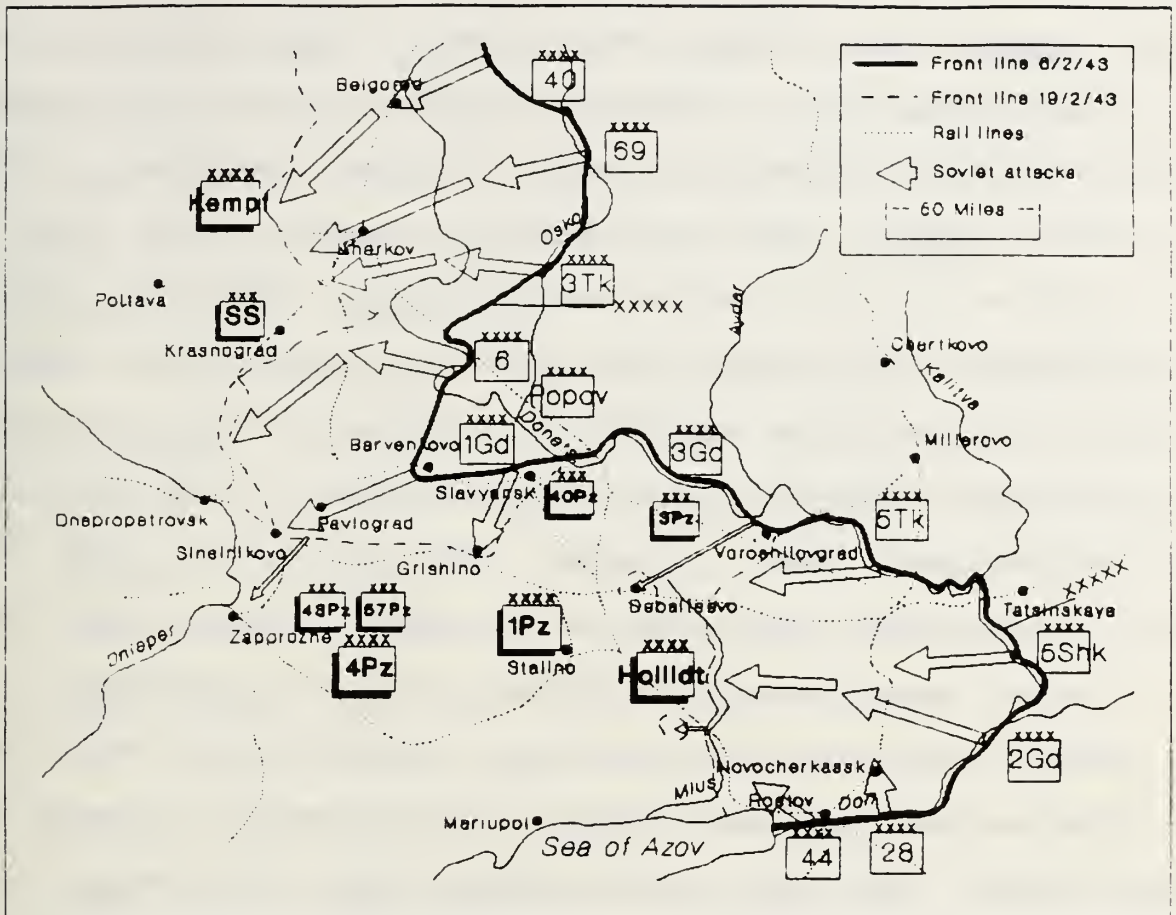


Figure 9 Soviet Donbas Operation 6 - 19 FEB 1943

no effective Axis forces. The Soviets advanced through the gap with all possible speed. 140

On the middle Donets heavy fighting continued around Slaviansk. Vatutin was unable to make any headway against German defenses. STAVKA had been receiving reports of a general retreat of Axis forces from the Donets basin. Stalin decided Hitler would only give up that valuable coal region if he was in dire straits. Based on reports of large troop

140 Ibid., 415.

movements west (Fourth Panzer Army) it was decided the Axis were attempting a complete withdrawal beyond the Dnieper River. On 10 February Vatutin received new orders. Group Popov was to release and bypass Slavyansk, moving south to capture the rail junction near Grishino. This was the main East-West line serving Army Group Don. First Guards Army was to shift away from Slavyansk and race west, taking the Dnieper crossings before the Axis could get across. Sixth Army was to advance west toward Krasnograd with all possible speed. 141

During the night of 10 February Group Popov force marched over terrain the Germans considered impassable. By 0900 11 February Popov surprised and defeated the meager Axis forces defending near Grishino. This effectively severed that primary rail line. 40th Panzer Corps (7th Panzer, 11th Panzer, and SS Panzer Grenadier "Viking" divisions), which was defending Slavyansk, moved to retake Grishino as soon as possible. SS "Viking" Division moved to attack Grishino directly while 7th and 11th Panzer divisions attempted to isolate Popov while still defending Slavyansk. In four days of heavy fighting the Germans were unable to dislodge Group Popov. 142

On the night of 13 February, Third Guards Army managed to filter the entire 7th Guards Cavalry Corps through Axis

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141 Glantz, "From the Don to the Dnepr," 149.

142 Ibid., 150-153.

lines to capture the rail junction at Debaltsevo. <sup>143</sup> This severed the same rail line that moved through Grishino, only seventy-five miles further east. To contain the cavalry, 17th Panzer Division stayed in the area for several days at a time when it should have been 100 miles west, "resting" with the rest of Fourth Panzer Army. <sup>144</sup>

On 14 February Fortieth Army fought into the suburbs of Kharkov. A few miles to the south, Sixth Army took Zmiyev, but could go no further north against determined SS defenders. Instead, Sixth Army drove southwest toward Krasnograd as per its new orders. Golikov's three armies were closing a ring around Kharkov and the SS Panzer Corps defending it.

Hitler ordered 2nd SS Panzer Corps to hold Kharkov to the last man. Manstein requested a withdrawal from Kharkov so those forces might help secure his left flank. Hitler again issued the order to hold, as did General Lanz, commander of Army Detachment Lanz to which 2nd SS Panzer Corps was officially subordinated. On 15 February, Hausser defied orders and withdrew his Corps from Kharkov. General Lanz was replaced by General Kempf. By withdrawing, 2nd SS Panzer Corps became available for the counterattack later. Additionally, STAVKA viewed the SS withdrawal from so

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<sup>143</sup> Clark, Barbarossa, 265. The Soviets surprised two trains of Axis reinforcements for 17th Corps and put them literally to the sword.

<sup>144</sup> Manstein, Lost Victories, 418.



important a city, rather than standing and fighting to the end, as was Hitler's well-known practice, as further evidence of an impending Axis collapse. 145

Kharkov fell to the Soviets on 16 February. Hitler had had enough. He decided he would visit the Front himself to assess Manstein's competence. Under Hitler's leadership, rarely had a commander suffered such a string of defeats and retained his command.

#### D. MEETING AT ZAPOROZHE

The day after Kharkov fell, Army Group South (Army Group Don was redesignated on 13 February) was warned to expect an "immediate: visit from the Fuehrer. He arrived on 17 February at Manstein's headquarters in Zaporozhe. That same day a division from First Guards Army took Pavlograd, less than forty miles from the Dnieper River. Except for the last days of the war, this was the closest Hitler ever came to the Front. While he was in Zaporozhe, Soviet cavalry elements were reported along the Dnieper River. The day Hitler flew back to Germany, Soviet tanks were seen within gun range of the airfield. 146

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145 Downing, The Devil's Virtuosos, 143. Hitler's fury over this disobedience of the supposedly ultra-loyal SS General Hausser was partly mollified by the immediate strategic advantages gained. Nevertheless a head had to roll. It was Lanz's.

146 Clark, Barbarossa, 266.



Hitler arrived with an entourage of over 100, including Zeitzler and Jodl. He was angry over the many unanswered defeats Manstein had suffered. His mind was set to dismiss Manstein, a common practice in the Third Reich.<sup>147</sup> At this critical time, Manstein was forced to defend against a political threat to his entire operation. Hitler could easily have hampered military operations, perhaps making success impossible. With a knack for devising Grand Strategy (proven by the early war years) and an uncanny mastery of tactical details, Hitler was a formidable opponent in any military argument. He used his numerous facts and figures to both embarrass his adversary and impress any observers with his 'expertise'.

After a brief situational report from Manstein, Hitler's opening barrage was brisk. Allowed to retreat on 6 February, Manstein had simply lost more land, including Kharkov.<sup>148</sup> Germans were falling back because only a third of their forces was committed to the line. The front had lost all cohesion.<sup>149</sup> Manstein received Hitler's attacks with cool determination. He calmly presented the plan for his counter-offensive. Hitler countered by insisting that Kharkov be

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<sup>147</sup> Ziemke, Stalingrad to Berlin, 91.

<sup>148</sup> Manstein, Lost Victories, 420. The defenders of Kharkov were not placed under the command of Manstein until 13 February. Prior to that time Army Group B controlled all Axis units in that sector, including the SS Panzer Corps.

<sup>149</sup> Downing, The Devil's Virtuosos, 144.

retaken as soon as possible with the SS Panzer Corps. Manstein explained himself. It was not possible to attack Kharkov and defend the Dnieper crossings simultaneously. If the crossings fell, both the First Panzer Army and Army Detachment Hollidt would be cut off, perhaps destroyed. Postponing an attack on Kharkov threatened nothing. The strength of the Fourth Panzer Army was better situated to deliver immediate attacks near the Dnieper crossings. When the spring thaw ended operations, it would do so in the area around the Dnieper crossings before the area around Kharkov. 150

Hitler failed to see Manstein's logic. Finally, Manstein pointed out that the decision on which way the SS Panzer Corps should attack could be put off a few days. The Corps was assembling near Krasnograd and would not be ready to attack before 19 February. Only after three days of first-hand observation was Hitler convinced of Manstein's plan.

This initial meeting at Zaporozhe revealed Manstein as a man of complete self-control in the face of an irrational and unschooled superior. Hitler certainly had a reputation of ruining fine operations by micro-managing, sometimes down to the battalion level. Both Summer campaigns on the Eastern Front stood as prime examples of Hitler's tendency in this regard. Manstein allowed the logic of his plan and the great

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150 Manstein, Lost Victories, 424.

success it promised to speak for themselves. When Hitler remained unconvinced, he relied on events themselves to enlighten the Fuehrer. If Manstein had aggressively confronted Hitler on that first day, his plans would surely have been ruined and perhaps he would have been relieved of command. Manstein realized the importance of maintaining an effective relationship with his political and military leader, and planned accordingly.

On 18 February, Manstein allowed the latest reports from the field to make an impression upon Hitler. The Soviet cavalry corps remained intact at Debaltsevo. Group Popov still held Grishino. Army Detachment Hollidt occupied positions behind the Mius River, after retreating 100 miles in nine days. The Soviets were right behind Hollidt. That night 3rd Guards Mechanized Corps pushed across the Mius River to occupy a position 18 miles behind the Front. German forces were able to isolate that unit and restore the line fairly quickly. <sup>151</sup> Near Kharkov, SS Panzer Division "Totenkopf" had become bogged down by a sudden thaw. Without "Totenkopf", an immediate attack toward Kharkov was out of the question. If the two divisions of 2nd SS Panzer Corps had been unable to hold Kharkov, they certainly could not retake it without the third's help. Manstein pointed to the need for an immediate

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<sup>151</sup> Ziemke, Stalingrad To Berlin, 88. Only a sudden thaw gave the Germans time to push the corps out and restore the line before Soviet reinforcements could arrive.

attack against Soviet forces near the Dnieper crossings, since the thaw could be expected there soon.<sup>152</sup> Finally, late in the day, Soviet tanks were seen only 36 miles from Zaporozhe.<sup>153</sup> Thoughts of relieving Manstein disappeared. Hitler saw the logic of Manstein's plans or perhaps he realized the urgent need for action, regardless of whose it was. Whatever the reason, he issued orders for 2nd SS Panzer Corps to attack southeast from Krasnograd as soon as possible.<sup>154</sup>

On 19 February, the conference continued. Kleist arrived on short notice. Hitler used this day to reassert himself, upset that events had proven him wrong. He informed Kleist that his Army Group A would now be considered "an adjacent reservoir of forces" for Army Group South.<sup>155</sup> In eight days, 50,000 troops had been airlifted from the Taman Bridgehead and 100,000 by 6 March. However, these troops were without weapons or equipment and arrived too late to be of any help for Manstein's counter-offensive.<sup>156</sup>

At one point, Hitler interrupted a brief to conduct a personal attack on both Field Marshals. He accused both of

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<sup>152</sup> Manstein, Lost Victories, 425.

<sup>153</sup> Zienke, Stalingrad to Berlin, 91.

<sup>154</sup> Manstein, Lost Victories, 426.

<sup>155</sup> Ibid., 427.

<sup>156</sup> Zienke, Stalingrad to Berlin, 92.



recommending different actions when speaking privately, but presenting a common front in public. He cited the controversy over the First Panzer Army in December. The Field Marshals were abruptly compelled to defend their actions in front of all those present. Hitler stepped back and soon Manstein and Kleist were angrily confronting each other. With an air of superiority, Hitler ended it:

That's enough, gentlemen. You see how necessary it is for me to be the one to decide. Please stop quarreling in front of me now!<sup>157</sup>

While Manstein was undoubtedly angry over the scene, such psychological warfare was of little consequence to him. The important thing was that Hitler leave Zaporozhe without interfering in his plans for the counter-offensive. A report of Soviet forces at Sinelnikovo, a mere 35 miles away, helped Hitler regain his priorities and signaled the end of the conference.

As Hitler's plane departed to the west, Manstein had gained a great political victory. He successfully thwarted an attempt by Hitler to interfere with and possibly ruin the plan he had nurtured so carefully. He won by: first, carefully marshalling a powerful and flawlessly logical argument; second, maintaining self-control in the face of extreme frustration; and finally, conceding the unimportant victories

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<sup>157</sup> Stahlberg, Bounden Duty, 279.



in favor of the primary goal. Manstein emerged from the conference free to execute his plan.

#### E. POISED

As mentioned earlier, Manstein had placed his army group at tremendous risk by concentrating his Panzer forces, to the maximum extent possible, in rear areas. His infantry, with little Panzer support, retreated steadily. Yet as Manstein had instinctively predicted, they maintained their cohesion and did not break. Concentration was necessary to maximize the effectiveness of his counterattack when it came. Another, perhaps unanticipated benefit of this maneuvering was the Soviet interpretation of a general rout.

The Soviets had eliminated several hundred thousand Axis troops and large quantities of material since 19 November 1942.<sup>158</sup> Their Winter offensive had achieved undreamed of successes. An air of over-confidence permeated STAVKA. After all, it seemed only natural that the Axis powers were weakening and retreating in early February 1943. The Soviet military leadership watched the movement of men and material behind the Axis lines, most of which were heading West, and decided they were fleeing across the Dnieper River. Those few forces moving East were labeled "covering forces" for the

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<sup>158</sup> Even though the overwhelming majority of those casualties were Rumanian, Hungarian, or Italian rather than German, the more lethal nationality.

retreat. <sup>159</sup> With that in mind STAVKA pushed its armies relentlessly forward to trap the "retreating" Axis. By 19 February Soviet armies were overextended, near exhaustion, but convinced victory was just a few miles ahead. Manstein was ready to spring his trap.

By 20 February the Panzer forces of Army Group South were assembled in three groups. The 2nd SS Panzer Corps ("Leibstandarte Adolf Hitler", "Das Reich", "Totenkopf" Divisions) was concentrated near Krasnograd. First Panzer Army remained engaged with Group Popov, but was ready for offensive operations near Grishino. It commanded 3rd Panzer Corps (3rd, and 19th Panzer Divisions), and 40th Panzer Corps (7th, and 11th Panzer Divisions and SS Panzer Grenadier "Viking" Division). Fourth Panzer Army was fairly well rested and concentrated fifty miles south of Pavlograd. It commanded 48th Panzer Corps (6th, and 17th Panzer Divisions), and 57th Panzer Corps. <sup>160</sup> As the Soviets continued to advance into the 100 mile gap between these Panzer forces Manstein awaited the right moment to strike.

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<sup>159</sup> Erickson, The Road to Berlin, 50.

<sup>160</sup> See Glantz, "From the Don to the Dnepr," 158-160; Zienke, Stalingrad to Berlin, 94; Seaton, The Russo-German War 1941-45, 348. 19th Panzer Division was badly mauled from the fighting near Chertkovo and played only a minor role. It is unclear whether 16th Motorized, 23rd Panzer, and 27th Panzer Divisions were still under Army Group South. Fourth Panzer Army totaled three Panzer and two "other" Divisions. One or two of the above mentioned formations probably participated but there is no mention of them in these accounts.

Few commanders in World War Two would have considered the plan Manstein chose under such dangerous circumstances. That he began taking the operational risks necessary for its success a full three months earlier is extraordinary. Manstein understood what his troops were capable of. He sensed the Soviet capabilities, anticipating their sustained offensive and their diminishing effectiveness. He established a successful rapport with Hitler, winning the political battle. From his numerous, and often conflicting, intelligence sources he discerned the truth, regarding Soviet endurance. In Manstein's situation most commanders would have succumb to hopelessness and viewed retreat as their only viable option. Uniquely, in this danger, Manstein saw an opportunity to strike back rather than the more orthodox flight from encirclement. Three months after its inception his counterattack was ready to take advantage of that opportunity.

#### F. "CLIMATE OF WAR"

Between 29 January and 19 February, 1943, the danger peaked for the German Southern wing on the East Front. The fact that Manstein had a plan and was maneuvering his units with a purpose made the danger no less. Along his entire 800 mile line, infantry divisions were tasked to hold extended sectors with little or no Panzer support. Soviet pressure continued to grow. STAVKA still enjoyed a significant

numerical superiority at every point of attack. German infantry divisions were frequently subjected to local encirclement as Soviet units bypassed them on the vast steppes. Most successfully regained Axis lines against great odds. Soviet penetrations often severed vital supply lines (Debaltsevo, Grishino, and Sinelnikovo), further limiting the German infantry's resources at the front. Manstein faced the very real danger that his front line infantry might break at any moment.

The Panzer forces faced the same danger as the infantry when they were on the line. They also faced a more strategic threat. If the counterattack was to succeed, the Panzer forces needed rest. With every critical development at the front the Panzer forces were drawn toward the fighting. This happened at Grishino, Slavyansk, Debaltsevo, and Kharkov. Manstein had to balance his priorities between stability at the front and the prospect of strategic success in the planned counterattack.

Even if Axis forces held together tactically, their remained a strategic danger of encirclement for the entire Army Group South including the bridgehead at Taman. By 19 February Soviet units were along the Dnieper River and within striking distance of the crossings at Dnepropetrovsk and Zaporozhe, lightly defended at the time. If the Soviets had taken those crossings with any significant force, the only supply lines for three German armies would have been cut far



in their rear (Army Detachment Hollidt, Seventeenth, and First Panzer). Any fight for the crossings would have heavily engaged Fourth Panzer Army and made the counterattack much less effective or impossible. The war for Germany might have ended at the Dnieper crossings in late February, 1943. Manstein continued to operate in an atmosphere of great danger.

The effects of exertion increased for both sides during this time. The Soviet armies had been conducting offensive operations with little pause for almost three months, reclaiming thousands of square miles of territory from the Axis. Their continued numerical superiority allowed them to rest some units and still maintain pressure on the Axis. Yet as STAVKA's orders became more ambitious, Army commanders soon found all their formations committed forward. Fatigue could also be diminished by victory, and the Soviets could point to many since 19 November, 1942.

The adverse effects of exertion had reached their apex for the Axis by 19 February. Literally every infantry division in Army Group South had been engaged in heavy defensive battles for three months. They could claim no victories and had steadily given ground to the Soviets. They were near exhaustion. Manstein planned on little if any infantry support for his counterattack.

The Panzer forces continued to act as "fire brigades", rushing to contain the most dangerous Soviet penetrations. In



this way, several divisions (16th Motorized, 19th Panzer, 23rd Panzer, and 27th Panzer) were so badly weakened that they could play little, if any, role in the proposed counterattack. Some divisions (3rd Panzer, 7th Panzer, 11th Panzer, and SS "Viking") had to transition from defensive operations to the counterattack without a pause. Manstein had to consider the effect of exertion on his troops as he chose the timing and goals of his counterattack.

Uncertainty continued to make itself felt on the battlefield. North and south of Kharkov large gaps in the Front existed where no viable Axis forces operated. In these areas Soviet movements went un-monitored for days, except for aerial observation. Terrain the Germans considered impassable often provided safe passage for the Soviets when bypassing Axis formations. Soviet units literally popped up out of nowhere on an Axis flank or in the rear. This happened at Debaltsevo, Grishino, and near the Dnieper crossings. By mid-February there was a possibility the armies which were previously engaged around Stalingrad, might make a contribution to the fighting against Army Group South. Manstein had to trust in his troops to handle these surprises and not be distracted from planning his main counterattack.

The personality of Hitler became a primary source of uncertainty for Manstein during this time. The two lengthy face to face meetings with Hitler attest to the fact Manstein was unable to predict how Hitler would decide an issue. He

was never sure what information Hitler used to arrive at decisions, if any. Manstein was fighting two wars: the one with the Soviets was often less dangerous to the survival of Army Group South than the one with Hitler. Plans had to be revised constantly as Hitler ordered this or that piece of land held by this or that specific unit. The argument over the retreat to the Mius and the defense of Kharkov serve as examples of such micro-management. Manstein realized the importance of an effective relationship with Hitler and set his priorities accordingly.

The survival of Army Group South during this time continued to depend upon chance events. Why did the normally paranoid Stalin chose to interpret intelligence reports of Axis troop movements as indicative of a general retreat? He drove his forces forward to exhaustion. Stalin might have been more conservative, less ambitious and still ended "that winter" with a string of victories. His mistake played into Manstein's hands.

General Hausser's decision to defy orders and abandon Kharkov rather than be encircled there was certainly chance. His unit, 2nd SS Panzer Corps, formed the most powerful element of Manstein's strike force. Without its participation, the counterattack would have achieved much less or even have failed.

The weather remained a primary element of chance. Snow, accompanied by very low temperatures, covered the battlefield.

A sudden thaw around 19 February accomplished two things. Army Group Hollidt was able to crush the Mechanized Corps which had penetrated the Mius defensive positions before Soviet reinforcements could be brought up. Also, near Kharkov, SS Panzer Division "Totenkopf" was immobilized by the thaw. Its condition provided strength for the argument Manstein presented to Hitler, regarding the sequence of Manstein's attack. Between 29 January and 19 February, chance seemed to be siding with Manstein as he prepared his counterattack.

## VI. COUNTERATTACK

### A. PHASE ONE

#### 1. Background

STAVKA remained convinced the Axis were in full retreat. Soviet Front commanders shared the same uninformed view. As late as 20 February, its' Front commanders told STAVKA that large enemy columns were retiring west from the Donets Basin across the Dnieper River. Commanders closer to the front, like Popov, and Kuznetsov, knew the Germans were not in flight, but their arguments ignored by Vatutin, never reached Stalin. Orders of 20 February were for the 6th and 1st Guard Armies to advance west with all possible speed. <sup>161</sup>

On 20 February, the Luftwaffe intercepted radio transmissions from lead Soviet elements and Group Popov, saying they had not received any supplies for some time. The Soviet armored force near Zaporozhe had run out of fuel 12 miles short of the city. <sup>162</sup> Manstein realized the Soviets,

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<sup>161</sup> Erickson, Road To Berlin, 50. On 19 and 20 February, Soviet aerial reconnaissance noted the concentrations of 2nd SS Panzer Corps and Fourth Panzer Army. At 1600 20 February, Vatutin's Chief of Staff, General S. P. Ivanov signed an operational appreciation affirming the armored concentrations as proof positive of continued withdrawal in the sector.

<sup>162</sup> Manstein, Lost Victories, 431.

after three months of offensive operations, had reached their limit and were vulnerable.

His plan called for First Panzer Army to destroy Group Popov as soon as possible and advance north from Grishino to the Donets River. It was to secure the southern bank between Slavyansk and Andreyevka, preventing a Soviet retreat across the river. Fourth Panzer Army and 2nd SS Panzer Corps would cooperate in a concentric attack directed toward the area around Pavlograd. Fourth Panzer Army was to strike north, from its assembly area east of Zaporozhe, with 48th Panzer Corps leading. From the vicinity of Krasnograd, 2nd SS Panzer Corps was to strike southeast. The operation would emphasize the destruction of Soviet forces rather than the acquisition of territory. This was due in part to Manstein's disdain for holding territory and his general scarcity of infantry, necessary for holding that territory (See Figure 10).

## 2. Execution

On the morning of 20 February, SS Panzer Division "Das Reich" struck suddenly from assembly areas south of Krasnograd. Weakened and overextended, Soviet units were easily brushed aside as the SS Panzer Corps pushed south, taking Novo Moskovsk that day. SS "Das Reich", assisted by 15th Infantry Division, moved directly on Pavlograd while SS



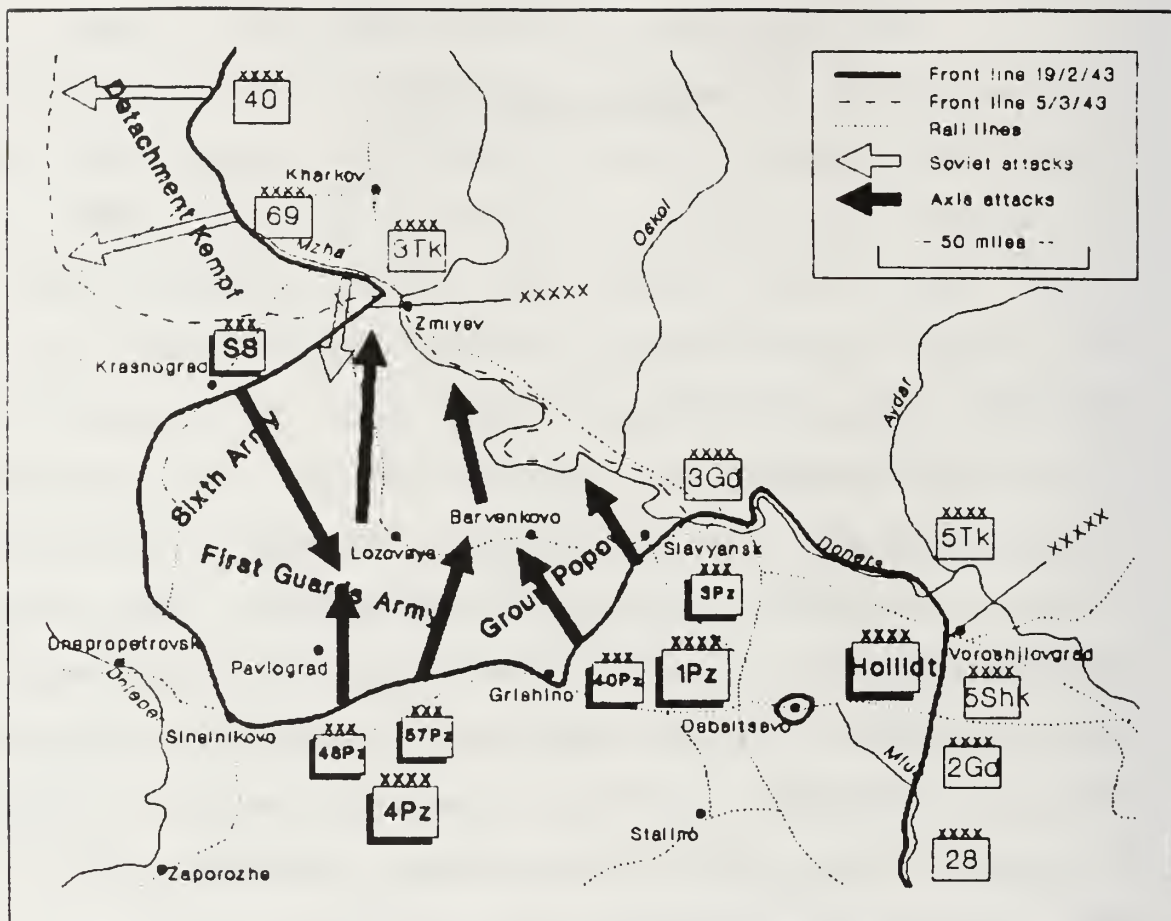


Figure 10 Phase One Manstein's Counterattack 19 FEB - 5 MAR 1943

Panzer Division "Totenkopf" circled to the north of the city.<sup>163</sup> On 23 February, Fourth Panzer Army opened its offensive. 48th Panzer Corps joined hands with the SS near Pavlograd on 24 February and prepared to renew their advance toward the northeast the next morning. Also on 24 February, Group Popov forced out of Grishino, reported retreating north

<sup>163</sup> Downing, The Devil's Virtuosos, 144. The 15th Infantry Division had been on the Atlantic coast ten days earlier. Trains carried it literally to the Front. Soviet troops fighting for Sinelnikovo were surprised to see regiments of the 15th jumping off cars at the city station in the early hours of 20 February.

in disarray toward Barvenkovo. It was under heavy attack from 40th Panzer Corps. 164

For Manstein, things were improving everywhere. On 21 February reports reached him of the surrender of the Soviet Cavalry at Debaltsevo and the destruction of 3rd Guards Mechanized Corps, which had penetrated the Mius line. STAVKA remained apparently ignorant of developments at the Front. 165

Vatutin continued issuing orders calling for rapid advances west. His only adjustments were to speed-up the transfer of units from neighboring armies. Several divisions were ordered to shift from the front's left flank to the right. Stubbornly, Vatutin refused to place his Front on the defensive. Individual Soviet formations randomly chose to switch over to the defensive as they identified Axis units in their rear. But without coordination from the Front they were unable to offer effective resistance. Some Soviet divisions, finding themselves cut off, abandoned their equipment and fled northeast toward the Donets. 166

On 21 February, Golikov, acting apparently on his own initiative, directed his Sixty-ninth and Third Tank Armies to shift their advance south toward Krasnograd. They were to assist Sixth Army against the reported Axis activity in their

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164 See Glantz, "From the Don to the Dnepr," 166-171; Erickson, The Road to Berlin, 53.

165 Manstein, Lost Victories, 431.

166 Glantz, "From the Don to the Dnepr," 170-171.

sector. On 23 February, after encountering stiff resistance from Motorized Division "Grossdeutschland", Golikov ordered both Armies to resume their westerly advance. 167

Having isolated a large portion of Sixth Army and severely damaged Group Popov and First Guards Army, Manstein moved to capitalize on his momentum and finish them off. On 25 February, SS "Das Reich" and SS "Totenkopf" struck north from Pavlograd. They were joined on their right by 48th Panzer Corps. The remnants of Group Popov were making a stand near Barvenkovo and 40th Panzer Corps moved north to crush them. 168

After five days of punishment from the Panzers, Vatutin finally recognized the danger. On 25 February he ordered Southwest Front onto the defensive in all sectors. He submitted, for the first time, a report to STAVKA revealing his desperate state of affairs. He included with it a request for every available reinforcement. Meanwhile, the Panzers rolled on. 169

On 27 February, the SS cleared Lozovaya and 40th Panzer Corps was authorized to bypass Barvenkovo. STAVKA issued its first orders concerning the attack, a week after the fact. All remaining elements of Sixth and First Guards

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167 Erickson, The Road to Berlin, 52.

168 Glantz, "From the Don to the Dnepr," 174-177.

169 Erickson, The Road to Berlin, 53.

Armies were to withdraw across the Donets River as soon as possible. To cover the retreat, Golikov was to send his Third Tank Army south against the Axis flank. Rybalko had for days been fighting SS Panzer Division "Leibstandarte Adolf Hitler" and was at minimal strength. The attack south, into the strength of 2nd SS Panzer Corps, promised nothing but suicide for Third Tank Army. <sup>170</sup>

On 28 February, 3rd Panzer Corps joined the offensive by capturing Slavyansk. It then turned east in an effort to drive all Soviet forces between Slavyansk and Voroshilovgrad, north of the Donets. <sup>171</sup> Manstein was surprised by the success of his counterattack to date. He discerned a very real possibility of retaking Kharkov before the Spring thaw. Orders went out for 2nd SS, and 48th Panzer Corps to advance north toward Kharkov. Despite several days of above freezing temperatures with the associated muddy conditions in the area and the resistance of Third Tank Army, both Corps were within striking distance of Kharkov by 5 March. <sup>172</sup>

Also by 5 March, there were no viable Soviet forces south of the Donets between Zmiyev and Voroshilovgrad. Phase one of Manstein's counterattack was an undreamed of success. He paused to assess the situation. Soviet Sixth, and First

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<sup>170</sup> Glantz, "From the Don to the Dnepr," 177-178.

<sup>171</sup> Ibid., 179.

<sup>172</sup> Ziemke, Stalingrad to Berlin, 96.

Guards Armies existed in name only. While many of their soldiers made it across the Donets, almost all the heavy equipment was left on the southern bank. Third Tank Army literally splintered under the impact of 2nd SS Panzer Corps and was no longer capable of offensive action. Manstein's troops estimated Soviet losses at 35,000 killed, 676 tanks captured or destroyed, along with 579 field pieces, 600 motor vehicles and large numbers of machine guns and mortars. Very few Soviets were captured, only about 9,000, as they were able to slip by the concentrated Panzer forces and escape northeast. <sup>173</sup> Axis losses were light by comparison. Manstein now set his sights on Kharkov.

## B. PHASE TWO

### 1. Background

While Manstein chopped up Southwest Front, Golikov continued his advance west toward Kiev. By 5 March, the bulk of both Sixty-ninth and Fortieth Armies was fifty to seventy-five miles west of Kharkov. With the sudden collapse of Third Tank Army, both Armies and Kharkov had become vulnerable.

Manstein moved his forces into place and was ready to strike for Kharkov on 6 March. 2nd SS Panzer Corps, with its three excellent divisions, would spearhead the operation, striking from south of the city. It was supported on the

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<sup>173</sup> Manstein, Lost Victories, 433-434. This figure includes the losses of 3rd Tank Army in its attack south.



right by 48th Panzer Corps (reorganized to include 6th and 11th Panzer Divisions). Army Detachment Kempf would press the Soviet Armies from the west with its Provisional Corps Raus (167th, 168th, and 320th Infantry Divisions, and Motorized Division "Grossdeutschland"). 174

The weather was fast becoming a factor. Recent thaws had turned the streams near Kharkov into formidable obstacles. Mud could stop the Panzers at any moment. After careful consideration of the weather Manstein adjusted his attack. Rather than circling to the east of the city, as was the custom in such an operation, he would send his Panzer forces west and north of Kharkov, in a clockwise arc. In this way, they would not be trapped east of the city by a sudden change in the weather. On 7 March, the weather turned colder again and Manstein gave the go ahead for phase two of his counterattack (See Figure 11). 175

## 2. Execution

SS "Das Reich" and SS "Leibstandarte Adolf Hitler" advanced toward Valki on 6 March, joined the next day by SS "Totenkopf" which had mopped up Third Tank Army. That day, 48th Panzer Corps entered a two day fight for Taranovka

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174 See Glantz, "From the Don to The Dnepr", 272; Department of the Army, German Defense Tactics Against Russian Break-Throughs, Pamphlet No. 20-233, (Washington D. C.: Government Printing Office, 1951), 3-8.

175 See Downing, The Devil's Virtuosos, 146; Glantz, "From the Don to the Dnepr", 272-273.

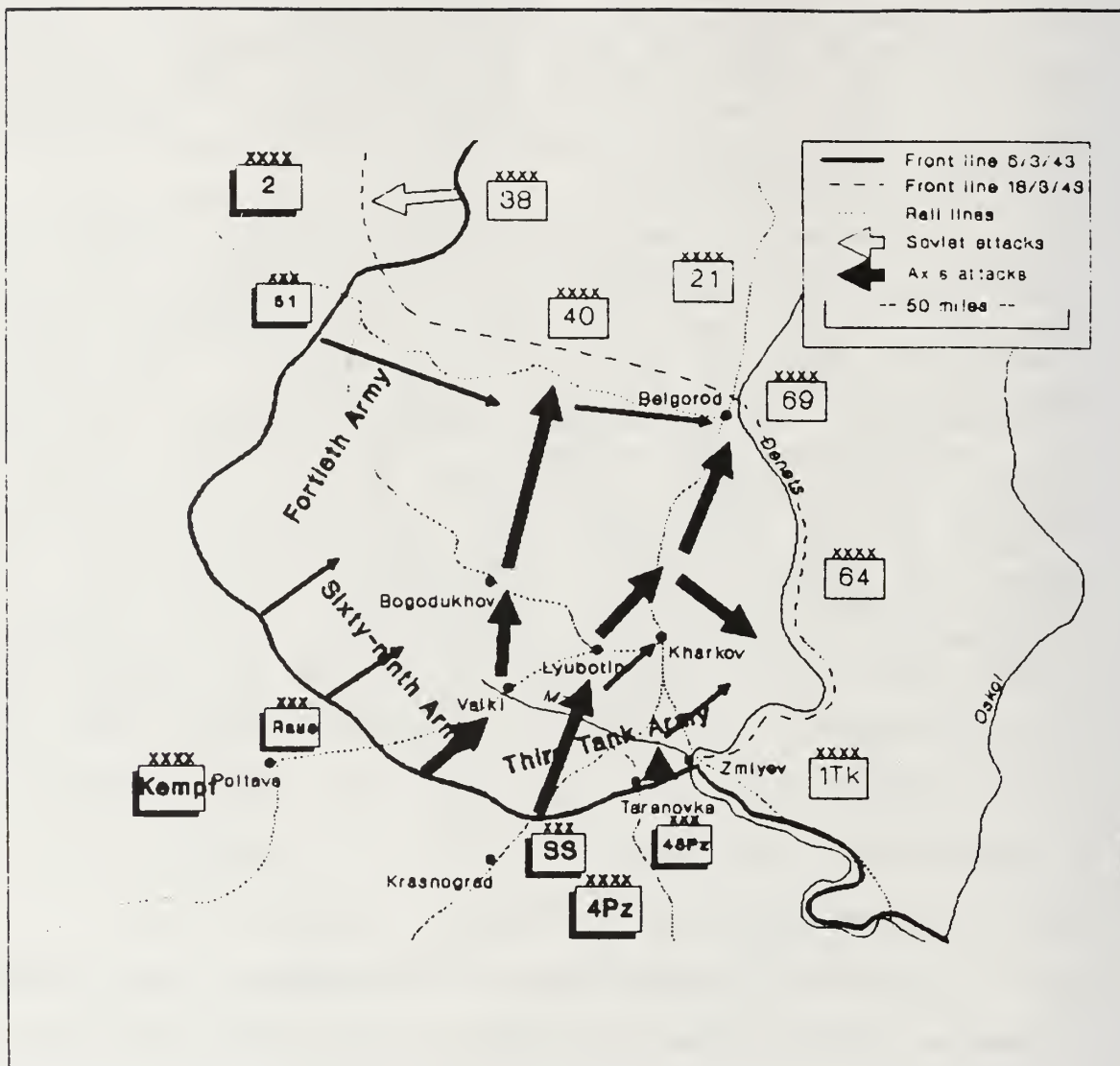


Figure 11 Phase Two Manstein's Counterattack 6 - 18 MAR 1943

against stiff Soviet resistance. Golikov's southern flank was nearing collapse. <sup>176</sup>

Valki fell to the SS on 7 March. Hausser turned next toward Lyubotin. That day Provisional Corps Raus moved over to offensive operations, sending "Grossdeutschland" Division

<sup>176</sup> Glantz, "From the Don to the Dnepr" 273.

aggressively into the gap between Sixty-ninth Army and the remnants of Third Tank Army. Manstein hoped to separate Sixty-ninth and Fortieth Armies from the defenders of Kharkov. Soviet command, down to Army level, again proved unable to coordinate any effective resistance. 177

By 1600 on 8 March, Lyubotin was surrounded. That city fell on 9 March. Hausser turned northeast, continuing to split the Soviet Armies from Kharkov. South of Kharkov, along the Mzha River, 48th Panzer Corps continued to engage several Soviet units as it protected the SS flank. Fresh divisions from STAVKA reserves began arriving to block the approaches to Kharkov. 178

On 10 March, three divisions from Fortieth Army launched a fruitless attack from Bogodukhov, attempting to reestablish communications with Third Tank Army. "Grossdeutschland" Division handled the attack without breaking stride. 2nd SS Panzer Corps was swirling west and north of Kharkov, with some elements entering the suburbs. Manstein reminded Hausser that he was to avoid an entangling house to house fight for the city. STAVKA ordered three fresh Armies into the area but they would not be in place until late March. 179

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177 Ibid., 274.

178 Ibid., 275.

179 Ibid., 278-279. These formations were First Tank, Twenty-first, and Sixty-fourth Armies.

"Grossdeutschland" took Bogodukhov on 11 March. One Corps from German Second Army, with Army Group Center, struck the north flank of Fortieth Army. Hausser again defied orders and sent two divisions into Kharkov. SS "Totenkopf" continued circling the city to the north. 180

On 13 March, the Soviet situation worsened. SS "Totenkopf" took Rogan, astride the main communications line for the defenders of Kharkov. Third Tank Army was effectively cut off in the city. "Grossdeutschland" Division drove a wedge between Sixty-ninth and Fortieth Armies. All three Soviet Armies in the Kharkov sector were isolated and fighting for their survival. A Corps from Second Army teamed up with Provisional Corps Raus to dissect Fortieth Army. Third Tank Army was disintegrating under pressure from 2nd SS Panzer Corps. Sixty-ninth Army was falling back toward Belgorod, pursued by "Grossdeutschland" Division. 181

On 15 March Rybalko was given permission to withdraw what remained of his Army from Kharkov. Several fresh Soviet divisions were moving into blocking positions between Kharkov and the Donets. STAVKA wanted to retain a bridgehead on the west bank of the river. Heavy fighting developed in this area as 2nd SS, and 48th Panzer Corps, reinforced by a few Infantry Divisions attempted to push the Soviets back across the River.

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180 Ibid., 280.

181 Ibid., 279.

Not until 26 March were all Soviet forces cleared from the west bank of the northern Donets. 182

On the morning of 18 March, 2nd SS Panzer Corps and "Grossdeutschland" Division moved against Sixty-ninth Army near Belgorod. Kazakov had no tanks, less than 100 guns and his divisions were ground down to less than 1,000 men each. 183 By 1900 that day, Axis forces controlled the city. Kazakov pulled his Army back across the Donets, to be joined there by the three Armies STAVKA was assembling in the area. 184

With the fall of Belgorod, Manstein declared the operation complete. On 23 March, the Spring thaw set in, ending operations in the area. Army Group South stood along approximately the same line it held at the start of the 1942 Summer offensive.

The Soviet Winter Offensive of 1942-43 came very close to annihilating the southern wing of the Axis on the East Front. The most powerful German Army in the theater (Sixth) was destroyed along with four Axis allied Armies (Third Rumanian, Fourth Rumanian, Second Hungarian, and Eighth Italian). The Axis lost hundreds of thousands of troops, great quantities of equipment, and thousands of square miles

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182 Ibid., 283-285.

183 Erickson, The Road To Berlin, 54.

184 Glantz, "From the Don to the Dnepr," 286.



of territory. In the final weeks of February, STAVKA believed itself within a few miles of total victory. At that moment Manstein seized the initiative and surprised the Soviets with his devastating counterattack. When the Spring thaws ended operations, the pride of six Soviet Armies lay in shambles between the Dnieper and Donets Rivers (Fortieth, Sixty-ninth, Third Tank, Sixth, First Guards, and Group Popov). Manstein regained several thousand square miles of territory. He startled Soviet planners and perhaps caused their passive strategy that Spring. He also rejuvenated Axis hopes, a good thing in the short term but bad if it contributed to Hitler's offensive folly in a potential future battle.

#### C. "CLIMATE OF WAR"

Danger for Manstein diminished considerably after he seized the initiative with his counterattack. The Soviets, however, were forced to confront the danger of losing several Armies by the unexpected Axis move. After three months of successful offensive operations the sudden change affected every level of Soviet command. This is seen in the actions of individual units as they fled toward the Donets. Front commander Golikov, attacked south briefly in the opening days of the counterattack uncharacteristically on his own initiative. Vatutin failed to respond to the counterattack for several days and did not even report it to STAVKA for five

days. STAVKA's behavior in Spring 1943 has been attributed to the fear invoked by Manstein's counterattack. 185

For the soldiers of Army Group South, the battlefield remained a dangerous place whether attacking or defending. At the Divisional and Corps level, the Group was much safer during the counterattack than before it. The Germans were able to choose the time, place, and circumstances for engaging the enemy. The danger of encirclement from Soviet action was less than it had been since 19 November, 1942. There was a threat of destruction if individual units advanced too far beyond their neighbors, leaving their flanks unguarded, but even that lessened. In the type of mobile operation Mastein conducted, the Soviets reacted too slowly on the defensive to mount damaging counterattacks.

The effects of exertion remained constant with respect to these sources during the counterattack. Every formation of Army Group South stayed on the line, engaged in heavy combat throughout the period. Only Fourth Panzer Army had any rest since 19 November, and that was minimal. The overall effects of exertion on the battlefield were changed fundamentally. For the first time that winter, the Axis enjoyed victory. A victorious Army tends to feel the effects of exertion to a lesser degree than its defeated opponent. As the Panzers exerted pressure on Vatutin and Golikov, Soviet pressure on

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185 Clark, Barbarossa, 271.

other sectors of the Front diminished. Besides the two battles of containment near Debaltsevo and behind the Mius, Army Detachment Hollidt enjoyed a reduced operational tempo during the counterattack.

Once again Manstein sensed what was possible with his strike forces. The decision to move west of Kharkov rather than east was in part due to his instinctive understanding of the affects of exertion on his troops. A sudden thaw might have trapped his tired forces in a muddy quagmire east of the city. That same understanding, regarding Soviet troops, helped Manstein choose the timing of his counterattack. Nearing the point of exhaustion, the Soviet formations proved unable to maintain their cohesion west of the Donets.

For Manstein a major source of uncertainty during his counterattack was the reaction of STAVKA. He knew the units he faced and their strength. He knew the terrain and how fast his Panzers could cover it. He had no idea how fast STAVKA would respond to his moves. The seven Armies from Stalingrad might have made themselves felt between the Donets and Dnieper in early March. STAVKA might have interpreted the reports it received concerning Axis troop movements more conservatively, as had been its habit throughout most of the war. The fact that STAVKA failed to react to the counterattack for a full week and that Vatutin did not report it for five days could not have been anticipated, even by Manstein. His counterattack would have achieved far less if Vatutin and

Golikov had placed their Fronts in a defensive posture on its first day. Instead they continued pushing their Armies further into the Axis trap. Manstein did not allow worries over the Soviet response to distract him. He assembled the most powerful strike force he could under the circumstances. He set reasonable objectives and chose a seemingly appropriate time to attack, all based on the best information at his disposal. He considered the Soviet responses, but opted not to devise intricate plans for every possibility, as the British had attempted so disasterously at the Battle of the Somme in 1916.<sup>186</sup> He relied on the superior initiative of the German formations to adjust on the battlefield and meet changing circumstances. Manstein was surprised at the success of his counterattack but to a lesser degree probably than everyone else.

Chance remained a decisive element during the counterattack. Soviet behavior prior to and during the counterattack could easily have been more conservative. The Soviet offensive in the Winter of 1942-43 marked the last time

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<sup>186</sup> The British devised a meticulously detailed plan for victory in this battle. They realized confusion impaired effectiveness on the battlefield but failed to choose the right answer. Their plan, once initiated, was not to be changed for any reason. The Germans were able exploit several flaws in the British plan. With relatively few loses, the Germans killed 56,000 British on just the first day of the attack.



STAVKA behaved so recklessly toward German military might.<sup>187</sup> If it had chosen less ambitious goals that winter things would have been different. It might have gained less territory but when Manstein counterattacked its troops would have been better rested and perhaps have stopped him short of success.

The weather continued to dictate the course of operations in the area. As brief thaws moved through the area units were randomly immobilized, or saved from sudden assault by deep mud. Manstein chose his path to Kharkov based on the prospect of a sudden thaw trapping his Panzers well forward without infantry support. If the Donets had remained frozen solid, Soviet losses in heavy equipment might have been less in the retreat. It is unlikely the Germans would have crossed the Donets in force behind them since the spring ice floes usually destroyed all but the strongest bridges. If the thaw had come early that winter Manstein may have been unable to launch his attack at all.

The "climate of war" as defined by Clausewitz, remained valid for Manstein nearly a century later. Manstein also possessed those qualities indicative of a military genius as set forth by Clausewitz. He operated successfully in an atmosphere of danger, exertion, uncertainty and chance. An

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<sup>187</sup> Soviet operational experience in 1941 demonstrated the danger of setting overly ambitious goals. This at the cost of millions of troops. They remained generally paranoid of German offensive capabilities throughout the war. The Soviets eventually won the war by conservative application of overwhelming numerical superiority.



instinctive grasp of the basic principles of war helped him achieve his goals in the face of that "climate".

## VII. GENIUS AT WORK

### A. "CLIMATE OF WAR"

Faced with so severe a "climate of war", how did Manstein achieve such success? The enemy is not the only thing that can defeat an army on the battlefield. The "climate" threatens to paralyse the will of every commander in war. The danger he is subjected to increases the stress he feels over every decision. Exertion weakens the mind and body, making the commander less able to deal with the stress and to think clearly. Uncertainty weakens the confidence he needs to make the difficult decisions. Chance looms over all, frustrating the commander and threatening to undue his best efforts at any moment. Confronted by these elements, the human actor tends not to take action and to allow himself to be buffeted around by events. By inaction he may feel that he reduces the weight of the responsibility that he shoulders for success or failure. Action in war carries with it an immense responsibility for the outcome of that decision and act. It takes a special commander to avoid paralysis of the will on the battlefield and through decisive action to achieve victory.

Manstein demonstrated an uncanny ability to prioritize his goals in battle. He dealt with the "climate of war" in

similar fashion. Of the four elements, danger, exertion, uncertainty, and chance, he chose to focus on uncertainty. After three years of war, Manstein was as comfortable as anyone with danger. To combat exertion, he relied on his good health and physical condition, his military training and adrenaline. He realized he could do little to eliminate chance events in battle. Even his best efforts could only reduce, not eliminate that element. He affected mission style orders rather than detailed directions to combat chance showing confidence in his subordinates to deal decisively with chance within the framework of the overall mission. Manstein directed his energies toward the fourth and final element -- uncertainty -- and in this way brought the "climate of war" under the greatest possible control.

To defeat uncertainty, Manstein used those qualities of "genius" so clearly defined by Clausewitz. Throughout the campaign, he sensed what was possible for the Soviets and his own troops as well. He trusted his own judgement and training. A "sixth sense" if you will, enabled him to sift through the avalanche of information reaching him and discern the "truth". He made his appraisals, not sitting at a comfortable desk far from combat, but in close proximity to the battlefield. Each decision was encompassed by a particularly severe "climate of war". That he performed so well under such conditions is extraordinary.

## B. GERMAN GENERAL STAFF

Manstein credits much of his success during the Winter of 1942-43 to those leadership qualities that permeated the German Army and were the product of the school of the German General Staff. First, every commander knew the value of conducting operations elastically and resourcefully. The German commander was not afraid to change with a situation. Second, at all levels, commanders were given every possible opportunity to use their initiative and to be self-sufficient. Micro-management of subordinate commanders was consciously kept to a minimum. Manstein believed off-the-record "advice" to subordinates killed initiative and hid responsibility. He and his Staff refrained from being too specific with orders to subordinates, leaving tactical execution to their discretion.

The General Staff provided a forum where new military ideas surfaced and were considered. It also developed the axioms which governed the way German commanders thought concerning the battlefield. Trevor Dupuy credits the German General Staff with having "institutionalized military excellence".<sup>188</sup> The General Staff operated on along certain lines which set it apart from other nations and their armies. First, promotions were dependent upon rigorous examination. This filtered all but the best minds and insured professional

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<sup>188</sup> Trevor N. Dupuy, Colonel, USA, Ret., A Genius for War: The German Army and General Staff, 1807-1945 (Englewood Cliffs, New Jersey: Prentice-Hall Inc., 1977), 302.

proWess of senior officers. Second, the single most important aspect of military performance was the ability to exercise individual initiative. All training was geared toward identifying, or instilling this quality in every German officer. Third, great importance was placed on a commanders ability to accept responsibility, both for his initiative and for his comrades on the battlefield. There was a realization that every soldier or officer was, to some extent his brother's keeper. Finally, the General Staff guided every level of training. This insured standardization throughout the German Army. Uniquely, the German General Staff deliberately and systematically sought to combine the soldierly qualities of discipline, devotion to duty, and gallantry, found to some degree in every army, with individuality, a trait considered undesirable in most armies.

The results of the German General Staff can be seen in battles. The 48th Panzer Corps along the Chir in December 1942, and the 11th Panzer Division at Manutchskaya in late January 1943, are two examples which demonstrate the success of the General Staff system. For Manstein, the trust in himself and his subordinates that grew from three years of successful combat, combined with the teachings of the General Staff to give him a certain confidence in the face of



uncertainty. By mastering uncertainty he reduced the "climate of war" to a level in which he could operate effectively. 189

### C. LEADERSHIP

One important reason for Manstein's success "that Winter" was his style of leadership. He understood how to induce his subordinates to risk their lives bravely in battle. S. L. A. Marshall tells what is needed in the following:

He [the soldier] will be persuaded largely by the same things which induce him to face life bravely -- friendship, loyalty to responsibility, and knowledge that he is a repository of the faith and confidence of others. 190

Manstein used every opportunity to build a rapport with his subordinates. Whenever possible he conveyed his orders personally. In this manner he was able gain a more accurate picture of the circumstances faced by his subordinates and the support they might need for success. Twice Manstein proposed to fly into the Stalingrad pocket to speak directly with Paulus. He was dissuaded from the hazardous attempt by his Staff, but only after comparable substitutes were "volunteered" to go in his place. The two most important decisions regarding his counterattack were made after long face to face meetings with Hitler. The first was allowing the retreat to the Mius and the second the giving the go ahead for

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189 Manstein, Lost Victories, 382-383.

190 Marshall, Men Against Fire, 161.

the counterattack. Manstein realized personal contact with Hitler was the only way to get a timely decision from him, particularly after the disaster at Stalingrad.

In the three years of fighting prior to the Winter of 1942-43 Manstein had distinguished himself in the planning for the French campaign, the initial drive on Leningrad and the siege of Sevastopol. The troops of Army Group Don knew they were led by the best in the business. During his trial, after the war, Manstein was tried on 17 counts of crimes against humanity by the Allies, he was convicted of only one minor, largely symbolic charge. Deliberations brought out numerous incidents where he acted publicly on behalf of Soviet prisoners.<sup>191</sup> Such moral integrity and so successful a record, helped build a reputation worthy of respect on and off the battlefield.

#### D. PRINCIPLES OF WAR

For success "that winter" Manstein relied on an instinctive mastery of the three basic Principles of War -- Initiative, Surprise, and Concentration of Effort. While these bear similar names to those on the U.S. Army's list of accepted Principles of War, there are important differences. The U.S. Army's list is a lengthy ten to fifteen entries. It was written by commanders and academicians in comfortable

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<sup>191</sup> R. T. Paget, Manstein, His Campaigns and His Trial (London: Collins, 1951) all.

offices, during time of peace. It is to be studied as one might study any other required class. The "climate of war" exerts little influence in the classrooms where soldiers study the principles of war.

Manstein was operationally oriented. He may have studied the accepted principles of war for his day, but in the heat of battle it is doubtful he ever gave them a conscious thought. Manstein, like Napoleon and Alexander the Great before him, simply did what he believed would bring success on the battlefield. The labels used to describe the actions of these great commanders in battle are chosen after the fact by their students. These become the "principles" with which we are so familiar. To execute these "principles" on the field of battle is quite different from knowing them for a final exam in school.

Manstein knew the value of Initiative. He gained the initiative slowly during the campaign while conducting an orderly retreat. Each movement was designed eventually to free up forces capable of launching a decisive attack. He was well served by extremely capable subordinates who also understood the value of initiative at their tactical level. By skillful maneuver strategically, and the expertise of his subordinate commanders tactically, Manstein was able to exhaust the Soviets. By February, he was in a position to act decisively and he seized the initiative along the entire southern wing of the East Front. From the first seconds of

the counterattack, the Soviets could do little more than react. Manstein was free to dictate the course of the battle until the Spring thaws.

Manstein understood the role of Surprise in battle. He used surprise to multiply the power of his strike forces. Manstein achieved surprise by assembling his forces for attack well beyond The Soviet advance. 2nd SS Panzer Corps and Fourth Panzer Army gathered ahead of the Soviets and essentially waited for them to advance into the trap. Helpful in encouraging a dangerous continuation of the Soviet advance was the STAVKA which refused to believe what its people at the Front were telling it. Several intercepted radio messages from Soviet units helped Manstein choose his time to strike. Hitler's policy of no retreat, demonstrated during the winter of 1941-42 and again with the 6th Army helped to lull the Soviets into a false sense of security. They noted German units seemingly giving ground in several important places, and believed Hitler would stand and fight if he possibly could. This logic was instrumental in the STAVKA's orders for continued advances. Misinterpretations by STAVKA, skillful long-term planning enabled him to achieve total strategic surprise with his counterattack.

Manstein was not one to fall between two stools. Once he decided upon a correct course of action, he committed himself totally to it. This philosophy of bold concentration of effort, was the foundation of the German "Blitzkrieg". By the

Winter of 1942-43, Manstein was accustomed to such commitment. Given the vast distances on the East Front and numerical inferiority of the Axis, success often depended on applying decisively concentrated firepower at the right point and time. The U.S. Army calls such decisions the Principle of Concentration of Effort.

Manstein assembled every available Panzer division into five Panzer Corps. Two Soviet Armies were between them. From different points of the compass, his Corps would move on the Soviet Armies, crushing them in the process. When the attack began Manstein kept the Corps in armored fists, not worrying about his flanks. A few German infantry divisions could mop up on the flanks after the fact. This is why so few Soviets were captured, but most escaped with little more than the shirts on their backs. Manstein mentions concentric attacks by these Corps. The 2nd SS and 48th Panzer Corps, for example, converged on the same point -- Pavlograd -- in the middle of the Soviet First Guards and Sixth Armies. Throughout the counterattack, German Panzer Corps converged on their objectives. They sequentially reached Pavlograd, the Donets, and Kharkov. In this manner the success of one Corps assisted each of the other Corps. In contrast to this, the Soviet attacks of late January and early February diverged from each other. From the Upper Don the Soviets advanced simultaneously toward Kursk, Kharkov, Dnepropetrovsk, Mariupol, and Rostov. As one group drew closer to its



objective it lost the support of neighboring formations which were moving away from it toward their own objectives. An important part of Manstein's success was his convergence of effort throughout the counterattack.

By skillfully combining these three Principles of War during the heat of battle, Manstein was able to develop tremendous momentum in his attack. Working under great stress and hampered by numerous constraints, he not only maintained his composure, but reversed the strategic situation on the East front in only one month. Manstein ranks as a military genius. Any officer in the U.S. Armed Forces would do well to study his exploits during the Winter of 1942-43.

## VIII. SUMMARY AND CONCLUSIONS

The qualities a commander must have to achieve victory in war have changed little over the centuries. Clausewitz identified them clearly in the 1800s. Manstein embodied all of them in a harmonious combination, during the Winter of 1942-43. For that reason he can be considered a military genius. The recent conflict in the Persian Gulf has proven again the importance of human qualities on the battlefield. The qualities Clausewitz attributed to military genius are still valid because of the unchanging "climate of war". Danger, Exertion, Uncertainty, and Chance continue to affect the course of battles.

In operation "Desert Storm", both sides had many high-technology weapons. A trend towards high-technology weapons appears likely to continue through the 1990s. The issue in the Persian Gulf was not decided, however, by "smart-bombs", "Scud" missiles, "Patriot" missiles, or any particular weapon, as the media might have us believe. Success in "Desert Storm" was decided by the qualities of the humans who wielded the weapons and commanded the troops. High-technology systems did little to diminish the "climate of war" for the commanders on either side.

The analysis in this thesis examined the success of Manstein during the Winter of 1942-43 on the East Front.

While it provides an accurate account of the fighting, its focus is on Manstein. What decisions did he make, when, and why? The major source for these insights were his memoirs written shortly after the war. These were supported by several secondary sources. These references cannot tell exactly what Manstein thought at the moments of decision. But they do provide certain windows into the mind of the genius.

The section in this thesis on the fate of Sixth Army showed the strategic thinking of Manstein under stress. From his first days as commander Army Group Don he methodically set priorities for the achievement of his goals. While there was any chance of relieving Sixth Army, he committed every member of his command to achieve that goal. During the attempt, Manstein consciously placed his units at considerable risk. Failure to free Sixth Army could not be attributed to any one thing Manstein did or did not do. In the end, the issue was decided by personalities over which he had no control. Also in the first days of his command, Manstein laid the foundation for his counterattack. With a special insight he accurately saw the possibilities open to himself and his enemy. It was extraordinary that his appraisals of late November, 1942, proved correct after three months of heavy fighting.

In the next section of the thesis, the expanded Soviet threat is described. Manstein was stretched to the limit by Soviet pressure and his obligation to guard Rostov for armies deep in the Caucasus. Hitler's leadership was especially

frustrating to him, as he was denied freedom of action. German tactical superiority over the Soviets continued to sustain Manstein on the battlefield. Even while his situation seemed to worsen, the Soviets were moving in the directions Manstein had predicted. He trusted his long term view and continued to make decisions accordingly.

In the third section of the thesis, Army Group Don reached maximum danger. The Soviets were within miles of cutting off the entire southern wing of the East Front. Hitler was prepared twice to tie Manstein's hands strategically by scuttling his planned counterattack. By skillful maneuvering, politically and militarily, Manstein was able to avoid disaster. His earlier predictions had proven true and his strike groups were in position by mid-February to deliver his counterattack.

The final section shows the culmination of Manstein's efforts over the preceding three months. As the Soviets stretched to grasp victory, Manstein delivered a crushing blow with five Panzer Corps. He targeted the enemy force rather than taking territory. Before his counterattack ended, the Soviets had lost, Kharkov, nearly five Armies, and the strategic initiative for the coming Spring. Manstein's achievement ranks with the most extraordinary of military history.

The final section discussed some discernable patterns in Manstein's method of war. He focused his energies on the one



element of the "climate of war" that was most important -- uncertainty. He made decisions based on the best available information. Once Manstein made a decision, he trusted it to remain valid even as the situation governing it seemed to change. He instinctively understood the elements that decided an issue and considered adjusting only when one of those specific elements had changed. By bringing uncertainty under control he reduced the severity of the "climate of war".

Manstein was assisted throughout the campaign by the legacy of the German General Staff. The axioms established by the General Staff helped to bring out the genius of Manstein. By rigorously institutionalizing excellence the General Staff produced an army in which each member could be trusted to use personal initiative in the absence of direct guidance, regardless of his rank.

The leadership style of Manstein focused to the maximum extent possible on the development of a rapport with his subordinates. He maintained a professional distance from them but set examples they might respect at every opportunity. From his past military victories to his disciplinary actions against the mistreatment of Soviet prisoners of war, his troops could see in him a commander worthy of respect. Manstein preferred face to face interaction whenever possible.

Manstein also understood the importance in battle of Initiative, Surprise, and Concentration of Effort. Most students of war study these principles in the calm safety of



classrooms with no real linkage to the "climate of war". Manstein used them effectively in the chaos of battle. He held a firm grasp on these principles and knew the advantages they offered and how to exploit them under any circumstances.

The Soviets themselves enabled Manstein to be so successful. Their unusually ambitious objectives "that Winter" placed their necks firmly into Manstein's trap. Their rigid system of central control blinded them to developing trends on the battlefield and slowed their response once the trend was discerned. If STAVKA had remained operationally conservative, as was the case through most of the war, their gains may have been less but they might have avoided Manstein's counterattack and retained the strategic initiative on the East Front into the Spring.

As the U.S. Armed Forces are asked to do more with less in the 1990s, they will need the best possible personnel. Their commanders will need to be at home on the battlefield and capable of doing things right the first time. The American public will not tolerate, nor can it afford anything less from its armed forces. The command style of Manstein during the Winter of 1942-43 provides valuable insight into what makes war on paper different from real war. Manstein's techniques in the Winter of 1942-43 on the East Front provide a framework for preparing for war as it really is.

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