

R E S T R I C T E D

AIR HISTORICAL BRANCH

TRANSLATION VII/111

15TH PANZER DIVISION REPORT

on the

BATTLE OF ALAMEIN

and the

RETREAT TO MARSA EL BREGA

23rd October - 20th November, 1942

TRANSLATED BY

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MAY, 1952.

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I Enemy Situation: Appendix 1 (based on captured documents and intelligence reports on the enemy).

The following changes in the enemy situation were not known before the offensive was launched (at least not at Division):

- (1) 2nd New Zealand Division had been put into the sector of attack after being relieved in the south by 50th British Infantry Division, and had been reinforced by the new and hitherto unidentified 9th Armoured Brigade.
- (2) 10th Armoured Division had also been prepared for action.
- (3) Each armoured division contained 2 armoured brigades. 8th and 24th Armoured Brigades were thus encountered for the first time.
- (4) 133rd Infantry Brigade of 44th British Infantry Division, which was hitherto believed to be in the Amiriya area, had been put under command 10 British Corps to cover the southern flank.

II German Situation:

- (1) Order of battle see Appendix 1.

- (2) Organisation:

The following formations were in the front line:

164th Light Division and the Trento Division	} supported by Army artillery and AA
In the second line:	
15th Panzer Division and the Littorio Armoured Division	

All four divisions were extended over the entire defence zone, and there were no divisional boundaries.

The mixing of German and Italian formations was ordered with a view to increasing the effectiveness of Italian units, and this was carried out down to battalion and Abteilung level.

To prevent the formation which had been split up from dispersing too widely or from re-forming again, they were formed into three distinct battle groups in the 15th Panzer Division area (see map).

- (3) Responsibility for the Conduct of Operations and Subordination of Formations.

164 Light Division was responsible for the defence of the whole of the northern sector of the Alamein front. Italian formations were not subordinated for political reasons. For this reason no orders or instructions could be issued to them. Instead, the following formations were instructed to co-operate closely:

Trento Division	with 164th Light Division)	} and vice- versa
Littorio Armoured Division	with 15th Panzer Division)	
15th Panzer Division	with 164th Light Division)	

Army artillery and AA were to co-operate with formations within their range.

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(4) Tasks:

There were no clearly defined tasks for 15th Panzer Division. This was presumably due to the intention of using the division according to developments in the situation:

- (a) in a static role to hold the main defence zone in depth,
- (b) in a mobile role as Corps or Army reserve.

From this general plan the following tasks arose:

- (a) artillery support in the main defence zone,
- (b) to contain penetrations into forward positions,
- (c) to launch immediate and prepared counter-attacks.

Preparations for carrying out these tasks were made by means of:

- (a) A T.E.W.T. with the Italian formations and 164th Light Division,
- (b) a communications exercise (radio and telephone) with the units of the Littorio Armoured Division to provide experience for the command organisation,
- (c) the establishment of a closely-linked telephone network with abundant lateral communications (see Appendix 4),
- (d) amalgamation of 15th Panzer Division artillery fire control staffs with responsible artillery sector commanders of 164th Light Division,
- (e) definition of defensive and destructive fire areas with Army and divisional artillery, 164th Light Division, the Trento Division and the Littorio Armoured Division,
- (f) detailed ground reconnaissance
- (g) construction of second-line positions,
- (h) exchange of liaison officers with means of communication.

(5) Tanks and Artillery Situation: (over 5 cm)

At the start of operations the following were available:-

	<u>15th Panzer Division</u>	<u>Littorio Division</u>
(a) Tanks	120 (inc. 14 Mk. II)	90 (inc. 20 light tanks)
(b) 5 cm. anti-tank guns	70	
(c) 8.8 cm. AA guns	8	
(d) 10 cm. guns	4	
(e) 10 cm. field howitzers	24	
(f) 15 cm. " "	8	
(g) 15 cm. infantry howitzers	4	
(h) captured guns: 8.76 cm.	5	
5.7 cm. anti-tank	4	
(i) 7.62 cm. (Self Propelled) guns	16	
(k) 15 cm. (S.P.) howitzers	8	
(l) Italian guns	41	

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III Enemy Intention:

- (1) Plan: (see sketch-map to Appendix 1)

The enemy intended to break-through on the North sector of the Alamein Front.

- (2) Orders for Attack

The following formations were used:

- (a) first line:

9th Australian Division	}	under command 30 Corps with a subordinate Armoured Brigade.
2nd New Zealand Division		
51st British Division		
1st South African Division		

- (b) second line:

1st Armoured Division	}	under 10 Corps.
10th Armoured Division		

The 30 Corps infantry divisions were to force a bridgehead 6 km. in depth on a front of about 12 km.

The main effort was to be made in the 2nd New Zealand and 51st British Division sectors.

10 Corps was to be brought up through two lanes about 1,500 metres wide (northern lane, southern lane) and would break through from the bridgehead.

The following orders were also issued:

- (a) Two intermediate objectives for 30 Corps (Carmelite, Lawton),

- (b) Four stages for 10 Corps:

(aa) clear British minefields,	}	translation from captured British documents
(bb) move forward from assembly to start-line (Steinpiste - Qattara track). Refuel here.		
(cc) continue advance to and through British and enemy minefields and into 30 Corps bridgeheads.		
(dd) break out of bridgeheads and destroy enemy armour.		

02.00 hours on 24th October was zero hour for the third phase.

The significance of the area "Skinflint" is obscure. It was too far forward to be an assembly area for 30 Corps; it was also too far forward to serve as an assembly area for 10 Corps before the tank battle with German armour, and would be ineffective after it.

/ (3) Strengths:

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(3) Strengths:

	<u>Inf.</u> <u>Btns.</u>	<u>Field</u> <u>Btys.</u>	<u>Med.</u> <u>Btys.</u>	<u>Heavy</u> <u>Btys.</u>	<u>A.T.</u> <u>Guns</u>	<u>Armd.</u> <u>Cars</u>	<u>Tanks</u>	
(a) 9th Austr.Div.	9	18	4	Army Arty.	64	-		} These figures indicate establishments. Actual strengths-based on observations made later - were probably at most 5% lower (normal wastage).
(b) 2nd N.Z.Div.	7	18	4	based on observation of effect	64	-	150	
(c) 51st Br. Div.	9	18	4		64	-		
(d) 1st S.A. Div.	9	18	4		64	-		
<u>First Line:</u>	34	72	16	4	256		150	
			+ 8 Corps					
1st Armd. Div	1	12		-	64	50	300	} These figures indicate establishments. Actual strengths-based on observations made later - were probably at most 5% lower (normal wastage).
10th Armd. Div.	4	12		-	64	50	300	
<u>Second Line:</u>	5	24	16		128	100	600	
<u>GRAND TOTAL:</u>	39	96	40	4	384	100	750	

IV Course of the Fighting: (see Appendix 2)

(1) From 23 - 28 October slow build-up of strength on 10th Armoured Division front

(a) 23rd October, 1942

Enemy 51st British Division and 2nd New Zealand Division attacked according to plan as from 20.45 hours.

9th Australian Division and 1st South African Division carried out brief, small-scale attacks to pin down Axis forces.

By 02.40 hours 51st British Division had overrun and wiped out 1st and 3rd Battalions of 62nd Italian Infantry Regiment and 1st Battalion 382nd German Infantry Regiment and its spearheads were held up in front of 3rd Battalion 115th Panzer Grenadier Regiment and 3rd Battalion 382nd Infantry Regiment. II/46th Italian Artillery Regiment was surrounded.

2nd New Zealand Division had penetrated the sector held by 2nd Battalion 62nd Italian Infantry Regiment by 02.40 hours and its spearheads had been held up in front of 2nd Battalion 115th Panzer Grenadier Regiment and 12/133rd Italian Tank Battalion.

Therefore, the Corps' objective was to a large extent achieved.

German Forces

The division was at once aware that the violent and unrelenting bombardment which opened at 20.45 hours with an unprecedented concentration of artillery was the start of the expected offensive.

The division at first concerned itself primarily with:

- (a) ascertaining where the main effort was being made,
- (b) discovering when the armoured divisions went into action.

/Clarification

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During the morning it was found that the enemy had also penetrated the sector held by 1st Battalion 382nd Infantry Regiment and that a gap 6 km. wide had resulted between 3rd Battalion 382nd Infantry Regiment and 2nd Battalion 125th Infantry Regiment.

As 164th Light Division had no more reserves available, G.O.C. German Africa Corps ordered the division to close this gap. In order to carry this out the following orders were issued:

- (a) Northern Battle Group will be disbanded. 1st Battalion 115th Panzer Grenadier Regiment, II/33rd Artillery Regiment and LI/133rd Panzer Regiment will be subordinated to Central Battle Group.
- (b) 1st Battalion 115th Panzer Grenadier Regiment with II/33rd Artillery Regiment will occupy the positions formerly held by 1st Battalion 382nd Infantry Regiment.
- (c) 3rd Battalion 115th Panzer Grenadier Regiment will move eastwards to the main defence line and will extend the left flank reinforced by 33rd Anti-Tank Abteilung northwards. Contact will be established with 1st Battalion 115th Panzer Grenadier Regiment.
- (d) Italian LI/133rd Panzer Regiment will be moved in between 2nd and 3rd Battalions 115th Panzer Grenadier Regiment and will form contact between these two formations.

In spite of numerous enemy attacks, a continuous front was formed by 21.45 hours. However, 3rd Battalion 115th Panzer Grenadier Regiment did not succeed in advancing eastwards to the main defence line as it was exposed to attacks from L and J throughout the day.

At nightfall II/8th Panzer Regiment was withdrawn to its former area to be available as a reserve on the following day.

G.O.C. Africa Corps repeatedly made the following demands by telephone:

- (a) main defence zone to be completely occupied by the division.
- (b) fire to be used to prevent enemy from lifting mines.

At 18.30 hours the responsibility for the whole of the northern sector was transferred to the division. 164th Light Division was subordinated to the division and Trento Division was instructed to co-operate.

(c) 25th October, 1942

Enemy

With the exception of 9th Australian Division, the enemy formations resumed their attacks from 06.00 hours.

Appearing for the first time, elements of 1st South African Division attacked 3rd Battalion 61st Italian Infantry Regiment over mine-box K.

Lines of Attack:

- (a) 10th Armoured Division from Boc L towards 3rd Battalion 433rd Infantry Regiment.

Penetration contained in heavy fighting on line 488 - 404

- (b) 22nd Armoured Brigade from northern part of Box J towards 1st Battalion 115th Panzer Grenadier Regiment.

/Attack

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/Attack

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Attack held.

(c) 2nd Armoured Brigade from lane between L and J towards 3rd Battalion 382nd Infantry Regiment and 3rd Battalion 115th Panzer Grenadier Regiment.

In spite of heavy losses, particularly of tanks, the enemy made repeated attacks in accordance with his basic plan, although some lines of attack were changed slightly.

He succeeded in penetrating the sector held by 2nd Battalion 382nd Infantry Regiment at about 12.00 hours and 3rd Battalion 61st Italian Infantry Regiment sector at 14.00 hours.

The enemy also forced a new bridgehead to enable him to maintain his bridgehead at Trig. Point 410 throughout the day.

German Forces

I/8th Panzer Regiment and I/33rd Artillery Regiment were used against the penetration on 3rd Battalion 433rd Infantry Regiment sector and halted it on the line Trig. Point 488 - 404 by 06.45 hours.

3rd Battalion 115th Panzer Grenadier Regiment together with II/8th Panzer Regiment and III/33rd Artillery Regiment repulsed attacks by enemy infantry and tanks from the area between L and J throughout the morning. As the battalion had not reached the main defence line, it was in bad positions without cover. The divisional commander therefore decided to withdraw the battalion to its former positions to avoid greater losses.

At about 09.45 hours it was necessary to move II/8th Panzer Regiment northwards against an enemy armoured force attacking Italian IV/46th Artillery Regiment at Hill 28.

Contact with 2nd Battalion 125th Infantry Regiment was thus established in the early afternoon.

During the further course of the operations it was necessary to commit at Hill 28 8th Bersaglieri Battalion released by Army.

Contact between 1st Battalion 115th Panzer Grenadier Regiment and 2nd Battalion 125th Infantry Regiment was not firm enough owing to lack of troops, and the situation at the point of contact between the two units was obscure.

The most critical situation of the day arose from the penetrations in the sectors held by 3rd Battalion 382nd Infantry Regiment and 3rd Battalion 61st Italian Infantry Regiment.

It was still possible to send in the S.O. 8th Panzer Regiment with all German and Italian tanks to support 2nd Battalion 382nd Infantry Regiment.

No further forces were available for use against the penetration in the sector held by 3rd Battalion 61st Italian Infantry Regiment.

(d) 26th October, 1942

Enemy

Enemy infantry attacks in the same direction were continued on sectors held by 2nd and 3rd Battalions 115th Panzer Grenadier Regiment and 3rd Battalion 382nd Infantry Regiment during the night 25/26 October.

/The attacks

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The attacks were repulsed.

At daybreak the identified tank concentrations confirmed that the lines of attack hitherto followed were being maintained. The main attacks came from bridgeheads reached on 25th October or had flank support from these positions. In these operations the enemy succeeded in consolidating the northern bridgehead and in bringing up troops.

In extending the southern bridgehead he succeeded in making a fresh penetration in the sector held by 3rd Battalion 382nd Infantry Regiment at the cost of heavy losses.

It appeared that with the formation of the two bridgeheads, the two British armoured divisions had gained their final jumping-off positions.

German Forces

Two events characterise the course of the day's operations:

- (a) the battle for Hill 28
- (b) the extension of the penetration in the sector held by 3rd Battalion, 382nd Infantry Regiment.

The division very soon recognised the significance of the battle for Hill 28 and made repeated references to it in every report. Africa Corps, acting upon this advice, made 164th Light Division responsible for operations at Hill 28.

After constantly heavy and fluctuating actions it appeared that with the available forces and the relatively weak artillery support the hill could no longer be captured.

The fresh penetration into the sector held by 3rd Battalion 382nd Infantry Regiment was made from the north from the area of Trig. Point 495 at approximately 17.00 hours, the enemy using 160 tanks.

The tanks concentrations had been identified since midday, but it was believed that they were to be used against 1st Battalion 115th Panzer Grenadier Regiment. The battalion had already been overrun when the report reach division.

By nightfall we succeeded in containing the penetration in the area of point 406 employing the following units supported by concentrated artillery fire:

- (a) I/8th Panzer Regiment with 12/133rd Italian Tank Regiment from the south
- (b) IV and LI/133rd Italian Tank Regiment from the north-west in the direction of Trig. Point 406 and
- (c) a company of 7.62 cm. S.P. guns from the west in the direction of Trig. Point 453.

The plan to use Panzer Grenadiers in the counter-attack was cancelled by order of the C-in-C. To conserve forces, increased use will henceforth be made of troops in defensive positions to oppose the enemy.

Although a defensive victory was achieved, the position in the sector held by 3rd Battalion 382nd Infantry Regiment remained obscure.

/The enemy

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The enemy may attack as follows during the night or early in the morning:

- (a) southwards in the direction of 2nd Battalion 115th Panzer Grenadier Regiment.
- (b) south-westwards through the gap between 3rd Battalion 382nd Infantry Regiment and 3rd Battalion 115th Panzer Grenadier Regiment
- (c) westwards in the direction of 3rd Battalion 115th Panzer Grenadier Regiment.

Trig. Point 406 is the pivot for all attacks.

The divisional commander therefore decided to establish a strong-point at Trig. Point 406 to link the elements of 3rd Battalion 382nd Infantry Regiment and 3rd Battalion 115th Panzer Grenadier Regiment still holding on.

The following formations were used for this purpose:

3/617th AA Battalion

2/33rd Anti-Tank Abteilung (S.P.)

I/8th Panzer Regiment was withdrawn to the area north-east of Trig. Point 417 and 12/133rd Italian Regiment to its former positions.

Task: Counter-attack to the north-east and north, during the night if necessary.

(a) 27th October, 1942

Enemy

At dawn the attack of 10th Panzer Division was resumed in strength in the sector held by 3rd Battalion 115th Panzer Grenadier Regiment, and was halted only by the concentration of all available forces. However, the enemy maintained pressure in this area throughout the day and strong artillery support was provided. Repeated tank and infantry attacks were launched, always on the sector held by 3rd Battalion 115th Panzer Grenadier Regiment.

The concentrated attack which commenced at 15.00 hours in conjunction with 21st Panzer Division and 90th Light Division inflicted losses on the enemy, but very little ground was recaptured.

After nightfall the enemy even succeeded in penetrating once again into the sector held by 3rd Battalion 115th Panzer Grenadier Regiment. This penetration is being mopped up.

German Forces

Penetrations made in sectors held by 1st, 2nd and 3rd Battalions 115th Panzer Grenadier Regiment during the night and in the morning were cleaned up by I/8th Panzer Regiment and IV/133rd Italian Regiment, which launched immediate counter-attacks.

Africa Corps brought up the Northern Battle Group of 21st Panzer Division (1st Battalion 104th Panzer Grenadier Regiment, I/5th Panzer Regiment and an Artillery Abteilung) during the course of the night.

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The formations of the battle group were deployed as follows:

- 1st Battalion 104th Panzer Grenadier Regiment behind the right flank of
- 1st Battalion 115th Panzer Grenadier Regiment (north of Trig. Point 32).
- 1/5th Panzer Regiment 4km west of the right flank of 3rd Battalion
- 115th Panzer Grenadier Regiment.

With approval of Africa Corps, this Panzer Abteilung was sent in to counter-attack eastwards from the area 1,000 metres north of Trig. Point 426 to relieve the hard-pressed 3rd Battalion of 115th Panzer Grenadier Regiment. It returned to 21st Panzer Division at 13.25 hours.

After it was clear that the main enemy effort was being made on the northern sector of the front, 90th Light Division and 21st Panzer Division were brought up into the area under attack.

Both these divisions and 15th Panzer Division counter-attacked at 15.00 hours with the objective of regaining the main defence line.

21st Panzer Division attacked to the north-east and east from Trig. Point 426 area between 2nd and 3rd Battalions 115th Panzer Grenadier Regiment.

Objective: main defence line along edge of Box L.

90th Light Division attacked through Trig. Point 412 in the direction of the north-western corner of Minefield J. 1st Battalion 104th Panzer Grenadier Regiment and 23rd Bersaglieri Battalion were to support the division on the northern flank of 1st Battalion 115th Panzer Grenadier Regiment and reach Hill 28.

The counter-attack did not reach its objective. It was halted by heavy enemy defensive fire and a considerable number of tanks were lost. 1st Battalion 115th Panzer Grenadier Regiment made good progress, but had to be taken back as the units on its flanks could not keep up with it.

By putting in 21st Panzer Division a relatively secure front was established for the night between 3rd Battalion 433rd Infantry Regiment and 3rd Battalion 115th Panzer Grenadier Regiment.

At 19.25 hours Army issued orders for the attack to be discontinued and positions which had been reached to be held.

Once again the division was able to hold its positions against all attacks during the day. 3rd Battalion 115th Panzer Grenadier Regiment gave a particularly good account of itself in these operations.

The hope of forcing the enemy out of the main defence zone by a large-scale counter-attack was not fulfilled.

(f) 28th October, 1942

Enemy

Towards 01.30 hours a battalion of 133rd Infantry Brigade broke through between 2nd and 3rd Battalions 115th Panzer Grenadier Regiment, overran the Italian 29/3 Artillery Regiment (8.8), and halted with its advanced elements in front of the batteries of III/33rd Artillery Regiment. The whole battalion, which presumably became extremely disorganised during the night, had been destroyed or captured by dawn.

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The enemy maintained pressure throughout the day with further attacks in the same direction. The situation at the front remained generally unchanged.

German Forces

Acting in co-operation, 33rd Anti-Tank Abteilung, III/33rd Artillery Regiment, 29/3rd Italian Artillery Regiment and IV/133rd Italian Tank Regiment destroyed the battalion of 133rd Infantry Brigade which penetrated our front. An armoured attack in strength on 3rd Battalion 115th Panzer Grenadier Regiment and small-scale attacks on 2nd Battalion 115th Panzer Grenadier Regiment were thrown back.

A further 21st Panzer Division counter-attack launched at 08.00 hours was halted by enemy defensive fire in the Trig. Point 406 area at midday.

It was observed at an early stage that the enemy was starting to transfer his main effort to the north.

The divisional commander therefore decided to re-organise as follows:

All tanks and most of the artillery and AA will be moved behind the centre of the sector. Owing to lack of tanks, the division planned to meet enemy tank attacks on the northern part of the sector primarily with artillery.

The re-organisation was completed during the night.

Summary of First Phase of the Battle

The enemy did not succeed, as his plan provided, in breaking through on the first night (23/24 Nov. 42) the divisions in defensive positions along the whole sector of attack and in bringing up the armoured divisions west of the minefield.

He did succeed in making two deep penetrations, one north-east of Trig. Point 406 and the other at Hill 28. His ability to hold these positions against all counter-attacks should not be attributed entirely to his strong air support.

The decisive success which 10th Armoured Division made every effort to attain was not achieved. It is only natural that the enemy will now send in the hitherto practically unscathed 1st Armoured Division to force a decision at Hill 28. The vigorous German counter-attacks doubtless contributed to the transfer of the main effort. This transfer was identified at an early stage as a result of ground observation of tank concentrations and mine-clearing activities in the small mine-box between J and H.

During this phase the following were destroyed:

223 tanks or armoured vehicles and

3 field guns

3 aircraft were shot down and 165 prisoners were taken.

The division lost a large number of its anti-tank weapons in the heavy fighting, 8th Panzer Regiment lost 47 of its tanks, leaving only 24 available.

33rd Anti-Tank Abteilung had only 8 serviceable 5 cm anti-tank guns and 1 S.P. 7.62 cm gun left.

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/Operations

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2. Operations from 29 October - 1 November, 1942. Main Effort on 1st Armoured Division Front

Enemy

The strain on the units of the division slackened to some extent when the main effort was transferred to the area of 1st Armoured Division and 9th Australian Division. Commencing on 30 October, the enemy pulled back his infantry about 1,000 metres and consolidated his positions. His tanks were withdrawn even further.

Until the night of 1 November, enemy activity was limited to heavy artillery fire and isolated raids by infantry or tanks. Only 1st Battalion 115th Panzer Grenadier Regiment on the left flank of the division was affected to any extent by the attacks north of Box J.

On 29th October an enemy attack at about 16.00 hours led to a penetration in the sector held by elements of 1st Battalion 115th Panzer Grenadier Regiment. By evening this penetration had been cleaned up by 8th Panzer Regiment, reinforced by Italian tanks.

However, after a sudden bombardment the expected enemy attack opened further north at 21.00 hours on 28th October in the Trig. Point 410 - Hill 28 area with an assault by infantry supported by tanks.

Following the main line of attack on Bir Sultan Omar, the enemy penetrated the sector held by 2nd Battalion 125th Infantry Regiment and reached Bir Sultan Omar by 06.45 on 29th October, single tanks making temporary advances to the railway and coastal road.

German Forces

According to a report from the G.O.C., 90th Light Division was to be used to hold the attack in the north. Although 15th Panzer Division was still responsible for the whole sector until 16.00 hours on 30th October, 90th Light Division was not subordinated.

At first the 90th Light Division counter-attack was held up in the area of Trig. Point 410 and to the north-east. A further attack supported by the left flank of Schemmel Battle Group resulted in no appreciable gains by evening.

With effect from 30th October, 1942, 90th Light Division assumed responsibility for the conduct of defensive operations in its sector.

No further description of events in this sector will be given.

As a result of the relative quiet in its sector, the division assumed that the enemy was preparing for a decisive resumption of the offensive, and that the main effort would once again be made in the divisional sector.

Battalions in the first and second lines had already been seriously weakened by the uninterrupted artillery fire and almost incessant attacks. 1st and 3rd Battalions 115th Panzer Grenadier Regiment had battle strengths of 120 and 70 men respectively.

The division therefore made every effort to strengthen defence with all available forces before the enemy resumed his attack.

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By the evening of 1st November the following objectives had been largely achieved (see Appendix 3):

- (a) Divisional boundaries were established and a clear-out division of command was thus created, this greatly simplifying command.
- (b) Positions were reinforced by real and dummy minefields covering the new front.

Only captured mines and the dangerous Italian V.3 mines were available for these minefields. 33rd Panzer Pioneer Battalion lost 1 officer, 2 N.C.O's. and 28 men in one night as a result of an accident with these mines. Owing to the limited forces available and heavy enemy artillery fire, only slow progress was made with this work.

- (c) Establishment of a cohesive front by regrouping and bringing up reserves:

- (aa) The whole of the divisional artillery was moved into the divisional sector.

- (bb) 65th Italian Infantry Regiment relieved 1st Battalion 104th Panzer Grenadier Regiment, which returned to 21st Panzer Division.

- (cc) 1st and 3rd Battalions 115th Panzer Grenadier Regiment and 23rd Bersaglieri Battalion were put into the front line.

- (dd) 8th Panzer Regiment, 133rd Italian Panzer Regiment and 27 light tanks of Trieste Division were assembled as a mobile reserve

With the arrival of 65th Italian Infantry Regiment front-line strength was once again increased. However, the Italians were very poorly equipped with automatic weapons, and the situation as regards effective anti-tank weapons was even worse.

Thus, an appreciable increase in defensive potential was not attained.

3. Operations on 2nd and 3rd November, 1942, and their Outcome
2nd November, 1942

Enemy

At midnight the enemy resumed the offensive, the attack being preceded by a maximum artillery effort.

Regardless of losses, the infantry followed up close behind the creeping barrage. At 02.20 hours the enemy reported: "Our tanks have passed through the lanes in the minefields and are now advancing on a broad front".

The enemy was using his armoured formations in full strength, and by dawn his spearhead had reached the Telegraph track. He absorbed German counter-attacks, but lost 60 - 100 tanks in the divisional area alone and had to pull back his westernmost elements slightly.

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However, with a total of 300 tanks he was able to maintain the penetration. In the afternoon strong armoured groups moved forward again on the rapidly organised defensive front north of 3rd Battalion 115th Panzer Grenadier Regiment. By nightfall enemy armoured spearheads were just east of the Telegraph track at Tell El Aqaqir.

With the opening of the new offensive the enemy had once more transferred his main effort to the 10th Armoured Division front.

German Forces

At 02.00 hours telephone lines to 8th Panzer Regiment and 115th Panzer Grenadier Regiment were cut.

At 04.10 hours British tanks overran the left flank of the division and advanced elements reached the Telegraph track. An infantry engagement was in progress on the Otto track. Regimental H.Q. 115th Panzer Grenadier Regiment, regimental units and 65th Italian Infantry Regiment were overrun. Details could not be obtained owing to the disruption of all communications.

Counter-Measures:

At 04.30 hours Major General von Randow and advanced elements of 21st Panzer Division arrived at Divisional Battle Headquarters and were sent in by Africa Corps to counter-attack southwards via Trig. Point 509 - Trig. Point 412 along the line of attack.

Simultaneously with 21st Panzer Division's attack, 8th Panzer Regiment was to attack from the Trig. Point 507 area and from the area north-east of it in an easterly and north-easterly direction. All available tanks of Littorio and Trieste Divisions were also to be used in this operation.

At about 10.30 hours the 21st Panzer Division attack reached the Trig. Point 411 area, where it came to a halt. The 8th Panzer Regiment attack made only slow progress. This formation had about 15 tanks in action; compared to this the 2nd Abteilung alone was faced by 80 - 100 enemy tanks.

Enemy ground operations were supported by non-stop bomber attacks.

Contact with 115th Panzer Grenadier Regiment and 65th Italian Infantry Regiment could not be established either by means of communications or by staff officers (liaison). British infantry had been in possession of the battle headquarters of the former since early morning.

The enemy gained no further ground during the day, but the German counter-attack also broke down in face of the massed British armour which moved only in stages. Owing to the superior armament of the British tanks, German tanks were not able to approach to within effective range.

However, the division did succeed in establishing a lightly-held defensive flank with front facing south of the line "Old Runway" with contact with 104th Panzer Grenadier Regiment on the right and the remnants of 3rd Battalion 115th Panzer Grenadier Regiment on the left. The latter were still managing to hold their ground.

The enemy breakthrough could not be held any longer, however, unless strong reinforcements were brought up.

At 18.45 hours the Chief of Staff Africa Corps informed the divisional commander of the Army decision to establish a new defence front further west. Action should be taken to prevent further losses to formations in the fixed positions hitherto held.

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The time for the disengagement was not yet definite. The withdrawal of non-motorised formations presented the greatest difficulty, and it was decided to make them mobile with transport from motorised divisions.

The division and subordinated formations sustained heavy losses during the day.

The Regimental Staff, Regimental units and 1st Battalion of 115th Panzer Grenadier Regiment were destroyed.

Details of losses, particularly of artillery and heavy AA, could not yet be ascertained.

The effective strength of 8th Panzer Regiment had fallen to 8 serviceable tanks. The regimental commander had been killed.

The division's total anti-tank defence consisted of only 6 serviceable anti-tank guns Mk.38.

At this time the Artillery Regiment constituted the main strength of the division.

3rd November, 1942

Enemy

The enemy sent more tanks through the breakthrough gap.

The first enemy attack was launched between 14.30 and 15.00 hours, and was made by about 100 tanks and infantry moving southwards along the Telegraph track. Towards evening the attack was halted by the artillery and defensive fire from 2nd Battalion 115th Panzer Grenadier Regiment and 605th Anti-tank Abteilung. II/33rd Artillery Regiment which remained in its former positions by order of higher authority was overrun and destroyed.

German Forces

The order for the withdrawal from the positions hitherto held and the establishment of a defensive front at Deir el Murra was received at 15.40 hours.

The division formed two battle groups for the new sector:

<u>Battle Group South:</u>	Commander	- Captain Fischer, O.C. 605th Anti-tank Abteilung
	Formations:	605th Anti-Tank Abteilung, III/33rd Artillery Regiment, 1./ and 2./43rd AA Battalions
<u>Battle Group North:</u>	Commander	- Captain Siemens, 8th Panzer Regiment
	Formations:	Remnants of 8th Panzer Regiment with 8 tanks, I/33rd Artillery Regiment with remnants of 33rd Panzer Pioneer Battalion, 1./ and 2./43rd AA Battalion.

The disengagement from the enemy was ordered for 21.00 hours.

33rd Panzer Engineer Battalion and a light Batterie remained behind as rearguard with orders to make the enemy believe the old positions were still being held by firing their guns and sending up flare signals.

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The disengagement was carried out without any particular difficulty.

The remaining elements of 2nd and 3rd Battalions 115th Panzer Grenadier Regiment were cut off and contact was not re-established with the main body of this force until the Brega position was reached.

The enemy did not follow up during the night.

4. The Retreat - 4 to 20th November, 1942

Upon withdrawing from the Alamein position, all Army movements were governed by two factors:

(1) Every position between Alamein and Brega will be by-passed to the south to ensure that large forces are not tied down by supply. Supply of units holding positions from the rear or by air cannot be applied here as on other fronts.

These conditions therefore compel an eventual withdrawal as far as the Brega position.

(2) Movements westward must be timed so that transport, supply services and units can flow smoothly through the various defiles which will be encountered.

This will make a withdrawal in short stages necessary at first so that the majority of the vehicles can start moving to the west.

4th November, 1942

Enemy

While 1st Armoured Division was being tied down in the north by 90th Light Division and 21st Panzer Division, 10th Armoured Division followed up on the southern flank of the division. However, the main body of 10th Armoured Division ran into the Ariete Division in the south, and the latter succeeded in halting the enemy (although apparently at the cost of heavy losses).

German Forces

The battle groups settled down in their new positions during the first hours of the morning.

Remnants of 2nd Battalion 115th Panzer Grenadier Regiment continued to come in and were put into the strong-point front at Sidi Hamid.

The main effort of enemy following-up operations was made on the southern battle group sector, and the latter fell back to Sidi Hamid at 13.15 hours under heavy pressure.

The enemy approached the German positions with great caution.

In the next stage of the withdrawal it was planned to move about 50 km to the area south of Fuka.

Units to move off at nightfall.

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5th November, 1942

The division was no longer to withdraw to the west in battle groups positioned vertically to the front. In view of the hesitancy of the enemy it was already possible to form columns.

After some delay caused by its assembly, the division moved off to the west at 04.00 hours. The rearguard was formed by tanks. About 200 enemy tanks and carriers followed up from the south-east.

The division reached the area specified in the vicinity of Bir Abdalla towards 09.00 hours and organised for defence.

The fuel situation began to present difficulties.

During the midday period enemy tanks and armoured cars felt their way forward towards the division and attempted to outflank it from the south. By order of Africa Corps the division moved 10 km to the north-west to 21st Panzer Division which was engaged in action.

At 15.15 hours about 70 British reconnaissance cars and a few tanks came up from the south again. The approaching armoured cars quickly turned about when engaged by artillery and anti-tank weapons.

Next Objective: area south of Mersa Matruh.

The fuel required for this purpose arrived just at the right moment.

Wireless communication with Ib was out.

6th November, 1942

The night march was carried out without a hitch and the division reached the eastern limits of the Mersa Matruh minefields in the early hours of the morning.

Special Formation 288 under Colonel Menton was located on the south-eastern edge of the mined areas of Mersa Matruh east of the road to Siwa behind minefields the extent of which was largely unknown. No maps were available.

The divisional commander decided to deploy the division next to Menton's formation with front facing south and south-west. To achieve this it was necessary to send the units through the only lane in the minefields east of the Siwa track.

In the new position the division was protected to a certain extent by mines, but lost all freedom of movement in these mined areas. The Siwa track and the coastal road were the only passable routes to the west and an extensive reconnaissance would be necessary to establish any other route.

As a result of the great distance ordered between the division and the Q.M. (in the Sidi Barani area) section, radio communication was no longer possible.

Fuel and water were urgently required. The water supply installations at Mersa Matruh were blown up before the combat troops arrived.

7th November, 1942

A detachment from 33rd Panzer Engineer Battalion was sent out to reconnoitre routes of withdrawal out of the minefields to the south-west and north-west.

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To the south-west the detachment ran into enemy armoured patrols. The terrain was so swampy in places that it would not be passable at night.

The terrain to the north-west was also unfavourable owing to mines and swampy patches.

In the afternoon a large number of enemy reconnaissance cars moved up towards the division from the south-west.

The division was threatened with encirclement if it did not fall back to the west across the desert or along the coastal road.

This situation was settled by the Africa Corps decision to move both divisions westwards along the coastal road to the Sidi Barani area during the night despite the great risk of air attack.

Shortly after moving off, the armoured spearhead was engaged in an encounter with covering parties of the Menton Battle Group which did not recognise their own troops although signal flares were used.

2 tanks were knocked out and the division was delayed for 2 hours.

8th November, 1942

There was no longer any direct interference by the enemy. The move was carried out almost as though in peace-time with only slight pressure from the enemy who made repeated attempts at encirclement. However, these attempts caused anxiety in only two instances:

- (a) at Mersa Matruh
- (b) before the Gazala mine-belt was overcome

In the latter instance division did not have the freedom of movement required for a defensive action.

The retreat from Mersa Matruh was carried out in the following stages:

8th November, 1942	Bug-Bug
9th November, 1942	through Halfaya Pass to the Capuzzo area
11th November, 1942	along Trigh Capuzzo to Ed Duda
12th November, 1942	El Adem reached
13th November, 1942	passed through the Gazala minefields on the Acroma track and reached Bir Temrad
14th November, 1942	along Martuba route and Via Balbia to Maraua
15th November, 1942	Barce to El Abiar
17th November, 1942	Benghasi - Ghemines - Magrun
19th November, 1942	area north of Agedabia
22nd November, 1942	Kilometre 29 south-west of Agedabia
25th November, 1942	12 km south of kilometre 21.2 east of Agheila

V The Enemy in Action

1 Strategy

The captured British plan indicated that an immediate effort would be made to force a strategic breakthrough.

All available forces were to be used in the first night to break through the divisions holding defensive positions. The armoured divisions were to follow up immediately (attack at 02.00 hours on 24th October), first of all destroying the enemy armoured formations and then moving on to objectives further afield.

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When this plan broke down, the British High Command fell back on their accustomed misguided policy of extreme caution:

systematic build-up of the attack until a favourable defensive position was reached - deployment to meet expected enemy counter attacks - resumption of the attack, - always in the same sequence.

No effort was made to exploit developments in the situation by the use of mobile forces.

For example, 1st Armoured Division was not used to exploit the possibility of a breakthrough which was already building up on 10th Armoured Division sector on 28th October.

1st Armoured Division doggedly followed the specified, but strategically unfavourable line of attack so that it might also achieve its objectives.

Even when the strategic breakthrough was achieved on 2nd November, and also on later occasions, the British High Command did not seize the opportunity of a decisive victory.

2. Tactics

Tactical leadership of subordinate formations showed to better advantage. Principles which might have been learnt from the German command were identified.

In detail, the following were observed:

(a) Choice of Time

Realising their superiority in a night attack, the British made full use of the hours of darkness.

(b) Co-operation between Arms of the Service

Co-operation between artillery, infantry, armour and aircraft was extremely good.

(aa) Infantry - Artillery

The infantry followed up so closely behind the creeping barrage that losses were suffered.

Much use was made of smoke to assist the attack as well as to deceive the enemy (diversion of fire). Thus, covered by smoke and dust clouds, the unseen infantry succeeded in surprising and penetrating German positions.

Strong artillery groups concentrated on small areas. Special artillery was assembled for strong centres of resistance. For example, 48 heavy guns were assembled for this purpose and were used on codeword "big hammers".

(bb) Infantry - Armour

Infantry formations immediately organised for defence to consolidate positions reached by tanks.

Infantry attacks were usually supported by tanks or at least by carriers.

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(cc) Armour - Artillery

Concentrated use was made of armour, upwards of 40 tanks being sent in for every attack. 2 - 3 tanks felt their way forwards skilfully to draw out the German anti-tank guns. All the tanks and artillery then concentrated on the German anti-tank guns. The enemy tanks indicated the target for their artillery by use of smoke.

(c) Strong Air Support

and first class co-operation between air force and ground troops. British troops were always informed in good time of intended air attacks (agent's report) and, conversely, the air force was always informed of the strength and extent of concentrations:

e.g.: on 24th October 1942, 9 massed bomber attacks were made between 07.45 and 15.00 hours on the Divisional Battle Headquarters area alone.

On 28th October, 1942, 5 similar attacks were made between 13.30 and 14.20 hours on the Divisional Battle Headquarters area alone.

British air attacks were always carried out fairly near the front line (sometimes only 2 km).

However, the effect of the air attacks was not exploited.

3. Quality of the Troops

The British soldier once again demonstrated his tenacity and hardiness in fighting and in enduring losses.

In spite of the very heavy losses which he is known to have sustained, he attacked repeatedly.

However, men of 133rd Infantry Brigade taken prisoner (U.K.) were glad to have escaped the fighting with their lives and they said this without reserve. Every one of the 40 Britons present at a Luftwaffe radio transmission to England was prepared to tell his family in England that he was alive and that all was well with him, and they did in fact broadcast.

As their war aim they stated that they were fighting for "women and children".

This attitude is also reflected in the captured appeal made by Montgomery:

"We must give all we've got so that we can get home soon".

VI German Defensive Measures:

Certain observations must be made in regard to the effectiveness of German defensive operations.

The division will not comment on known weaknesses of German defence, on whether an improvement was possible or on whether it was a question of the unchangeable nature of the North African theatre of operations with its perpetual supply difficulties. The division is not able to review the entire situation.

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Details:

1. The inadequate effect of the German minefield came as a great surprise. Although in the discussions with the responsible Engineer officers it had been continually stressed that it was not possible to see what had been caught up in the minefield, the fact remained that on the morning after the attack opened there were British tank concentrations on the western edge of the German minefields, and this was decisive.

The so-called "Devil's Gardens" should have been filled with uncontrolled mines, bomb mines etc.

The Germans did not expect the British to succeed in clearing a way through the minefield in half a night while under enemy artillery fire.

2. Reports from front-line units always arrived too late at headquarters. This was probably due to the heavy artillery bombardment which destroyed everything.

Thus, very costly counter-attacks had to be carried out against the enemy who had already dug in.

3. No planned action was possible against enemy artillery owing to the low German ammunition stocks available and the fact that the strong British artillery concentration had not previously been reconnoitred and could not be reconnoitred in the hurricane of the defensive battle.

This led to heavy losses in men and the early destruction of anti-tank weapons.

4. The demand for the recapture of the main defence line which was constantly made in the first days of the battle necessitated costly counter-attacks. As was later confirmed, the British expected these counter-attacks and waited for them in prepared positions.

This demand was not put forward again after the Field Marshal returned.

5. Co-operation with the Luftwaffe could have been better, and notification of air attacks usually came too late.

The attacks were generally carried out in the enemy's rear and not directly in front of the German line, where they were more necessary to support counter-attacks.

6. After the division's reserves had been used up, the High Command was very reluctant to release its own reserves (605th Anti-Tank Abteilung, Bersaglieri), and these were usually soon taken back into reserve.

A rapid immediate counter-thrust, which always offers the greatest possibility of success, was thus no longer possible.

7. The British tanks were superior in number, gun range and armour. German tanks were destroyed at distances at which they were not effective.

8. The operations finally confirmed that the 7.62 cm S.P. gun is useless in the African theatre of operations owing to its low rate of mobility, light armour and its range for direct fire (1,800 metres) which is inadequate for a heavy anti-tank weapon. In the first action 8 guns were knocked out before they could fire.

The S.P. heavy field howitzer 13 also went out of action very quickly owing to its inadequate mounting.

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9. The second line Panzer Divisions (15th Panzer Division and Littorio Armoured Division) brought up close to the divisions in defensive positions contained the first breakthrough made by British 30 Corps.

However, both formations suffered heavy losses as a result of the incessant enemy artillery fire.

The division therefore subsequently inclined more to the opinion that defensive operations could be carried out under more favourable conditions if the supporting formations were held further back from the front line. This compels the enemy to re-deploy his artillery, breaks up enemy artillery fire and gives us time to identify the enemy lines of attack and to meet them in mobile operations, in which we are superior to the British.

10. Co-operation in action with the Littorio Division proceeded without a hitch.

The Italian unit commanders always complied with the wishes of the German battle group commanders, who were not able to issue orders. Littorio Division gave its approval in every instance, mainly owing to the necessity to save time, after measures had already been put into effect by direct agreement with the local commanders.

The staff of Littorio Division acted in accordance with the requirements of the situation and followed German decisions loyally and unconditionally.

Its formations came through the hard battle in closest co-operation with their German comrades or fell at the side of the 15th Panzer Division units.

VII Conclusion

German and Italian units of the Littorio Panzer Division did their utmost to fulfil their duty in the defensive battle at Alamein.

They were slowly wiped out by the enemy "wearing-down process" without there being any opportunity of sending in replacements.

3rd Battalion 115th Panzer Grenadier Regiment in particular deserves special commendation. The divisional commander described this formation as a "pillar in the defensive battle".

That these heroic troops were denied victory was due to enemy superiority in numbers and material, and not in leadership and morale.

Colonel

A.H.B.6 Distribution

Same as Translation V11/104

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