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William Morris

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Last Ditch: The British Army in Southeast England, 1940

WILLIAM MORRIS*
Independent Scholar, UK
Email: wmorrismarch13@gmail.com

ABSTRACT
This article examines the state of XII Corps, which occupied the most threatened corner of England during the invasion crisis of 1940. Drawing upon research in the UK National Archives and secondary sources, this article argues that early-war British commanders better understood the tactical challenges posed by the German Army than has previously been accepted, and in particular understood the need for dynamic training and a mission-specific doctrine.

Introduction

The role of the British Army in anti-invasion operations in 1940, and in particular the role of XII Corps, has received relatively scant attention. This is a serious omission, as the British Army would have had to confront and defeat the German Army if the RAF had been defeated, and the Royal Navy had failed to prevent a German invasion from taking place. This article aims to partially fill that gap by exploring the preparations made by a single corps, XII Corps. It will demonstrate that the British Army in southeastern England in September 1940 was relatively well-led, had a realistic operational and tactical doctrine, and took the issue of training more thoughtfully than has previously been recognised. This article relates to how British commanders adapted and developed their own mission-specific doctrines in order to deal with a scenario for which previous methods had proven insufficient. It confirms Jonathan Buckley's observation that the 'hands-off' training ethic of the British Army provided dividends by allowing commanders freedom to set their own training and doctrinal standards.[1] It focuses on how the units of XII Corps were deployed, what form their training took, and the tactical and operational doctrine to which that training was tailored.

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*William Morris is an independent scholar who dedicates his free time to the study of the British Army during the Second World War.

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[1]Jonathan Buckley, *Monty's Men: The British Army and the Liberation of Europe,* (London: Yale University Press, 2014), p. 301.

Historians have recognised that the British Army of 1940 had many flaws. Sir David Fraser described a force that was unprepared for mobile warfare, and lacking in commanders who had high-command training.[2] This line of argument was followed by Edward Smalley, who characterised the British Expeditionary Force's (B.E.F.) campaign in France as being plagued by inept leadership, slow decision making, and poor morale.[3] The most recent contribution to this historiographical tradition has been by Richard Dannatt and Robert Lyman, who use the combat performance of the B.E.F in France as the centrepiece of their indictment of inter-war defence spending.[4] Even those looking to rehabilitate the British Army's reputation, such as Jonathan Buckley, have used training in the British army of 1940 as a negative example against which the later performance of the British Army can be positively assessed.[5]

Arrayed against this formidable body of opinion is the work of Charles More, who uses the example of the Battle of Ypres-Comines Canal to argue that the B.E.F. had strengths that have been neglected.[6] More's conclusion is that the B.E.F was capable of fighting defensive operations with skill and considerable tenacity, showed more flexibility and manoeuvrability than many have acknowledged, and remained remarkably well-motivated in the face of constant setbacks.

Analysis by Joseph Moretz of British operational and tactical performance in Norway tells a similar story. The quality of officers at the command, brigade and battalion levels was high.[7] British fieldcraft was excellent, rearguard and defensive operations were well-executed, and march discipline was good, while morale remained solid.[8] Junior officers and non-commissioned officers, both Regular and Territorial, displayed consistent initiative, discipline and skill throughout the campaign.[9]

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[2]David Fraser, *And We Shall Shock Them* (London: Hodder & Stoughton, 1983), p. 22-23.

[3]Brian Bond, 'Edward Smalley, The British Expeditionary Force 1939-40' *British Journal For Military History*, Vol. 2 No. 1 (2015), p. 132-133. https://journals.gold.ac.uk/index.php/bjmh//article/view/642/764. Accessed 21 February 2025.

[4]Richard Dannatt & Robert Lyman, *From Victory To Defeat,* (Oxford: Osprey Publishing, 2023), p. 304.

[5]Buckley, *Monty's Men*, pp. 43-45.

[6]Charles More, *The Road To Dunkirk,* (Barnsley: Frontline Books, 2013), p.305

[7]Joseph Moretz, *Towards A Wider War: British Strategic Decision-Making and Military Effectiveness in Scandinavia*, 1939-1940, (Solihull: Helion & Company Limited, 2017), pp. 436-437.

[8]Ibid., pp. 521-523.

[9]Ibid., pp. 525.

By far the most impactful work has been by Jonathan Fennell, who demonstrated that early-war British commanders were fully aware of the challenges posed by mobile warfare and were themselves perfectly capable of prosecuting it effectively. During 1940/41's Operation Compass, British commanders in North Africa successfully used dash, initiative and speed of movement to overwhelm and destroy a far larger Italian force wedded to positional warfare, and only lost that capability once their regular troops had been diluted with wartime replacements and their formations had grown in size and number beyond the scale their commanders had been trained to handle.[10]

These innate qualities had not, however, been enough to enable the British Army to avert a catastrophe in France in 1940. From early June onwards, Britain faced the prospect of invasion with an army that was disorganised and had lost much of its equipment. At the same time the army had to readjust its UK command structure to incorporate large numbers of new formations and develop a new and viable Order of Battle. The District Commands, previously purely administrative and training headquarters, now had to be converted into operational commands that included Regular Army and Territorial Army units. Amongst the new Corps formations created to tackle this task was XII Corps, formed in southeastern England in early June 1940 from a cadre of experienced staff officers and service troops. Given that German plans called for landings to be concentrated along beaches in Kent and East Sussex, it was XII Corps that would have been the first and main combat formation to come into contact with the enemy. The divisions that were immediately assigned to XII Corps reflected the ad-hoc nature of the wider British Army following the Fall of France.

In the beginning, the corps had under its control the regular 3 Infantry Division, which had distinguished itself in France. This division, however, had been removed by the end of July.[11] For most of the invasion period, the bulk of the corps' fighting power was provided by two Territorial Army (TA) formations: 45 (Wessex) Infantry Division had been formed in the West Country as a duplicate of 43 Wessex Division and had spent the Phoney War dispersed across Southern Command before being transferred to Eastern Command after the Fall of France. Large scale training had been significantly impeded by this dispersal, and the division spent much of the summer rectifying this issue.[12] The other TA division, 1 London Motor Division, had a more colourful history. Formed from London-based TA units, the division was organised as a two-brigade 'motor division' until June 1940, when it was converted to an infantry division and

[10]Jonathan Fennell, *Fighting the People's War,* (Cambridge: Cambridge University Press, 2019), pp. 121-123.
[11]David John Newbold, *British Planning And Preparations To Resist Invasion on Land, September 1939 - September 1940* (PhD Thesis, King's College London, 1988), p. 343
[12]Ibid., pp. 60-61.

given the 198 and 35 Infantry Brigades.[13] The latter had originally been part of 12 Division in France, and was the only brigade-level formation in the area that had seen active service on the continent, where it had been badly mauled, although the stubborn defence it put up around Abbeville earned it accolades in the German XXXXI Corps War Diary.[14]

In addition to these two divisions, XII Corps also had several brigade-sized units. 29 Independent Infantry Brigade which was composed of regulars recalled from India had spent much of its time absorbing lessons from France and Norway.[15] A mobile formation was available in the form of Brocforce, based around 1 Motor Machinegun Brigade and reinforced by several artillery, engineer and infantry units. In addition to these formations, the corps also had operational command of garrisons at Shorncliffe, Dover Castle, Chatham and Deal, and Sheerness, composed largely of Royal Engineers, Royal Marines and training units.[16]

The quality of generalship in the Second World War British Army has been a subject of controversy since the 1960s; the conventional view is best summarised by Brian Farrell, who attributes Commonwealth defeats in Malaya to British field commanders' excessive caution at the tactical level, combined with the failure of senior officers to adapt doctrine to local circumstances.[17] Robert Forczyk contends that had Operation Sea Lion taken place, this same inflexibility would have left XII Corps' commanders incapable of adapting to the speed at which the German Army and Air Force moved and fought.[18]

While it must be accepted that there were limitations in the training which senior British officers received during the 1930s, this narrative stands at tension with the available evidence. As has been seen, British commanders in North Africa in 1940/41 were perfectly capable of conducting high-tempo combined operations if they were given time to train the troops under their command.[19] The successful extraction of troops from Norway and France required commanders to improvise combat formations and plans on the spot and then commit them to battle quickly enough to delay the enemy's advance before breaking contact. Such operations place great demands on the tactical judgement of the officer responsible, and yet British

[13]Ibid., p. 260.
[14]L. F. Ellis, *The War in France and Flanders 1939-1940* (London: HMSO, 1954), p. 81
[15]Rowland Ryder, *Oliver Leese,* (London: Hamish Hamilton, 1987), pp. 86-87.
[16]Newbold, *British Planning And Preparations To Resist Invasion*, p. 260.
[17]Brian Farrell, *Defence and Fall of Singapore* (Singapore: Monsoon Books, 2015), p. 393
[18]Robert Forczyk, *We March Against England: Operation Sealion, 1940-41,* (Oxford: Osprey Publishing, 2016), pp. 233-235.
[19]Fennell, *Fighting the People's War,* p. 122.

commanders had performed them with consistent success in Norway and France in 1940 and would do so later in Greece in 1941.

Figure 1: General Sir Andrew "Bulgy" Thorne in Norway in 1945.[20]

XII Corp's objective was to perform those same duties – to delay the enemy advance and inflict casualties, in preparation for a counter-attack by mobile forces. The combat record of XII Corps' General Officer Commanding (GOC), Lieutenant-General Sir Andrew "Bulgy" Thorne, suggests that he was well qualified to carry out this task. Thorne was commissioned into the Grenadier Guards in 1904, finishing the First World War as a temporary Brigadier aged just thirty-three.[21] Diarist Sir Duff Cooper, who served in his battalion, remembered Thorne as a hard-driving professional even by the standards of other officers.[22] Having distinguished himself as a combat officer, Thorne spent the interwar period in attaché and staff positions, the most significant of which was his service as Military Attache in Berlin between 1933 and 1935, where he was able to witness to German rearmament.[23]

[20]Imperial War Museum (hereinafter IWM) Image BU 6334.
[21]Donald Lindsay, *Forgotten General: A Life of Andrew Thorne,* (Salisbury: Michael Russell Ltd, 1987) p. 73.
[22]Duff Cooper, *Old Men Forget,* (London: Rupert Hart-Davis, 1953), p. 88.
[23]Lindsay, *Forgotten General: A Life of Andrew Thorne*, p.104.

Appointed GOC of 48 Infantry Division in 1939, he instituted a policy of aggressive patrolling during the Phoney War period in northern France that resulted in gallantry awards for multiple officers and men in his division.[24] Thorne's actions in the subsequent Battle of France further suggest a determined and capable officer. In order to counter penetration towards Dunkirk by 8 Panzer Division, Thorne dispatched two of his brigades to occupy the towns of Cassel and Hazebrouck.[25] By shuttling reserves back and forth between these positions, Thorne and the neighbouring 44 Division held a 20 mile front for three days against combined infantry and armour assaults. It was likely that this performance led to Thorne being made GOC of XII Corps a week after his return to England. His four subordinates were Major-General Sir Claude Liardet of 1 London Division, Major General Edmond 'Teddy' Schreiber of 45 Division, Major-General Montagu Brocas Burrows of Brocforce, and Brigadier Sir Oliver Leese of 29 Brigade.

Historians of the invasion crisis have not been kind to Liardet, with Forczyk in particular casting him as a bookish, out-of-touch Territorial artilleryman.[26] Correspondence between Liardet and Basil Liddell-Hart suggests otherwise. Liardet was appointed to form the RAF Regiment in 1941, and used Liddell-Hart as a sounding board for his ideas on how the unit should be trained and organised.[27] The RAF Regiment that Liardet created pioneered the concepts of force protection and tactical air control that are cornerstones of modern doctrine, with Liardet remaining in command until 1945 and awarded a knighthood.[28] His grasp of the three-dimensional nature of modern warfare is further demonstrated by his insistence on officers being flown over their positions to ensure they were camouflaged against aerial

[24]Supplement to *The London Gazette* of Friday, 31 of May 1940, Issue 34863. p. 3343; Supplement to *The London Gazette* of Tuesday, 5 of March 1940, Issue 34804. p. 1305

[25]Stephen Ashley Hart, "The Forgotten Liberator: The 1939-1945 Military Career of General Sir Andrew Thorne." *Journal of the Society for Army Historical Research* 79, no. 319 (2001): pp. 233–49. http://www.jstor.org/stable/44232609. Accessed 22 February 2025.

[26]Forczyk, *We March Against England: Operation Sealion, 1940-41*, p. 229.

[27]The Basil Liddell Hart Archives (hereinafter LH) 1/445, "*A Letter To Basil Liddell Hart, by Maj-Gen Sir Claude Liardet."*

[28]Shannon W. Caudill, *Defending Air Bases in an Age of Insurgency,* (Maxwell Air Force Base: Air University Press, 2014), pp. 8-9; Kingsley M. Oliver, *The RAF Regiment At War: 1942-1944,* (Barnsley: Pen & Sword Military, 2022) p. 13.

observation.[29] While Liardet had not served in France or Norway, the accusation that he was out-of-touch is dubious.

Figure 2: Major General Liardet inspecting RAF Regiment airmen. [30]

Command of 45 Infantry Division in East Sussex fell to Major-General Edmond 'Teddy' Schreiber, also an artilleryman. Much like Thorne, Schreiber's service in the First World War had been distinguished, winning the D.S.O and ending the war as a brevet Major before attending the Camberley Staff College as student and later instructor.[31] By 1940, Schreiber was a well-regarded officer. His transfer back to Britain from the B.E.F. was seen as a bitter blow by Lieutenant-General Alan Brooke, who held a high opinion of his abilities.[32] Brooke's assessment was echoed by Field Marshal John Dill,

[29]The UK National Archives (hereinafter TNA) WO 166/709 I London Division Intelligence Summary No. 79 and 17 June; WO 166/709 I London Division Ops Instr No: 23, 30 June 1940.
[30]IWM Image CH 5916.
[31]Nick Smart, *Biographical Dictionary of British Generals of the Second World War,* (Barnsley: Pen & Sword Military, 2005), pp. 477-478.
[32]Alex Danchev & Daniel Todman, *Field Marshal Alanbrooke: War Diaries 1939-1945,* (London: Wiedenfeld & Nicholson, 2001), p. 55.

who regarded Schreiber as the best potential commander after Montgomery.[33] Alas it was not to be, for Schreiber developed renal disease in 1942 and was confined to home commands thereafter.[34]

Major-General Montagu Brocas Burrows, commander of Brocforce, was a Dragoon by training. His service in Murmansk in 1919 had been distinguished with the award of a Military Cross and a DSO, he was promoted to command 9 Armoured Division in November 1940, then 11 Armoured Division in 1942.[35] Popular with colleagues and subordinates alike, Burrows was a zealous troop trainer who placed great stock in individual proficiency.[36] A latecomer to XII Corps was Major-General Bernard Freyberg of the New Zealand Division, he had won the Victoria Cross in 1916 as a battalion commander. Freyberg's conduct of the Battle of Crete in 1941 was undermined by poor communications and incomplete intelligence, but his later command in North Africa and Italy was highly successful.[37]

At the brigade and battalion level, commanders were of a similar calibre. Some, like Brigadier Sir Oliver Leese of 29 Brigade or Lieutenant-Colonel Guy Gough 1 Royal Irish Fusiliers, had already distinguished themselves in France or Norway. Most had not, but these often had excellent records from the First World War and interwar periods. Brigadier Arthur Newth, of 45 Division's 135 Brigade, had been the youngest battalion commander in the British Army in 1918 aged just twenty-one.[38] Most had not received the latest training in mobile warfare, but in that respect they were no different to those who had fought successful delaying actions at Ypres-Comines, Cassel, and in Central Norway. Unlike those men, the officers of XII Corps had a battle-proven commander with intimate experience of the German military, and time to prepare.

The immediate issue facing these commanders was a lack of resources. 45 Division's assigned area was estimated by its HQ to cover around a thousand square miles of ground, necessitating the commitment of all three brigades.[39] Thorne would only receive reinforcements in late August and September, in the form of a New Zealand

[33]Smart, *Biographical Dictionary of British Generals of the Second World War*, pp. 478-479.
[34]Ibid., p. 479.
[35]Second Supplement to The London Gazette of Tuesday, 20 January 1920, Issue 31745, p. 919-921.
[36]Brian Horrocks, *A Full Life*, (Glasgow: Collins, 1960), p. 89.
[37]James C. Bliss, *The Fall of Crete 1941: Was Freyberg Culpable?* (MA Thesis, Army Command & General Staff College, 2006), p. 135-136.
[38]Peter Eric Hodgkinson, *British Infantry Battalion Commanders in the First World War,* (PhD Thesis, University of Birmingham, 2013), p. 156.
[39]TNA WO 166/536, 45 Infantry Division Defence Scheme Part 4.

Division and 31 Infantry Brigade. The former was emplaced around Canterbury as the corps reserve, while the latter was deployed to defend the Royal Military Canal.[40]

1 London Division was expected to cover a similarly large stretching from Sheerness to Folkestone, and its deployment provides an example of the challenges that faced divisional commanders in 1940. Liardet had to ensure that Dover and Deal were protected, which required 1 and 2 London Brigades to be oriented eastwards. 198 and 35 Brigades however were positioned to protect the north Kentish coast, as successful landings there would threaten the division's line of communication with London.[41]

The strongest deployments were at the western end of XII Corps' sector, around Brighton and the approaches to Lewes. This sector was held by Brocforce.[42] 29 Infantry Brigade, arriving in July, was in reserve in the vicinity of Staplefield.[43] Both formations were expected to act in close concert with each other, and conducted joint exercises throughout the summer.[44]

XII Corps saw 29 Brigade as its main reserve, with 12 Corps Instruction No. 4 stating that the brigade was to either assist 45 Division in retaking Newhaven if that port fell, or recapture Shoreham under the command of Brocforce.[45] However, the brigade was also warned that it might be expected to operate in any part of 45 Division's area, especially in containing penetrations around Pevensey and the Royal Military Canal, or even holding a sector of the River Rother. This latter instruction suggests that Thorne intended to compensate for his numerical weakness by mounting a mobile defence, but the lack of motor transport left the majority of the TA infantry on foot.

This posed the obvious risk of infantry units being outflanked and isolated by armoured units, as had happened on multiple occasions in France and would later occur in North Africa, Malaya and Burma. This was a particularly acute fear within XII Corps, as the Germans were expected to press inland using the same system of scattered armoured columns as used in France, undeterred by concerns about their flanks or supporting units.[46]
The War Diary for XII Corps includes a document, simply titled 'Defence in Depth,' that provides insight into the doctrine that the corps adopted in light of this anxiety.

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[40]Newbold, *British Planning And Preparations To Resist Invasion,* p. 391.
[41]Ibid., p. 260.
[42]TNA WO 166/1113, 1 Motor Machinegun Brigade, Ops Order No 1, 13 July 1940.
[43]TNA WO 166/934, 29th Infantry Brigade War Diary, July 1940.
[44]TNA WO 166/344, XII Corps General Staff War Diary, 16 August.
[45]TNA WO 166/344, XII Corps, Instruction No. 4.
[46]TNA WO 166/949, 35th Infantry Brigade Defence Scheme, 5 July 1940.

In its opening paragraph, the document argued that German success in the Battle of France was enabled by the failure to have previously developed adequate defences behind the French and Belgian frontiers, and by the failure to conduct effective reconnaissance or coordinate between positions.[47] Building on these conclusions, the document argued that the enclosed terrain of Kent and Sussex offered good opportunities for checking armoured thrusts and confining them to areas where they could be isolated and destroyed. Indeed, the Brocforce War Diary remarks on the difficulty of moving mechanised forces through the Sussex and Kent countryside, made up as it was of sunken lanes, hedgerows, woodland and hills.[48]

This scheme was drafted against a changing background of national defence schemes. In the early summer, national strategy was dominated by General Sir Edmund Ironside's Stop Line scheme, in which southeastern England featured heavily. The fortified area at Barcombe Mills in East Sussex for example, was a key crossing point on the Stop Line that ran through XII Corps' area.[49] While it intended to provide a degree of depth against armoured penetration, the key weakness of the Stop Line was that it took no account of the vulnerability of linear defences to being flanked from the air, or being penetrated at a single point and then rolled up from either side.

The available evidence suggests that Thorne was aware of this and took steps to alleviate it. Instead of positioning units along a single Stop Line, XII Corps instead divided its area using a system of 'fences' overlayed over each other to form a 'grid.' Crossings over each fence – such as roads and bridges – were to be roadblocked, fortified, and held primarily by Home Guard forces. At intervals within this grid would be fortified nodal points, each centred around a key built up area or river crossing and held by Regular Army or TA troops. The outer perimeter was to be lightly held with all round defence, and carefully concealed and sited along likely approaches reinforced with traps and mines. Behind this lay the 'keep', a densely fortified building or area surrounded by a continuous anti-tank obstacle. The objective behind this system was: to delay German forces from penetrating inland; inflict losses on them; and so constrict their advance. By doing so, XII Corps would buy time for GHQ Home Forces to deploy further reserves to the battlefield and then launch a counter-attack. The Stop Line, rather than being the focus of the entire defensive effort, instead became a fall-back position to which units could withdraw if that became necessary.

At the divisional level, 45 Division incorporated this doctrine into its own Defence Scheme. Reiterating the conclusions of XII Corps GHQ with regards to terrain, the

[47]TNA WO 166/344, XII Corps Defence Scheme.
[48]TNA WO 166/1113, 1st Motor Machinegun Brigade War Diary, 15 June.
[49]William Foot, *Fields, Streets, and Hills: The Anti-Invasion Landscapes of England, 1940, (*York: CBA, 2006), p.373.

division assumed that it would face an initial onslaught of two divisions accompanied by an aerial landing of up to 15,000 airborne troops. As the divisional area covered over one thousand square miles, the divisional policy was for nodal points to be concentrated in villages, crossroads and at natural obstacles.[50] While the whole coastline would have to be held, platoons were nevertheless to be concentrated to allow their commanders to exercise control.

It was accepted that this would result in gaps within the line, it being deemed more important that units be able to concentrate their fighting power and avoid being rolled up piecemeal. Commanders from battalion down to sections were to counterattack whenever possible, and to rehearse doing so. The reasoning behind this was simple; the Germans could not be allowed to secure a bridgehead in the same manner as they had done after crossing the Meuse in June 1940, and the best way to prevent this was to keep them off balance. The Defence Scheme also, notably, contained provisions for commanders to request air support from the RAF.

This combination of static strongpoints and aggressive counterattack was mirrored by 1 London Division, which further indicates the degree to which experience in France had been disseminated. The commander of 1 London Infantry Brigade emphasised to his battalion commanders that any attack, whether aerial or landwards, was to be met with aggressive counter-action.[51] The importance of retaining mobility was emphasised, while commanders were explicitly encouraged to act on their own initiative in the absence of orders, and this was extended down to section commanders. Brigade HQ couched that attitude in language lifted from naval traditions, passing on Nelson's recommendation that '*In the height of the battle, the signals from the flagship may not be visible because of the smoke, but no Captain will be wrong who lays his ship alongside an enemy's ship and engages them*.'

The mainstay of XII Corps' destructive power lay with the Royal Artillery. Here, a lack of equipment imposed limitations. After critical equipment shortages in May and June, by August both divisions had received their full complement of artillery in the form of American-supplied 75mm field guns, 13 and 18 Pounder field guns, 4.5 Inch howitzers, and even 3.7 Inch mountain guns.[52] All could be used as stop-gap anti-tank weapons, but their high physical profile and limited lateral traverse imposed limitations in this role, and their ammunition supply was limited and inconsistent. The usefulness of these pieces was in their being able to engage targets in open ground and at close-to-medium range. The modern 25 Pounder was available, but only in limited quantities. 1 London

[50]TNA WO 166/536, 45th Division Defence Scheme, Parts 1, 4 and 5.
[51]TNA WO 166/1040, 1st London Infantry Brigade Operation Instruction No 4.
[52]TNA WO 166/716, 1st London Division Commander Royal Artillery War Diary, 12th and 13th of June 1940.

Division also had a medium regiment assigned to it, with 60 Pounder guns and 6 Inch howitzers.[53] These heavy pieces were again elderly but could provide powerful concentrated barrages, but their ammunition stocks were finite, and they had no anti-tank capability.

In addition to divisional artillery, commanders also had access to corps level medium, heavy, and super-heavy assets. XII Corps Artillery Group was equipped with a large quantity of modernised 60 Pounders and 6 Inch guns, in addition to several batteries of super-heavy guns, including 8 Inch, 9.2 Inch, and 12 Inch howitzers. The super-heavy pieces had very limited mobility but could hit targets at up to twenty two thousand yards. In order to accommodate this collection of antiquated but nevertheless functional equipment, British commanders developed a series of fire plans optimised to make maximum use of local conditions. In Brocforce for example, 60 Field Regiment was to firstly prioritise sinking enemy transports, secondly to prevent enemy penetration inland by shelling beaches, and thirdly to engage enemy forces inland, though it had not been permitted to conduct a practice shoot due to a shortage of ammunition.[54] For their own support, the infantry battalions of Brocforce had been provided with twelve 6 Inch mortars.[55] This scheme was mirrored in 45 and 1 London divisions, both of which tasked their artillery assets with sinking or damaging as many incoming transports as possible, and then shifting their fire to beaches and beach exits.

Divisional fires were to be reinforced by XII Corps Artillery, which was tasked with using its heavy guns to target beach exits, port wharfs, river crossings, and important roads.[56] The intention was to use artillery to complement the aforementioned 'grid" doctrine by shelling areas which the Germans would have no choice but pass through in order to reach their own objectives. An example of this can be found in Figure 3 at Rottingdean Beach, which *Oberkommando West* had selected as the landing area for 28 *Infanterie-Division*.[57] In order to move inland, troops and vehicles belonging to this formation would have had to travel up a single road built through a narrow cleft in the surrounding cliffs, while under fire from multiple artillery batteries. Similar bottlenecks were used to negate the lack of anti-tank weapons, with 1 Battalion Royal Irish Fusiliers at Rye positioning its few available guns to cover each of the seven beach checkpoints in its area.[58] Forward sections were issued with one anti-tank rifle per section instead

[53]TNA WO 166/347, XII Corps Artillery M. A. 12 Corps Operation Order No. 1, 11 July 1940.
[54]TNA WO 166/1113, 1 Motor Machinegun Brigade Ops Order No 1, 13 July 1940.
[55]Ibid.
[56]TNA WO 166/347, XII Corps Artillery Task Table, 17 September.
[57]Peter Schenk, *Operation Sea Lion,* (Barnsley: Greenhill Books, 2019), pp. 262-263
[58]TNA WO 166/4553, 1 Royal Irish Fusiliers, Rye Sector Defence Scheme.

of per platoon, and troops were instructed in manufacturing petrol bombs and were taught to use them aggressively.[59]

Figure 3: Rottingdean Beach showing seawall and narrow cleft.[60]

The modernity and flexibility of this corps doctrine is in contrast with what has been claimed by previous historians of the British Army in the early years of the Second World War. In his studies of the Malaya Campaign, Farrell attributes Commonwealth defeat to the reluctance of commanders to adapt doctrine to local circumstances.[61] Williamson Murray and Alan R. Millett similarly characterise British commanders as overly slow to adapt to battlefield realities, pointing to what they view as marginal changes taking place in the desert prior to Montgomery taking command.[62]

[59]TNA WO 166/709, 1 Lon Div Ops Instr No: 4, 3 June 1940; WO 166/990 35 Infantry Brigade Ops Memoranda, 22 July.
[60]© *Historic England,* Image from 1933.
[61]Farrell, *Defence and Fall of Singapore*, p. 374
[62]Alan R. Millett & Williamson Murray, *Military Effectiveness: Volume 3 – The Second World War,* (New York: Cambridge University Press, 2010), pp. 124-125.

It appears that these arguments cannot be applied to the British Army in southeastern England. Building on experience in France, XII Corps developed a defensive doctrine that empowered junior leadership, encouraged aggression, and prepared troops for mounting an active, all-round defence in depth in order to delay and attrit a mobile, numerically superior opponent. It is worth noting that on the Eastern Front, German commanders only came to understand the effectiveness of strongpoints wedded to a mobile defence when frontline units began to improvise them out of necessity.[63] Thorne, on the other hand, both foresaw the necessity and developed a coherent, locally adapted doctrine to accommodate it.

In order to function under the test of combat, this doctrine would require trained soldiers and officers who could hold positions and conduct local counterattacks. Building on conclusions by David French, Forczyk maintains that the training of the British Army during this period was plagued by a lack of clear doctrine, a didactic approach to training, and inattention to combined arms warfare, which left British troops at a disadvantage compared to their German and Japanese counterparts.[64] As before, the available evidence paints a more complex picture. At the Ypres- Comines Canal, 5 Infantry Division was able to hold off an entire corps for two days before mounting two successful counter-attacks.[65] Whatever may be said of the wider conduct of the B.E.F., the tactical training that 5 Division had received was clearly adequate for the task it was asked to perform. The performance of British forces in Malaya, by contrast, was miserable. The key variable between the two was the different capabilities of officers as troop trainers.

In this area, the available records show that XII Corps was well served at senior levels. On 30 May, Liardet's 1 London Division HQ outlined basic training orders for all fighting and administrative units in the division.[66] Each unit was to carry out a practice of its allocated Home Defence role twice per week and keep a logbook of comments and necessary improvements. This regime was enforced by log-book inspections and practice attendance, both by brigade commanders and by Liardet himself. While basic, this system would have encouraged troops to become familiar with their local area, ensured that they understood what was being asked of them, and allowed commanders to spot deficiencies before they became an issue.

[63]Timothy A. Ray, *Standing Fast: German Defensive Doctrine On The Eastern Front in WWII,* (Fort Leavenworth: Combat Studies Institute, 1986), p. 68-75.
[64]Forczyk, *We March Against England: Operation Sealion, 1940*, p. 223.
[65]More, *The Road To Dunkirk*, pp. 292-293.
[66]TNA WO 166/1040, Practice in Operational Role and degree of readiness required, 30th May 1940.

One weakness which threatened to undermine training programmes was the relative inexperience of the available junior leadership. Throughout 1939-1940, the British Army suffered from a shortage of commissioned officers, so much so that it briefly experimented with appointing warrant officers to platoon command. To make matters worse, the commissioning of new officers from experienced NCOs came at the expense of robbing established battalions of their best men, leaving an inadequate cadre of experienced NCOs.[67] In 198 Brigade, officer shortages were reportedly so bad that many companies had only a single subaltern.[68]

An example of the problems this caused can be found the War Diary of 7 Devonshires, a machinegun battalion, which undertook an exercise on 13 June.[69] Liaison between company commanders and their infantry officers was found to be so bad that one subaltern lost his entire platoon, while B Company was found to be sluggish. On the 4 July, an inspection of the positions of C Company at Newhaven discovered that alternative positions had not been dug, and no sentry had been mounted. D Company was likewise found not to have mounted sentries and was living in very poor conditions. By 23 August, the battalion second-in-command was holding a Court of Inquiry within C Company to investigate conditions there; 7 Devonshires clearly had some way to go before they could be considered a fully effective unit.

Other units suffered from similar difficulties. In May 5 Duke of Cornwall's Light Infantry complained of having been used as labourers during an exercise, while in June 50 Royal West Kents were left with just one hundred and twenty trained men after having to provide three hundred to help form new battalions.[70] The officers of 5 Battalion The Somerset Light Infantry noted that many pillboxes had not been properly camouflaged, with too much emphasis on paint and foliage and not enough on disguising them as agricultural buildings.[71]

There is, however, evidence that XII Corps' commanders were aware of the problem and took steps to remedy it. Throughout July and August, the brigades of 1 London Division sent contingents of officers and men to train on sniping, section leadership,

[67]David Williams, The Black Cats At War: The Story of the 56 (London) Division TA, 1939-1945, (London: Imperial War Museum, 1995), p. 2-3
[68]TNA WO 166/1051, 198 Infantry Brigade, Minutes of a Brigade Conference Held at Sarre, 3 July 1940.
[69]TNA WO 166/4201, War Diary of 7 Devonshire Regiment.
[70]TNA WO 166/4646, War Diary of 50 Holding Battalion Royal West Kent Regiment; TNA WO 166/4216, War Diary of 5 Duke of Cornwall's Light Infantry.
[71]TNA WO166/4656, 5 Somerset Light Infantry, Operation Instruction No. 21, 28 June 1940.

and attend tactical courses at a Divisional School set up at Canterbury.[72] The existence of a Divisional Battle School in 1 London Division in mid-1940 is highly significant, as it predates Timothy Harrison Place's assertion that these institutions were not formally established across the British Army until late 1941 and early 1942.[73] The presence of at least one demonstrates that the leadership of 1 London Division were acutely aware of the need to improve the quality of individual and small-unit training and leadership, and were active in trying to resolving the problem. It also speaks well of Liardet and his staff, particularly in light of Liardet's later success with the RAF Regiment.[74]

This attention to training was complemented at the brigade and battalion levels by a programme of unit exercises. From 2 May to 25 June, the three battalions of 2 London Brigade conducted eight battalion sized exercises between them, alongside each other and supporting units.[75] The lack of combined arms training has been a popular source of criticism of the British Army during the early years of the Second World War, but available evidence shows that XII Corps tried to remedy this. The London Scottish and London Rifle Brigade, for example, conducted a simulated counterattack on Hawkinge Airfield on 24 June, alongside 64 Field Regiment, Royal Artillery.[76] Another example can be found in 2 London Brigade, which participated in a divisional exercise alongside 90 Field Regiment.[77]

45 Division's 136 Brigade conducted an exercise on 26 June involving the entire brigade, which hypothesised it facing landings from the sea and from the air by paratroopers.[78] From the start of July to August, the brigade held no less than eight exercises of varying types and scopes, some immediately following on from others.[79] In August alone 135 Brigade held four major exercises, two of them in conjunction with neighbouring brigades.[80]

One of the key challenges the British Army faced in Norway and France was Luftwaffe bombing and its psychological impact on unprepared troops. Here, again, Thorne and

[72]TNA WO 166/949, 35 Brigade War Diary, July and August.
[73]Tim Harrison Place, "Lionel Wigram, Battle Drill and the British Army in the Second World War." *War in History* 7, no. 4 (2000): pp. 442–62.
[74]Oliver, *The RAF Regiment At War: 1942-1946*, pp. 137-139.
[75]TNA WO 166/1042, 168 Brigade War Diary, May to July 1940.
[76]Ibid.
[77]TNA WO 166/1040, 1 London Infantry Brigade Home Defence instructions No 49, 23rd July 1940.
[78]TNA WO 166/992, 136 Infantry Brigade War Diary, 26th of June 1940.
[79]TNA WO 166/992, 136 Infantry Brigade War Diary, July to August.
[80]TNA WO 166/990, 135 Infantry Brigade War Diary, August.

his commanders made efforts to reduce the suppressing effect of divebombing. On 22 July 135 Brigade undertook a scheme with the RAF by having three Fairey Battle squadrons of the RAF conduct dive-bombing attacks in front of selections of men from each battalion, perhaps taking inspiration from similar schemes in 1 London Brigade.[81] That this practice was widespread in the corps is shown by a similar scheme in 9 Surreys that took place on 1 August.[82]

Figure 4: Lorry Mounted Mark VII 4 Inch near Dungeness - 29 July 1940.[83]

Similar energy can be found in the artillery units, which were the key destructive arm at XII Corp's disposal. The XII Corps Artillery HQ training regime emphasised the importance of mobility, and set down instructions that each battery was to practice relocation and to think and train in terms of how to get to the fighting as quickly as possible.[84] No officer was considered efficient unless he was capable of doing everything that his men were expected to, while units were to maintain classes for NCOs and to be watchful for likely NCO and officer candidates among the ranks. The intent behind this training was to create gunners who were self-reliant and tough.

[81]TNA WO 166/990, 135 Infantry Brigade Ops Memoranda, 22 July; 1 London Infantry Brigade Home Defence instructions No 50, 27 July 1940.
[82]TNA WO 166/4263, 9 Battalion East Surrey Regiment, War Diary 1 August 1940.
[83] IWM Image H 2570.
[84]TNA WO 166/347, XII Corps Royal Artillery, Subject: Training, 18 July 1940.

Practice shoots were carried out throughout the summer of 1940 and with positive results; 142 Regiment Royal Artillery for example carried out multiple practice shoots, and 69 Regiment Royal Artillery adapted to its assigned role of sinking invasion barges by training its crews to fire on floating targets towed by tugs.[85]

Even in units that were never originally intended for combat service, efforts were made to ensure that basic combat skills were present. No. 4 Docks Group, a Royal Engineers unit made up of stevedores, was one of the main formations available to the garrison at Shorncliffe. From May until at least July, cadres were taught tactical movement, musketry, field training, anti-gas precautions, and bayonet fighting, and under the instruction of a combat-decorated officer.[86] The use of the term 'cadre' implies that these groups were in turn expected to help train their comrades, building on the basic training that the men would have received upon joining up. While they could never be considered an offensive unit, the stevedores of No. 4 Docks Group were hardly helpless.

The primary issue with archival sources is that they do not allow us to understand what this training actually looked like for those taking part, and how realistic a preparation for combat it actually was. The British Army's early-war training regime has been characterised as having lacked realism and rigour, while being excessively focused on outmoded tactics. Timothy Harrison-Place in particular emphasised how the lack of qualified umpires negatively impacted the lessons that training could provide, and on how the value of exercises was undermined by the reluctance of troops to understand rules.[87] With all of that said, the available evidence does suggest that real progress was made.

Building on Fennell's work on developing a reliable means of measuring morale, the best indicator of commitment in XII Corps and available in the archives are the records of the Court Martial Charge Books; they contain individual cases from XII Corps' area, and the hospital admissions rate per thousand men in 1940 drawn from the chapter of the Medical History of the Second World War that dealt with troops stationed in the United Kingdom. It is acknowledged that this is an imperfect measure, as a division in training on home soil is not the same as a division in combat overseas. Charge books contain only what was alleged, while the hospital admission rates for 1940 cover the entire year, not just the period of the invasion crisis. Nevertheless, it is still possible to draw some conclusions from the available data.

[85]TNA WO 166/539, 45 Division Royal Artillery War Diary, 3 June.
[86]TNA WO 166/3463, No. 4 Works Group War Diary, May and June.
[87]Timothy Harrison-Place, *Military Training in The British Army 1940-1944,* (London: Routledge, 2000), p.19-22.

As has been addressed elsewhere in this article, leadership was vital to effective training. Here, the charge books suggest that there were isolated cases of officers who were patently unfit. In 45 Division, a major from 69 AT Regiment Royal Artillery was charged with public drunkenness and scandalous conduct after causing a disturbance in a hotel. In the same division, a captain was charged with dishonouring cheques and posing as a baronet.[88] What effect this had on the troops under their command can only be guessed at, but it is unlikely to have been positive. These two incidents, however, are outweighed by evidence that leadership in XII Corps was of a good standard. David Williams, a former officer in 1 London Division, described Liardet as an extremely popular officer who was appreciated by all ranks both for his efforts on the formation's behalf, and for the solidarity they felt with him as a fellow Territorial.[89] Thorne, likewise, was remembered by Sir David Fraser as a personable and adept communicator who could speak to the young without patronisation or simplification.[90] Hospital admission rates for troops stationed in the United Kingdom, another key measure of morale, were at their lowest during 1940, and increased only from 1942 onwards. The admission rate for mental illness in 1940 for example was 3.59 per 1,000 men, whilst in 1945 it was 8.05.[91] Skin disease rates in 1940 were 7.78, while in 1945 they were at 14.16. Even accounting for various factors which might have influenced this imbalance, such as the later intake of lower quality recruits and the accumulated stress of wartime, this suggests that the standard of physical and mental health in the British Army during this period was generally high.

When combined with the relatively low rates of disciplinary breaches – just thirteen cases in the charge books during the summer months – a picture emerges of an army that was well disciplined, fit enough to train, and actively engaged in doing so.

Evidence of this is extant in multiple sources. All four battalion commanders of 198 Brigade were satisfied with their battalions' readiness by 3 July.[92] Sir Oliver Leese's training regime for 29 Brigade, also produced immediate results; while two of the brigade's four battalions were found to be in bad shape on 1 August, an exercise alongside Brocforce from the 11th to the 17th of the same month was judged satisfactory.[93] General Brooke, visiting on 20 September, judged the unit to be in good

[88]Ibid, pp. 506 & 573
[89]David Williams, *The Black Cats At War: The Story of the 56th (London) Division TA, 1939-1945,* (London: Imperial War Museum, 1995), p. 14.
[90]David Fraser, *Wars and Shadows: Memoirs of General Sir David Fraser,* (London: Allen Lane, 2002), pp. 70-71.
[91]TNA WO 222/2151 Medical History of the Second World War; Army Medical Services, p. 17.
[92]TNA WO 166/1051, Minutes of a Brigade Conference Held at Sarre, 3 July 1940.
[93]TNA WO 166/934, 29 Infantry Brigade War Diary, August 1940.

form.[94] The War Diary of 142 Regiment Royal Artillery noted during an exercise that the gunners had shown a high degree of initiative and ability in selecting their positions, and subsequent practice shoots were judged successful.[95]

One key aspect of Thorne's training programme was preparing troops for the psychological impact of air attack, which remained a constant threat. Here, again, there is plentiful evidence that troops took this training to heart. 198 Brigade lost four men killed and two wounded in August alone during exercises.[96] Despite this, the Brigade continued with its training programme, and the War Diary mentions that troops returned fire against German aircraft attacking Ramsgate on 16 September. Throughout the summer and into the autumn, 1 London Irish Rifles recorded multiple instances of defensive positions returning fire at German aircraft.[97] 67 AT Regiment, having lost 4 gunners killed on 13 August, engaged enemy bombers with machine gun fire on 2 September.[98]

A further example of the impact that anti-invasion training had can be seen in 45 Division's performance during Exercise Bulldog which was held in June 1941, the following year. While it took place nearly a year later, the division was still under the same commanders it had in 1940. In offensive operations, the division was judged to have performed fairly; march discipline was good, but radio silence was overly strict; and there was disagreement between battalion and brigade commanders, perhaps reflecting the division's 1940 emphasis against relying on a functioning communication system, and the emphasis on the need for command autonomy.[99] Its defensive operations however were judged to be extremely effective.

While it is impossible to say how a German ground campaign would have played out, it is clear from the available material that the British Army in south-east England understood the nature of the challenge and had adopted practical measures to meet it. British forces in the threatened area were led by energetic, innovative officers who developed a modern defensive doctrine that aimed to minimise the effectiveness of German manoeuvre warfare by taking maximum advantage of available terrain, employing some measure of defence in depth at choke points, and the use of existing although often obsolete artillery. Doctrine was married to a progressive, and occasionally radical, training scheme that sought to prepare soldiers for the specific

[94]Danchev & Todman, *Field Marshal Alanbrooke: War Diaries 1939-1945* p. 109.
[95]TNA WO 166/539, 142 Regiment War Diary, 17 June 1940.
[96]TNA WO 166/1051, 198 Brigade War Diary, August 18 & 24.
[97]TNA WO 166/4435, 1 Battalion London Irish Rifles War Diary, July, August & September.
[98]TNA WO 166 /1639, 67 AT Regiment War Diary, August 13 & September 2.
[99]TNA WO 199/2461, Moves of Formations Taking Part in Exercise Bulldog.

task of anti-invasion defence. The ability of commanders to maximise their defensive advantage was limited by available equipment, but commanders met this challenge by adopting a dispersed, forward deployment of artillery assets to maximise the support being given to troops fighting in the immediate landing zones. While this study has been limited to the activities of XII Corps, the evidence uncovered suggests that a wider reassessment of the British Army's activities during this period is overdue.