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APO 337

By Authority of the Commanding General Army Air Forces

WILFRED T. PAUL
Colonel, Air Corps
Chief, AAF Historical Office

SUBJECT: Transmittal of Unit History.

DATE: 7 October 1945

TO: Commanding General, Army Air Forces, Washington, 25, D.C.

1. In accordance with AR 345-105 and AAF Regulation No. 20-8, submitted herewith the history of this organization from the date of activation, 15 January 1944, thru the month of March 1944, which has been inspected and verified by the undersigned.

2. The material submitted was prepared by Captain WILLIAM H. HARDY, O-2036112, Air Corps. Facts and observations included in the narrative and not otherwise credited are based on the personal knowledge and opinions of Captain HARDY.

BRUCE T. MARSTON,
Lt. Col., Air Corps,
Commanding.
HISTORY OF THE 38TH BOMBARDMENT GROUP (M)

Period
(15 January 1944 to 30 March 1944)

Bombardment Squadron
38th Bombardment Group
Bomb Wing
V Bomber Command
Fifth Air Force
United States Army
<table>
<thead>
<tr>
<th>CHAPTER</th>
<th>TITLE</th>
<th>PAGE</th>
</tr>
</thead>
<tbody>
<tr>
<td>I</td>
<td>The Birth of a Lady</td>
<td>1</td>
</tr>
<tr>
<td>II</td>
<td>The Land Down Under</td>
<td>14</td>
</tr>
<tr>
<td>III</td>
<td>The Air Echelon</td>
<td>23</td>
</tr>
<tr>
<td>IV</td>
<td>Introduction to War</td>
<td>31</td>
</tr>
<tr>
<td>V</td>
<td>Pacific War</td>
<td>36</td>
</tr>
<tr>
<td>VI</td>
<td>The Group Gets Together</td>
<td>39</td>
</tr>
<tr>
<td>VII</td>
<td>New Guinea</td>
<td>45</td>
</tr>
<tr>
<td>VIII</td>
<td>Omitted through error</td>
<td>---</td>
</tr>
<tr>
<td>IX</td>
<td>A Month to Remember</td>
<td>54</td>
</tr>
<tr>
<td>X</td>
<td>A New Year</td>
<td>68</td>
</tr>
<tr>
<td>XI</td>
<td>Lee Becomes Milk Run</td>
<td>82</td>
</tr>
<tr>
<td>XII</td>
<td>The Battle of the Bismarck Sea</td>
<td>85</td>
</tr>
<tr>
<td>XIII</td>
<td>The General Comes Around</td>
<td>111</td>
</tr>
<tr>
<td>XIV</td>
<td>Low Level Attack Becomes A Specialty</td>
<td>115</td>
</tr>
<tr>
<td>XV</td>
<td>New Units Join the Group</td>
<td>126</td>
</tr>
<tr>
<td>XVI</td>
<td>The 38th Grows</td>
<td>138</td>
</tr>
<tr>
<td>XVII</td>
<td>Japanese Air Force Meets Disaster</td>
<td>147</td>
</tr>
<tr>
<td>XVIII</td>
<td>Anniversary - One Year of Combat</td>
<td>163</td>
</tr>
<tr>
<td>XIX</td>
<td>&quot;Shanty&quot; Goes Home</td>
<td>187</td>
</tr>
<tr>
<td>XX</td>
<td>Rabaul - or the Jap Navy Takes A Dip</td>
<td>206</td>
</tr>
<tr>
<td>XXI</td>
<td>Another Christmas - December, 1943</td>
<td>225</td>
</tr>
<tr>
<td>XXII</td>
<td>A New Year - A New Hope</td>
<td>241</td>
</tr>
<tr>
<td>XXIII</td>
<td>The War Speeds Along</td>
<td>253</td>
</tr>
<tr>
<td>XXIV</td>
<td>March Wings</td>
<td>272</td>
</tr>
<tr>
<td></td>
<td>Appendix &quot;A&quot; and Appendix &quot;B&quot;</td>
<td></td>
</tr>
</tbody>
</table>
The basis in fact for material in the narrative story was
gathered from numerous sources - Intelligence Files, members of
the Group, Movement Orders, Morning Reports, Appendix "A", and
Appendix "B". Appendix "A" was compiled from Statistical Records.
Appendix "B" was made up of the original Frag Field Orders, Move-
ment Sheets, Final Mission Reports and Narrative Mission Reports
for each day.

In order to relate the narrative to the Sources of Information,
one needs only to refer to Appendix "B".
INTRODUCTION

War, with its accompanying threat of a German victory was forcing itself upon the United States of America. Already, a democratic France, friend of the United States, had tottered and fallen before the military might of the German aggressor. Another friend, Great Britain, stood alone before the German armies, and Russia, to later -- in the final phase of Winston Churchill, "tear the guts out of the German army", was in a pact of non-aggression with the Nazi Government.

Thus America found herself in the closing months of the year 1940. France was gone. Could Great Britain survive? And what would the Russian Bear do?

Although the efforts of the United States were dedicated whole-heartedly to peace, the government adopted a realistic attitude to meet the situation. A man power draft of able bodied men to the Army was inaugurated on 16 September 1940, and the productive might of America was gradually channeled into the output of materials for war. On the other hand, Germany had prepared intensively for war during the past six years and engaged rapidly in crushing all those who stood before her. And too, the success of the Germans was putting fantastic ideas into the heads of the militaristic leaders of Japan. Japan, a nation whose people were taught that it was their destiny to conquer and rule the entire world.

So, with the fever of war rapidly rising about her, America strove to step up her armament program. But in the latter days of 1940, this production was only in the factory stage, and the expansion of her armed forces had only begun. However, the month of November 1940 did see some of the plans of the military chiefs of the nation receive the initial impetus for the activation of additional units to the Armed Forces. Such was the case of the Army Air Forces. Such was the case of the 38th Bombardment Group (Medium).
CHAPTER I
THE BIRTH OF A LADY

While the United States was still at peace the activation of the 38th Bombardment Group (Medium) was authorized by a War Department order -- AG 320.2, dated 20 November 1940. This order was followed by a letter from Headquarters, 2nd Wing, GHQAF, File 322.082, the subject of which was, "Activation of Air Corps Units". The letter was addressed to the Commanding Officer, Air Base, Langley Field, Virginia, who, in the first inclosure of the letter, designated the place and date for the activation of the Group --- 15 January 1941, Langley Field, Virginia.

Thus, this was the beginning or the birth of a Lady - a Lady who quickly grew into one of the most graceful of all Ladies. The day 15 January 1941 did see key personnel of the Group set up a headquarters in an old, red barn near the Langley Field balloon hangar. The key personnel in this instance consisted mainly of clerks, for the remainder of the personnel transferred to the 38th were technicians, and they remained on a temporary duty status with their original organizations.

The 22nd Bombardment Group (M) furnished the original cadre of officers and men, seven officers and 112 enlisted men being transferred to this newly activated Group. After having been assigned to the Group, the officers and men were distributed throughout the Group at the rate of one officer and twenty-eight enlisted men per squadron, with three officers being assigned to the Group Headquarters. The original officers assigned were as follows:

Commanding Officer: Major Robert D. Knapp
Executive Officer: Captain Fay R. Upthegrove
Personnel Officer: Lieutenant Malcolm M. Heber
Hq. and Hq. Sqdn.: Lieutenant Eugene R. Mussett
(Also the Group Adjutant)
69th Bomb Sqdn.: Lieutenant John J. Doerr
70th Bomb Sqdn.: Lieutenant LaRoy Stefanowicz
71st Bomb Sqdn.: Lieutenant Thomas Bacon

Officers and men of the squadrons of the 38th were transferred from the following squadrons of the 22nd Bombardment Group (M).

FROM
Headquarters & Headquarters
3rd Bombardment Squadron
19th Bombardment Squadron
33rd Bombardment Squadron

TO
Headquarters & Headquarters
69th Bombardment Squadron
70th Bombardment Squadron
71st Bombardment Squadron
On the same order that authorized the activation of the 38th the activation of the 15th Reconnaissance Squadron was also authorized. This squadron drew its initial cadre of two officers and four enlisted men from the 16th Reconnaissance Squadron, which was attached to the 22nd Group. The 15th being a small organization, and apparently activated to act in the same capacity for the 38th as its parent organization did for the 22nd, was attached to the 38th. The first Commanding Officer for this squadron was Captain Millard Lewis.

The first days at Langley Field were spent mainly in setting up the administrative functions and the accumulating of more personnel, both Officer and enlisted. Colonel West, the Base Commander, assigned several officers to the Group, and 120 enlisted men were transferred to the Group from Maxwell Field, Alabama. The men were distributed throughout the Group at the rate of thirty per squadron. Later, came the transfer to the Group of 300 enlisted men from the Jefferson Barracks Replacement Center; however, these men were not to report at the Group until after having attended the Army Air Forces Technical Training Schools. This they did, and reported to the Group for duty in the mid-summer months when the Group was located at the Jackson Army Air Base.

The month of May saw the 38th accumulate some TBA equipment part of which included sorely needed motor vehicles. Upon receipt of this equipment, a transportation section for the Group was immediately formed. Also, in conjunction with the accumulation of other equipment, personnel were recalled from temporary duty status with the 22nd Bomb Group. The 38th, after five months of preparation, was coming into its own.

Then, in the last week of May, came orders for the movement of the Group, and the attached 15th Reconnaissance Squadron, to leave Langley Field for the Jackson Army Air Base at Jackson, Mississippi. An advance echelon of twenty-five enlisted men and one officer, Lt. Bacon, proceeded to the new base at Jackson by air. The main body of personnel of the Group followed in a motor convoy under the supervision of Lt. Forrest E. Harsh, leaving Langley Field on 3 June 1941. Those personnel who were married, both officer and enlisted, traveled with their dependents by private conveyance to the new home base of the 38th.

The first sight of Jackson Army Base was one of shock and disappointment. Personnel of the 38th having been accustomed to old and well established Langley Field, were quite dismayed as they saw the embryo mess that was this new base. The plans for the construction of the field had been completed only three months before the arrival of the 38th, and the construction work had only begun in the month of March. Thus, the men of the 38th, and the attached 15th Reconnaissance Squadron, were presented with a sight of par-
THE BOYS ON THE GROUND KEEP THEM UP IN THE AIR
tially built barracks, a skeleton hangar, and just one finished concrete runway. And the entire gloomy picture was surrounded with black Mississippi Mud.

However, the urgency of work forced one and all to forget the abrupt change in living conditions; the men moved into the cold damp newly constructed barracks, Group and Squadron headquarters were set up, and the policies of the Group were put into effect.
And it was not long before new personnel began to come to the Group. First new member to arrive was a Catholic Chaplain, Lt. Charles N. Quest, and he was quickly followed by the Group Dentist, Captain Winthrop F. Hart.

Then came Cadet Communications Officers who were given their commissions as 2nd Lieutenants shortly after their arrival to the Group. Some administration officers were transferred to the Group and their presence was greatly appreciated, for the administrative burdens had increased as the Group continued to expand. It was not long before medical officers were assigned to the Group, four were assigned to the squadrons and Lt. Ervin T. Rechlitz, the first graduate of the newly formed flight surgeons school, was assigned as the Group Surgeon.

Combat crews began to arrive the first cadre of thirty pilots arrived on 2 September, from the class 41-W, Randolph Field. Other pilots were added to the rosters of the Group from the subsequent classes from Randolph Field. Also, other pilots were transferred to the 38th from other Bombardment Groups, thus giving the 38th some older and more experienced airmen. By the month of November, the Group could boast of complete strength in pilots and co-pilots, and could assign to each squadron six navigators.
SECRET

Shortly after the arrival of the 38th at the Jackson Army Air Base, 220 selective service trainees were assigned to the Group. This was the first time since the activation of the unit that a strong influx of men from any one section of the country took place. This large block of men gave the Group a strong Pennsylvania flavor, which persisted for as long as three years. Then, shortly after the declaration of war a block of one hundred enlisted men were transferred to the Group at the request of the commanding officer, Colonel Knapp. These men were sent from Keesler Field and their addition brought the enlisted ranks up to full strength. These men did not have a chance to attend the Army Air Force Training Schools, and for the most part were utilized as basic soldiers.

At the time of the Group's arrival at the Jackson base, there was only one airplane stationed there -- a B-18, that was assigned to the Base Commander, Colonel Houghton. With the arrival of the Group, the airplane strength of the field was increased by the addition of seven B-18's and two Pt-13's; maximum use was obtained from these planes in the training of personnel in navigational flights and bombing missions over the bombing range.

- The Group's first airplane -

-6-

SECRET
SECRET

Thereafter, the Group gradually began to accumulate the new mediums periodically, and by the middle of November the 38th had eight B-26's assigned to each squadron; and by December, the Group met 2/0 strength with thirteen planes per squadron.

During the stay at Jackson, a great deal of the time was spent in the training of all personnel. Those soldiers that had been transferred from the Jefferson Barracks Replacement Center were assigned to their respective technical jobs, thus being given practical training to supplement their school training; airmen participated in navigational and bombing missions; and some men who had not had the opportunity to attend the technical schools were absorbed by the many administrative functions of the Group. The 38th did participate in the Louisiana maneuvers of 1941, but did not stay in the fight for long, for a pre-dawn attack on the part of an A-20 Group knocked the 38th right out of the game.

The month of November saw the men of the 38th eagerly awaiting the possibility of a shipment to South America. Due to the boldness of the Nazi U-boat commanders, these under water craft of the German Navy were coming ever closer to the territorial waters of the United States in their operational activities, thus causing President Roosevelt to issue orders to naval units and air patrols to sink these "rattlesnakes of the deep". The 38th Bombardment Group was intended to become a participant in this strange type of warfare, operating from bases off the northern coast of South America. But Fate deemed otherwise.

On 7 December 1941, the United States was drawn into the ever expanding whirl-pool of war by the infamous attack of the Japanese on Pearl Harbor. The United States no longer had to debate the issue as to whether to go to war or not. The Japanese had shown the way, and in doing so had united America in a manner in which it could not have been united in the most thorough of debates and discussions. It was war, and America rose to meet the challenge.

On 8 December, the United States declared war on the Axis powers of Germany, Italy, and Japan. But the fighting strength of this aroused America was not up to a combat level. The 38th although far from the combat level, was one of the few Army Air Force units that could boast of planes, crews, and an operating administrative staff. Hence a few hours after the declaration of war this Group was alerted for shipment to Savannah, Georgia, for participation in the coastal anti-submarine patrol. The airplanes and the crews left the Jackson Army Air Base almost immediately and did participate in some anti-submarine patrol missions for a period of two weeks; the ground personnel, however, did not leave Jackson for Savannah, for before the Group could finish packing for the trip to its new destination, the orders
for the movement was cancelled.

For a period of five weeks after the declaration of war the Group was plagued with rumors, orders and counter-orders, and packing and unpacking; then after a period of three weeks absence the ground personnel were joined by the air crews returning from their missions in Savannah. Finally on General Order #1, Hq. JAAB, the Group was ordered to proceed to San Francisco, Fort of Embarkation, for further shipment overseas.

Just before the Group was to leave the Jackson Army Air Base, Colonel Knapp, the Group Commanding Officer was promoted to the rank of full Colonel, and relieved of his command, being sent to the III Bomber Command for further assignment. Colonel Fay R. Upthegrove became the new Group Commanding Officer and his staff was as follows:

Executive and Adjutant: Captain Theodore C. Castle
Material Officer: Captain Charles H. Belvin
Intelligence Officer: Lieutenant Frank McCoy

The new Commanding Officers of the Squadrons were as follows:

Headquarters & Headquarters: Captain Richard H. Hartford
69th Bombardment Squadron: Major William Lee
70th Bombardment Squadron: Major F. J. Garrison
71st Bombardment Squadron: Major Eugene R. Mussett
15th Reconnaissance Squadron L.t. Col. Millard Lewis

For three days following the 18th of January, the Group took leave of Jackson Army Air Base. The ensuing trip was one of the largest troop movements to take place in the early days of the war, and there was much confusion; when meal time arrived the food was not ready to be served, cars loaded with troops stood on sidings for seemingly endless hours, but the men in spite of it all were faithful to tradition and shouted at pretty girls wherever and whenever they could be seen.

The personnel aboard the train were a mixed lot. Some were of the original cadre that formed the Group at Langley Field, while others were so new they did not seem to know just what outfit they were assigned to. There were West Point Officers, there were newly commissioned officers, and there was a sprinkling of a few of the older Air Corps pilots. One officer had arrived at Jackson from Washington, D.C. at mid-night, and at dawn he was on the train for San Francisco. In spite of the confusion encountered on the trip, and the mix-ups that occurred when some of the personnel missed a train, there was only one AWC to report upon arrival at San Francisco—a young Mexican gunner, who had skipped the train at El Paso for a visit home, and did not
return. By 22 January, all sections of the movement had arrived at San Francisco.

Upon arrival at the POE, the Group was quartered at the San Francisco Agricultural and Livestock Pavillion, more affectionately known to the men as the "Cow Palace". This huge arena was hardly a suitable place for the quartering of troops, for the greater portion of it was cold and damp. Members of the 15th Reconnaissance Squadron, thru the efforts of Col Lewis, were quartered in the comfortable "stall rooms". Officers of the 38th were quartered in the various hotels of San Francisco, while the officers of the 15th Reconnaissance, at the suggestion of Col. Lewis, took quarters at the Drake Wilshire Hotel. This arrangement was found to be quite suitable for all concerned for it was soon learned that 150 Army nurses were quartered there, awaiting transportation for shipment over-seas.

Although the "Cow Palace" presented a cold and unwelcome appearance, the people of San Francisco were warm and friendly toward all service men, particularly those men who were bound for duty overseas; the people opened up their homes, theaters, issued free tickets to the men, and dances were held at the slightest provocation. But the more serious side of the picture took place at the POE where the men and officers spent the week from the 22nd to the 29th in marking and loading equipment. On the 29th and 30th the men boarded the transport, Tasker H. Bliss, a former Dollar Liner known as the President Cleveland.

Then at 1630 hours on 31 January 1942, the Tasker H. Bliss one of nine troopships escorted by two destroyers and a few smaller craft took leave of the San Francisco harbor. The familiar Golden Gate had faded into the hazy outline of land that was America, but before this picture was to become a memory, the roar of a motor boat could be heard and with this sound was seen a small craft speeding to the side of the Bliss. Out of the boat scampered a spry, grey-haired man, and up the swinging rope ladder he came. The man was Pat Robinson, War Correspondent. Mr. Robinson was given a place on the Tasker H. Bliss after having been given at the last moment an assignment to cover the Pacific War.

It was not long before the Bliss began to roll with the gigantic swells just outside of Frisco, and many of the men were soon over come with sea sickness. Some of the more unfortunate victims were not to recover from this malady for the duration of the voyage. For the majority of the personnel, however, the weather conditions were excellent, and there were only a few days of dark threatening weather with the accompanying choppy waters.

The Tasker H. Bliss carried in addition to the 38th, the
36th Air Base Group, friend and neighbor at the Jackson Army Air Base, and about 300 Casuals. Colonel Lewis R. Webster, Commanding Officer of the 36th, being the senior officer aboard ship was the commanding officer of the troops for the duration of the trip.

After three days at sea, the ship's chaplain with the aid of the big, red-headed first sergeant of the 36th Air Base Group, began the publication of the ship's daily newspaper, the "Bliss Blitz". The paper published the daily reports on the war-news received over the ships wireless, short stories were given a place in the publication, as were cartoons and poems. In addition, the paper sponsored contests of various sorts, the most popular of which was the contest held for the ship's theme song. This contest was won by a musically inclined Pennsylvanian and member of the 36th, Pvt. John A. Stander. Boxing bouts were held three times a week, and refereed by Pat Robinson, Pat's popularity vary-with each decision. A minstrel show was promoted and directed by another talented Pennsylvanian, Pvt. Mitchell A. Trotta. Pvt. Trotta contributed greatly to the entertainment of the troops aboard with his show. The strict enforcement of the blackout regulations during the evening hours drove the men indoors to seek entertainment in dice and card games.

In spite of the improving that was done for the benefit of the troops, the living conditions were really very bad. The sleeping quarters were cramped with only two feet of space between an upper and lower bunk — in addition the socks or feet of one man would usually be hanging or resting in the face of another. Commodes from the ship's latrines overflowed with monotonous regularity the dirty water, urine, faces, and overwhelming odor further ag-givated an already acute sanitary situation. Men were forced to don boots and combat this menace more than once a day for more than two weeks. Finally through the combined efforts of the en-listed passengers and ships crews, the commodes were repaired so that all waste matter was washed down the pipes to the accom-painment of the roaring flushing waters. The great bulk of men, the fact that the commodes had been repaired made very little difference for by the time the two weeks had passed they were well impured to the stench.

Another heart breaking event on the boat trip was the affair of the turkey dinner. Saved as a surprise for the mid-point of the journey, the turkey was removed from the holds below and was pre-pared for serving. Approximately 500 men were served, when on inspection by the medical officers, the turkey was declared unfit for eating. The rest of the men, needless to say, ate Spam.

On two occasions the escorting destroyers dropped depth charges. The first time these sleek looking ships raced up and down the waters along side the convoy and dropped the charges;
on the second occasion the destroyers circled about several times and then dropped more charges. Of course, these mysterious actions furnished food for rumors of all sorts. One could hear that any number of subs from one lone-wolf to an entire pack of subs had been sunk, but actually there was no verification that any were even near the vicinity of the convoy.

As the convoy neared the equator, three ships turned and sailed for Canton Island. The men were not told the exact date of the ships passing this famous line, and the usual Davy Jones and Father Neptune Rights were not held; however, upon landing the men were all given certificates to show that they had officially crossed the equator. In nearing the Australian water, the convoy was reinforced with the presence of an Australian destroyer, and under constant surveillance of an air patrol of Lock-Head - Hudsons.