

The classic motion picture is not as fictional as you might think.



THE REAL TWELVE O'CLOCK HIGH

By John T. Correll

The best movie ever made about the Air Force may be “Twelve O’Clock High,” released in 1949. It is the harrowing story of the first B-17 bombers in England in World War II and the terrible losses they took before long-range fighters were available to escort them on combat missions over Europe.

It had an authenticity seldom seen in war movies. It pushed all the right buttons for airmen, who held it in such regard that the movie became something of a cult film for several generations of Air Force members.

In those days, almost everybody in the Air Force had seen it at least once, and the film was used for many years in USAF leadership courses.

“Twelve O’Clock High” was based on actual persons and events. Very little of it was pure fiction. The film was adapted from a novel of the same name by Beirne Lay Jr. and Sy Bartlett, who drew deeply on their own wartime experiences. Both had been successful Hollywood screenwriters before the war, but in 1943, when “Twelve O’Clock High” takes place, they were Air Force officers in England.

Lay, the principal author, was either a direct participant in or an eyewitness to

the main occurrences in the story. He was one of six officers who went to Europe with Brig. Gen. Ira Eaker in February 1942 to establish the advanced element of Eighth Air Force. Bartlett was there, too, as the aide of Maj. Gen. Carl Spaatz, and like Lay, he was directly involved in happenings depicted in the film.

“Twelve O’Clock High” is set at Archbury in the English midlands, where the “hard-luck” 918th Bomb Group has accumulated the highest loss rate and the worst bombing effectiveness record in all of Eighth Air Force. Morale is a disaster. General Pritchard, head of Bomber Command, concludes that the problem is the group commander, Col. Keith Davenport, whose leadership style has allowed discipline to erode and whose overidentification with the crews has encouraged them to feel sorry for themselves.

Pritchard comes to Archbury, accompanied by his tough operations officer, Brig. Gen. Frank Savage. He relieves



Top: B-17s from the 306th Bomb Group on a mission during World War II. Above: The movie poster for “Twelve O’Clock High.”

the popular Davenport and replaces him with Savage.

Savage incurs the immediate enmity of both aircrews and support people when he clamps down on discipline and deals harshly with slackers. Among the first to feel his wrath is the guard at the gate who carelessly waves Savage through, neither saluting nor checking his ID.

Resentful of the new order, all of the pilots ask for transfers out, but Savage sticks to his principles. As the group recovers its focus and combat effectiveness improves, the pilots change their minds and rally to the support of Savage, who leads the 918th on a big mission over the German heartland.

The B-17s inflict severe damage on the target—a big ball bearing plant—but a second strike is necessary to finish it off. As Savage attempts to board his aircraft to lead the restrike, he suffers a mental breakdown from the accumulated strain. However, he has done his job well and his crews are now strong enough to fly the mission successfully without him. They clobber the target, and the 918th moves on to new leadership.

Eaker and Overacker

The actual “hard-luck” group was the 306th Bomb Group at Thurleigh, which (multiplied by three) became the 918th at Archburg in the book and movie.

In November 1942, Eaker (then VIII Bomber Command commander) and Spaatz (Eighth Air Force commander) visited Thurleigh. Sy Bartlett, in his capacity as Spaatz’s aide, went along. There was no MP in sight as they drove onto the base, and their entry was not challenged.



Ira Eaker, as a lieutenant general.

Eaker and Spaatz, noting similar sloppy conditions and loose policies elsewhere around the base, agreed that the group commander, Col. Charles B. “Chip” Overacker, would probably have to be relieved.

“Eaker waited six more weeks, during which the group’s record, measured by number of bombs on target and by B-17s lost, became the worst in VIII Bomber Command,” according to James Parton, Eaker’s aide and later his biographer. Parton had also been along on the November trip to Thurleigh.

On Jan. 4, 1943, Eaker—by then promoted to major general and moved up to succeed Spaatz as commander of Eighth Air Force—returned to Thurleigh. With him were Beirne Lay and Col. Frank A. Armstrong Jr., former commander of the 97th Bomb Group. Eaker had used Armstrong before to tighten up loose organizations. Like Savage in the movie, he had led the first B-17 mission over Europe in August 1942.

This time, Eaker’s car was waved through the gate by a sentry who failed to salute. “As we visited hangars, shops, and offices, I found similar attitudes as seen at the front gate,” Eaker said. Behind closed doors in Overacker’s office, Eaker said, “Chip, you’d better get your things and come back with me.” Turning to Armstrong, he said, “Frank, you’re in command. I’ll send your clothes down.”

“In the next 40 days, Armstrong’s strong, steady, disciplinary hand turned the 306th around completely, making it the best group in the VIII Bomber Command and the first to drop bombs on Germany itself,” Parton said.

However, unlike Savage, Armstrong did not crack up. That was one of the few major departures from fact in “Twelve O’Clock High.” For years thereafter, Armstrong was regularly asked about his nervous breakdown in England. Even though that part of the script was a disservice to Armstrong, the incident was not altogether fictitious. According to Lay, the breakdown had happened to another “very fine commander who had been on four rough missions in a row.”

“Twelve O’Clock High” took some creative license in time shifting and combinations of events. The Big Mission in the book and movie was a composite of the first B-17 mission into the German homeland (flown in actuality Jan. 27, 1943) and the famous “double mission” against Schweinfurt and Regensburg Aug. 17, 1943. The novel specifies that the targets were ball bearing plants at “Hambruecken”



Frank Armstrong Jr., as a lieutenant general.

(Schweinfurt, thinly disguised) and the Messerschmitt fighter plant at “Bonhofen” (Regensburg). Neither city was mentioned by name in the movie.

Like Savage, Frank Armstrong led the Jan. 27 mission into Germany. Bartlett, who was a friend of Armstrong’s, talked his way aboard one of the B-17s that day and, according to some accounts, persuaded the bombardier to let him toggle the bombs.

Armstrong was not there for the Schweinfurt-Regensburg missions. Like Savage, his time at the group was short. With matters at Thurleigh in hand, Armstrong returned to VIII Bomber Command headquarters Feb. 17 and was promoted to brigadier general.

Beirne Lay, on the other hand, was there for the double mission. He was a fully qualified aviator, having served for several years in the Air Corps in the 1930s. He initially came to Eaker’s attention as the author/screenwriter of *I Wanted Wings*. In 1943, he aspired to a combat command and flew as many missions as he could in preparation. In the strike on Regensburg, he was copilot of the B-17 *Picadilly Lily*, which became the name of Savage’s airplane in the movie. He wrote of the experience in “Regensburg Mission,” published in *Air Force Magazine* in December 1943.

Who Was Who

Collaboration on the novel began in 1946, with Lay entering the project at Bartlett’s urging. Bartlett contributed ideas and energy, but it was Lay who “put the book on paper.” Bartlett’s wife, actress Ellen Drew, named the story. “She heard us discussing German fighter tactics, which usually involved head-on attacks from ‘12



An AAF bomber heads for home after the real “big mission,” which left the cities of Schweinfurt and Regensburg, Germany, in flames.

o’clock high,” Lay said. “‘There’s your title,’ she cried.”

The book was dedicated to “fighting leaders, like Frank A. Armstrong Jr.” Even before it was published in the spring of 1948, work on the movie was under way and Lay and Bartlett were writing the screenplay. Part of the enjoyment of the movie is knowing who was who.

Pritchard (played by Millard Mitchell) was, of course, Eaker. He has no first name in the movie, but in the novel, it is Patrick. The movie also blurred the distinction between VIII Bomber Command (“Pinetree” at High Wycombe) and Eighth Air Force (“Widewings” in London). The headquarters in the film is referred to as Pinetree.

Davenport, the fired group commander (played by Gary Merrill), was Overacker. In the final scenes of movie, Davenport returns to Archbury to provide personal support for Savage after his crack-up. Overacker did not return in either the book or real life. It had been Eaker’s intention to give him a new job as head of the B-17 Combat Crew Replacement Center in England. Before that happened, though, Overacker filed a report sharply critical of Eaker and he was reassigned to Proving Ground Command in Florida instead.

Clearly Savage was Armstrong, but the authors may have borrowed a bit of Curtis E. LeMay—who was commander of the neighboring B-17 bomb group at Grafton-Underwood at the time—for the character. Several actors, including James Cagney and Burt Lancaster, were considered for the part before Gregory Peck was chosen. Peck hesitated before

taking the role since he had no military experience. He had been classified 4F in World War II because of an injury.

The character of Maj. Joe Cobb, the tough air exec played by John Kellogg, was supposedly inspired by Lt. Col. Paul W. Tibbets Jr., who was at the 97th Group when Armstrong was commander. On the historic first B-17 mission in August 1942, Armstrong was commander of the operation but he flew as copilot in Tibbets’ aircraft. Tibbets had deployed to North Africa before the Overacker incident in January 1943.

The Medal of Honor mission of Lt. Jesse Bishop (played by Bob Patten) was based almost exactly on the actions on July 26, 1943, of Flight Officer John Morgan, a copilot in the 92nd Bomb Group at RAF Alconbury. There were no other similarities between Bishop and Morgan.

Sergeant McIlhenny, Savage’s clerk and driver (played by Robert Arthur) who kept losing and regaining his stripes, was based on Sgt. Donald Bevan, a driver at the 306th when Armstrong was there. In the movie, McIlhenny stows away on a B-17 and flies a combat mission as a gunner. Bevan received some newspaper publicity in 1943 as a “stowaway gunner.” In fact, he had permission to be aboard. Bevan managed to fly 17 missions as a gunner, along with his regular duties as a driver.

Alas, there was no real life counterpart for Harvey Stovall, the group adjutant-ground exec who was such an excellent character in the movie. He was said to have been named for Stoval Field near Yuma, Ariz.

Ben Gately, the pilot of *Leper Colony*—the B-17 to which slackers, incompetents, and malcontents were consigned but which goes on to glory in the end—was also fictional. He was primarily the creation of Sy Bartlett.

How the Movie Was Made

Twentieth Century Fox considered filming the movie in California, but the landscape did not look much like England. Besides, the B-17s the studio wanted to borrow from the Air Force were in the East. The picture was made with considerable Air Force assistance, including the use of air bases, equipment, uniforms, and aircraft.

The principal shooting location was Auxiliary Field No. 3 at Eglin AFB, Fla., where 15 buildings, including a World War II control tower, were constructed to simulate Archbury. Hundreds of airmen from Eglin worked as extras in the film. However, the light-colored runways at Eglin were a problem. Wartime runways in England had been black to make them less visible to enemy aircraft.

Thus all of the takeoffs and landings were filmed at Ozark Field in southern Alabama, where the runways were suitably dark. Ozark Field (which is now part of Fort Rucker) had closed shortly after World War II. It was overgrown with weeds and was derelict in appearance, but that served another purpose. The movie opens with a postwar scene in which former adjutant Stovall returns to England on business and bicycles out to the old airfield, now abandoned and grown up with weeds. As he walks on the ramp, sounds and images from the war begin to play in his head and then on the screen. The weeds at Ozark were ideal for this sequence. Afterward, the weeds were mowed and the field spruced up for shots depicting wartime. Director Henry King said Ozark Field “was more English than any field I have seen in that country.”

“Twelve O’Clock High” used 12 B-17s, six of them from the drone group at Eglin, which had been using them for ditching tests and targets. Others were drawn from storage depots in Alabama and New Mexico. Some of the latter had been used as radio-controlled drones in 1946 atomic tests at Bikini Atoll and were safe only for short periods of use.

One of the radiation-contaminated B-17s was used for the crash landing scene early in the movie. The studio paid stunt pilot Paul Mantz \$2,500 to do it. He brought the airplane low over the fence at Ozark with the wheels al-

most completely retracted, cut power, and skidded along on the dry grass for about 1,200 feet before coming to a stop.

The movie relied extensively on US and German combat film footage as background for the air battles. Cockpit scenes were filmed in cutaway sets on Fox's Sound Stage 9 in Hollywood. Eighth Air Force veterans gave the finished product high marks for accuracy. LeMay attended the premiere and said, "I didn't see one technical error in this thing."

The story was recycled twice in later years. "A Gathering of Eagles," released by Universal International Pictures in 1963, transplanted the plot and characters to a Strategic Air Command wing that busted its operational readiness inspection. It starred Rock Hudson as Col. James Caldwell, a tough officer in the Frank Savage mold, who is sent by SAC headquarters to replace the ineffective wing commander.

Hard-nosed leadership prevails again and next time around, the wing aces the inspection. "A Gathering of Eagles" was produced and co-written by Sy Bartlett, who cloned nearly all of the elements of "Twelve O'Clock High." It was pretty good, but an ORI was not World War II and it did not achieve the intensity of the original.

The "Twelve O'Clock High" television series ran on ABC from 1964 to 1967. It started with Robert Lansing as a properly dour General Frank Savage. For the second season, though, the network ordered that Savage-Lansing be killed off in combat and the program be brightened up with a younger-looking cast and a less somber tone.

The TV series had only one real B-17, which was repainted as required to depict different aircraft. It could taxi, but takeoffs and landings—and other imagery of B-17s—were from stock film footage. Lay wrote part of one pilot script but soon disappeared from the venture. Synopses and data on all 79 TV episodes can be found in *The 12 O'Clock High Logbook* (2005) by Allan T. Duffin and Paul Matheis, which has a wealth of information about both the novel and the movie.

They Went On From There

"Twelve O'Clock High" marked the lives of a number of people who figured in it, none more so than Frank Armstrong, who is remembered mainly as the model for Frank Savage rather than for his own further achievements, which were considerable.

After his tour in England, Armstrong returned to the United States and trans-



Gregory Peck (l), as Brig. Gen. Frank Savage/Col. Frank Armstrong, and Millard Mitchell, as Maj. Gen. Patrick Pritchard/Maj. Gen. Ira Eaker, in a still from the movie.

ferred to the Air Force's newest bomber, the B-29. In 1944, he commanded a B-29 wing in the Pacific, where his A-2 (intelligence) officer was none other than Maj. Sy Bartlett. Armstrong retired in 1962 as a lieutenant general, having commanded SAC's 2nd Air Force and Alaskan Air Command.

In September 1944, the Army Air Forces had three candidates to organize a B-29 group to deliver the atomic bomb. Armstrong was one of those candidates but Tibbets, the model for Maj. Joe Cobb, was chosen instead and in 1945, he flew the *Enola Gay* on the mission that dropped the first atomic bomb on Hiroshima. In 1949, Tibbets was initially assigned, at Bartlett's request, as technical advisor for the film "Twelve O'Clock High" but plans changed and another officer was sent.

After various assignments in the United States and Japan, Overacker retired in 1956 as a colonel. His last tour of duty was in Air Training Command.

Beirne Lay got the combat assignment he wanted. He returned to England in 1944 as commander of the 487th Bomb Group, flying B-24s. He was shot down over France but parachuted to safety and with the help of the underground, eventually made his way back to England. He was prohibited from further combat flying because of his knowledge of underground activities. In 1956, Lay received the Air Force Association's Gill

Robb Wilson award for contributions to national defense in the field of arts and letters. He continued his work as a screenwriter, remained in the Air Force Reserve, and retired as a colonel in 1963.

"Twelve O'Clock High" is still available on DVD, but it is no longer used by the Air Force as a leadership training film. Present-day airmen do not have the special feeling for it that earlier generations did. Nevertheless, bits and pieces of the tradition linger here and there, as does the heritage of the organization on which the movie's 918th Bomb Group was patterned.

In July 2002, the 306th Bombardment Group Museum opened at Thurleigh in Bedfordshire, site of the historic airfield. Displays, artifacts, memorabilia, and photos commemorate the war years.

The 306th continued in US Air Force service as a bomb group and later as a strategic wing. It was inactivated and reactivated several times and operated various kinds of aircraft, including B-29, B-47, and B-52 bombers and KC-97 and KC-135 tankers. In its current incarnation, it is the 306th Flying Training Group, organized in 2004 to teach airmanship operations at the Air Force Academy.

The group's designation as the 306th was deliberately chosen for its historical significance and its relationship to "Twelve O'Clock High." ■

John T. Correll was editor in chief of *Air Force Magazine* for 18 years and is now a contributing editor. His most recent article, "Entebbe," appeared in the December 2010 issue.