



Originally designed in the 1920s, the Hawker Hart present at Royal Air Force Station Habbaniya gave birth to a seemingly endless array of similar-appearing descendants, such as this Demon fighter. (Photo by John Dibbs/[planepicture.com](http://planepicture.com))





# HABBANIYA SURPRISE

BATTLE OF BRITAIN, IRAQI STYLE

BY KELLY BELL

**At 2:00 on the morning of 30 April 1941,** employees of the British Embassy in Baghdad were awakened by large military convoys rumbling from al-Rashid barracks, across bridges and out into the desert in the direction of the town of Habbaniya, Iraq, where the Royal Air Force (RAF) maintained its largest flight school in the region. The embassy officials immediately sent wireless warnings to the school's ranking commander, Air Vice-Marshal H. G. Smart. With his base not set up nor prepared for combat, Smart initially could think of little to do other than to sound the general alarm, but in his state of surprise and confusion, he forgot to announce the reason the alarm was blaring. The facility quickly became a bedlam of scared, sleep-sodden, bewildered cadets, instructors, and sundry personnel.

## Instructors and Cadets to the Rescue

In the spring of 1941, the RAF No. 4 Flying Training School at Habbaniya included just 39 men who knew how to fly an airplane, yet by the end of May, their battle was over and won. The Iraqis and their German allies were soundly trounced by what had recently been classified as “unqualified personnel.” These instructors (few of whom had combat experience) and their cadets aborted an operation that might well have brought Britain to her knees.

There are those who call the fight for Habbaniya’s airfield the Second Battle of Britain. Fought months after the exhaustively chronicled air campaign over the British Isles and English Channel, which blunted German hopes of neutralizing the United Kingdom, this Mideast aerial

**Below:** Note that the city of Habbaniya falls between two names well known today: Ramadi and Fallujah. (Map courtesy of commons.wikimedia.org)

**Bottom:** A Hawker Audax flown by RAF Wing Commander Morewood in 1937. (Photo courtesy of EN-Archive)



shootout was at least as crucial as the 1940 Battle of Britain to the outcome of the Second World War, yet today it is entombed in obscurity. It was fought and won against daunting odds by the teachers and students of an RAF flight-training school.

The prize over which this campaign raged was crude oil. With its powerful transatlantic American partner still not involved in the war, England’s oil jugular lay through Iraq. Following his successful coup in early April 1941, militantly anti-British attorney Rashid Ali al-Gaylani set himself up as “Chief of the National Defense Government.” This Anglophobic barrister’s dearest ambition was to expel via military force all Englishmen from the whole of the Middle East. He set about enlisting the assistance of like-minded Egyptians who made vague promises of organizing an uprising of their army in Cairo. He contacted German forces in Greece (which had just fallen to the Third Reich) to let them know he would be delighted to receive their support. He also let the newly arrived German Afrika Korps know that they could count on the support of pro-Axis Vichy French forces in Syria to provide easy access to Iraq. Finally, he told the Germans that he would secure for them unrestricted use of all military facilities in Iraq whether or not they were held by the British.

His Majesty’s forces in the region were falsely reassured by the fact that, technically, Iraq still sided with the Allies. A 1927 treaty politically bound the United Kingdom and Iraq. Because of this, the Brits figured Gaylani’s uprising would result in little more than the possibility of scattered anti-England demonstrations by civilians. This dangerous misconception persisted until the pivotal Habbaniya Airfield came under attack by powerful elements of the regular Iraqi military.

## Habbaniya: Pivotal but Unprepared

Just 60 miles from Baghdad, Habbaniya was coveted for its location and for the facilities it possessed. This airfield was essential for any massed military forces to consolidate themselves in Iraq. Habbaniya was tactically vulnerable to attack. Sited on low ground next to the Euphrates River, it is overlooked 1,000 yards to the south by a 150-foot-high plateau. Gaylani casually proffered the base to his German friends, never dreaming that the inconsequential flight-school students would put up any kind of fight.

Yet a handful of half-trained kids and young instructors transformed the school into an operational RAF fighter base, tossing dogma from their open cockpits as they turned their superiors’ hair gray with ongoing displays of spectacular contempt for doctrine. Putting elderly, obsolete, and fragile trainers through endless strut-straining, wire-popping gyrations and attacks (both as fighters and bombers), these fiery, fearless youngsters repeatedly blunted enemy threats. Such





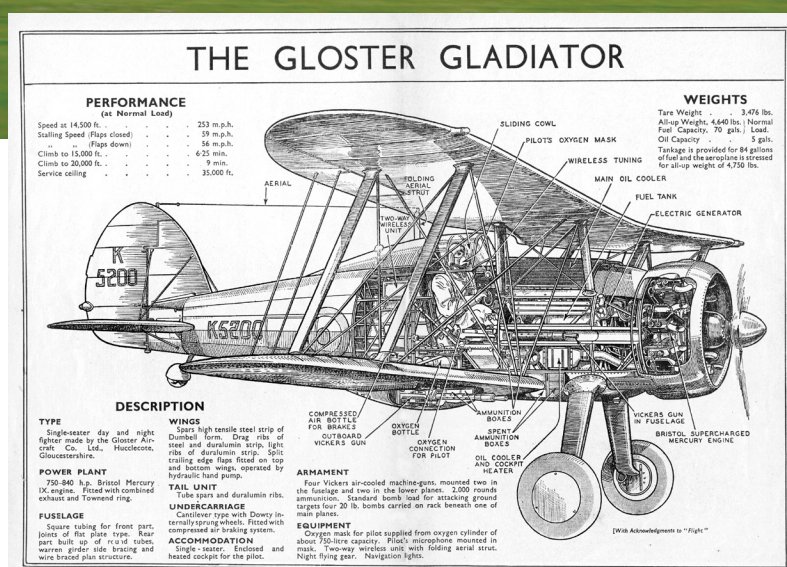
**GAYLANI CASUALLY PROFFERED THE BASE TO HIS GERMAN FRIENDS, NEVER DREAMING THAT THE INCONSEQUENTIAL FLIGHT-SCHOOL STUDENTS WOULD PUT UP ANY KIND OF FIGHT.**



fanatical determination to fight to their best potential regardless of convention multiplied the combat ability of these cadets as they hurled back their numerically superior, better-armed foes and secured the country's petroleum lifeline. By saving the flow of crude oil, it was a campaign at least as significant as the Battle of Britain, yet it has long been consigned to obscurity by its isolated location and a dearth of war correspondents and photographers on the scene.

During the chaos that followed the alarm, the Iraqis arrived and commenced setting up artillery along the 200-foot-high plateau running along the far side of the base's landing field. This was a ghastly surprise for Smart, whose Intelligence Office had assured him that, should any local hostilities break out, the worst he need expect would be a handful of unruly civilians.

At daybreak, he sent out an old Audax trainer to reconnoiter the surroundings. The pilot returned to report that the highlands were alive with what looked to be more than 1,000 soldiers with field pieces, aircraft, and armored vehicles. Smart had about 600 Iraqi auxiliaries in the compound. These men were of Assyrian ancestry who devoutly hated Iraqis of different extractions, such as those menacing the camp. Yet would these locals fight for the British if their countrymen launched a ground attack? There were also about 400 English officers and men recently transferred from India. Numerically, the attack-



ers held only a slight edge, but they appeared to be better armed.

At 6:00 a.m., an Iraqi officer appeared at the camp's main gate and delivered the following letter:

*For the purpose of training we have occupied the Habbaniya Hills. Please make no flying or the going out of any force of persons from the cantonment.*

*If any aircraft or armored car attempts to go out it will be shelled by our batteries, and we will not be responsible for it.*

Such comportment of forces on a "training exercise" struck Smart as disquietingly inappropriate, so he typed the following reply and gave it to the courier:

**Above:** The Gloster Gladiator was the most capable aircraft at the training school until the arrival of a few Hurricanes and Blenheims. (Photo by John Dibbs/planepicture.com)

**Inset:** Although obsolete by the time WW II started, the Gladiator fought well against more modern foes. (Drawing courtesy of John Dibbs Archives)



*Any interference with training flights will be considered an act of war and will be met with immediate counter-offensive action. We demand the withdrawal of the Iraqi forces from positions that are clearly hostile and must place my camp at their mercy.*

Smart's next move was to set his ground crews to work digging World War I-style trenches and machine-gun pits around the perimeter, a notoriously ineffective deployment versus aerial attack

two bomber squadrons under Wing Commander Larry Ling. Wing Commander John Hawtrey commanded the first squadron of 12 aircraft armed with two 250-pound bombs apiece. The second Audax squadron was comprised of nine machines with eight 20-pound bombs each, and run by an engineer named Selwyn-Roberts. The last squadron was made up of 43 aircraft of three types. These trainers would serve as both fighters and bombers under Squadron Commander A. G.

Dudgeon, who divided them into three independently operating flights.

Dudgeon would personally command 27 Oxford bombers. Flight Lieutenant Richard "Dicky" Cleaver led the second flight of nine Gladiator biplane fighters. The remaining seven planes, Gordon bombers, were under Flight Lieutenant David Evans.

Although these flying machines were old, there was an impressive number of them. The problem was finding enough pilots. Smart managed to assemble 37 men who at least knew how to fly, but only three had combat experience. There were even fewer seasoned bombardiers and gunners.

Even though they had fewer planes, the Iraqis were flying new Italian Breda 65 single-engine fighters and Savoia-Marchetti SM.79-II Sparviero fighters. They also had Audaxes with newer, more powerful engines than those being flown by the British.

On the evening of 30 April, the British ambassador to Iraq radioed Smart, proffering the opinion that the Iraqi actions, up to that point, were acts of outright war, and urged Smart to immediately launch air attacks. The ambassador also reported that he had informed the Foreign Office in London of the Habbaniya situation and that His Majesty's diplomats both in Baghdad and London were urging the Iraqis to with-

draw. There had been no response.

The Allies in Habbaniya received four more wireless messages in the wee hours of 1 May. First, the ambassador promised to support any action that Smart decided to take, although Smart would likely have preferred to receive this backing from a high-ranking military figure. Second, the Commander-in-Chief India (Habbaniya was still part of India command) checked in to advise Smart to attack at once. The third dispatch was from the British commander in nearby Basrah to inform Smart that, because of extensive flooding, no ground forces could be sent from Basrah but, perhaps, aerial support could be provided. Smart finally heard from London: The Foreign Office called to authorize him to make any tactical decisions himself, on the spot. Again, it

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Gloster Gladiators of 94 Squadron RAF Detachment, being guarded by Arab Legionnaires during a refueling operation. (Photo courtesy of EN-Archive)

and shelling from elevated positions. Smart knew, however, that, if a siege came, it eventually would require the attackers to make a ground assault to be successful. Bereft of their now-digging ground crews, the cadets and pilots set to arming, fueling, and positioning their aircraft in the sweltering heat. The young men shoved their planes into positions that struck them as the safest possible—behind buildings and trees—but the aircraft were still unavoidably vulnerable to the overlooking gun positions. Strangely, the Iraqis waited a full 36 hours before opening fire.

## **Hasty Aerial Organization: The First Strikes**

The Britons divided their elderly aircraft into three squadrons. The Audaxes would serve as



was civilian (not military) figures telling him to start fighting.

Smart contacted his ambassador in Baghdad to issue an ultimatum to the Iraqi troops that were menacing Habbaniya to commence withdrawing by 8:00 a.m. on 2 May. In this way, should the enemy refuse to heed the deadline, the whole day would be available for combat.

Smart was still unsure of the extent to which he was authorized to act. How far would London support him should he attack or counterattack forces of a country not clearly defined as an Axis power? His maddening uncertainty was finally banished by a 1 May telegram from Prime Minister Winston Churchill. It read, "If you have to strike, strike hard."

This emboldened the harried commander to finally make the first move. Realizing how powerful the forces were outside his makeshift defenses, he could see that allowing them to strike first (especially if they launched a ground attack) would almost certainly result in his base being overrun. Smart decided to launch as powerful an air attack as he could at dawn on 2 May. He had learned from a radio message that 10 Wellington bombers had arrived at Basrah. These planes were from the RAF 70 Squadron and would presumably assist in the attack on the Iraqis. Success of an aerial assault against well-dug-in armored forces seemed unlikely—it had never before been achieved. Yet Smart was

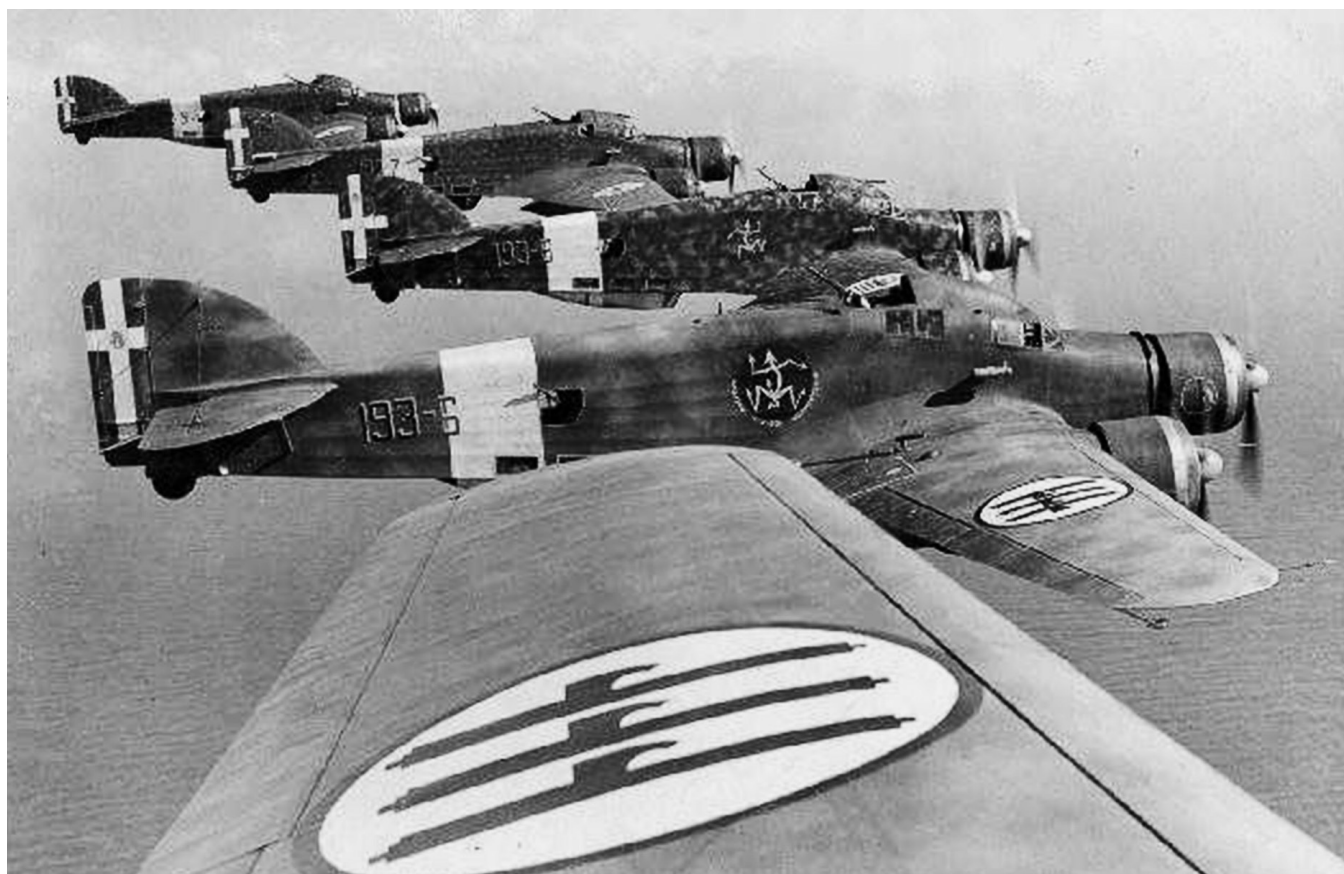
upbeat, remarking, "They should be in full retreat within three hours."

He also refused to allow the aircrew and the least experienced students to leave the defensive positions that he had established. This was despite the fact that, even bolstered by 400 Arab auxiliaries, they would be wildly ineffective versus an armored charge. Knowing that their ground crews' availability to service returning men and machines would be critical to the attack's outcome, Smart's squadron commanders furtively toured the perimeter late on the night of 1 May and led away the cadets and service personnel, reassigning them to more profitable tasks.

The Iraqis were well dug in on broken ground, providing good cover and concealment. In the first raids, the RAF airmen did not see many potential targets.

At 4:30 on the morning of 2 May, the first flying machines cranked their engines on the Habbaniya Airfield. Thirty minutes later, they were showering bombs onto the Iraqis. Flashes from artillery twinkled in the predawn murk as the RAF's victims, unable to draw beads on the airplanes in the darkness, retaliated by shelling the airfield. These gunners, by opening fire, gave away their positions to the British. The Audaxes dropped explosives on the ack-ack pits while the Wellington bombers strafed from their front and rear machine-gun turrets. The Iraqis were

Savoia-Marchetti S.M.79 over Sciacca. The trimotor bomber remained in Italian service until 1952. (Photo courtesy of EN-Archive)







The flight had seven Fairey Gordons, which were technically fighters but they did whatever was asked of them at the training school. (Photo courtesy of Joe Gertler)

using a great deal of tracer, marking their trajectory and enabling the aviators either to attack or avoid their positions. Bombing from a height of just 1,000 feet for maximum accuracy, the Englishmen were careful to scan the enemy positions for suitable targets of opportunity for ensuing flights.

### Revolving Attacks

As soon as an aircraft landed, one of its two crewmen (they alternated) would hurry to the operations control room, report on the results of the just-finished raid and make suggestions on acceptable targets for the next flight. While this reporting and plan-making was underway, the other crew member would oversee the ground crew in making repairs to (providing the plane was not so badly damaged that it was no longer airworthy), refueling, and rearming the aircraft. The planes' engines were generally not shut down during this process. As soon as the first crew member returned with a new assignment, the two would board their machine and return to the fray.

The Wellingtons from Basrah performed well during the first day's fighting, but because of their large size, they were easy targets and got the eagle's share of ground fire. One was shot down over Habbaniya, and the other nine were so damaged that, when they returned to their airfield, they were deemed unserviceable.

Smart's estimate that the enemy would cut and run proved seriously overoptimistic. By 12:30 p.m., after 7 1/2 hours of almost-constant aerial

assault, the Iraqis remained, steadfastly shelling the British base with every gun they had and launching irregularly timed strafing attacks with their own handful of Gladiators.

By day's end, the Englishmen had flown 193 recorded operational sorties. Officially, each man averaged six sorties on that single day. The RAF had lost 22 of its 64 aircraft, and 10 pilots were dead or critically wounded. Only a crippling injury was sufficient to send a man to the infirmary.

Although the Iraqis had been sorely hurt and were showing no inclination to launch a ground attack, they were still firmly ensconced atop their elevation, with a variety of field pieces trained on the smoking flying school. Furthermore, Iraqi troops invaded the British embassy in Baghdad that afternoon and confiscated every wireless transceiver and every telephone, leaving the only two significant English outposts in the region isolated from each other.

By that evening, Dudgeon and Hawtrey were the only squadron commanders who weren't dead or hospitalized. They decided that, the next day, Hawtrey would command all remaining Audaxes and Gladiators and operate them from the base's polo field, which was screened from artillery fire by a row of trees. Dudgeon would direct all Oxfords and Gordons from the cratered landing field. Still, all the installation's manpower soon had another matter to address.

On 3 May, Smart suffered a nervous breakdown and, by some reports, also was injured in a motor-vehicle accident. He was sedated, loaded





onto a DC-2 with women and children evacuees, and flown to Basrah. Smart's emotional collapse was hardly surprising considering that he was primarily a teacher, not a soldier. He had repeatedly contacted his superiors prior to the battle, seeking advice, instructions, and authorization. Until Churchill's tardy, fleeting response, every military officer above him had carefully avoided taking any responsibility for whatever happened at Habbaniya, passing the buck back to him—the flying-school administrator—for the conduct of, perhaps, the most crucial Mideast battle of World War II. Group Captain John Savile took over command.

### Desperate but Novel Tactics

Following Smart's departure, Horse Evans, one of the pilots flying Gordons, developed a novel, horribly risky but terribly effective method of dive-bombing. The 250-pound bombs that the Brits were using were fitted with a safety device to prevent them from becoming prematurely "live." This was to insure that they did not detonate early and destroy the planes dropping them. Evans had ground-crew members affix to his bombs a seven-second delay. After the bombs were loaded onto their racks, Evans would remove the safety devices. This meant that, should a bomb come loose from its fitting during takeoff or in the midst of wild combat maneuvering, it would probably explode seconds later, obliterating the plane and everyone in it.

After taking off, Evans would ascend to about 3,000 feet, scan the Iraqi positions, and select a target. Diving at 200 miles per hour, he would

yank back on the stick and, virtually atop the target and with Iraqis scattering like quail, drop a bomb at a height of six to 10 feet—in other words, too close for him to miss. Seven seconds later, just as the fearless young Englishman made it to a (barely) safe distance, the bomb would explode and pulverize the target, rattling Evans's teeth. This tactic so terrified the enemy that they soon began to take to their heels without bothering to fire on the plunging Gordon, which would then return to base unscathed.

All week, the forces of Gaylani shelled the British at Habbaniya but seemed to lack the self-confidence to launch a ground offensive in the face of RAF air superiority. Perhaps the arrival of four new Blenheim fighters on 4 May also caused the besiegers to think twice about storming. When, the following day, one of these Blenheims shot down an attacking, Iraqi-flown Audax, the air attacks on the Brits began to dwindle.

At the same time, a DC-2 flew in with, among other supplies, ammunition for a couple of World War I-era field pieces that, for years, had stood as ornaments outside the officers' mess. To the surprise of the whole garrison, the old guns proved to be still operable, and when the English opened up on the enemy-held plateau, the Iraqis assumed that the English were being reinforced with artillery, exacerbating the besiegers' morale problems.

Still, the defenders were suffering much worse than their foes seemed to realize. After four days of combat, just four of the original 27 Oxfords were still battleworthy. The Audax, Gladiator, and Gor-

**The Hart-based 1930s' biplanes of Hawker were seen around the world in a bewildering number of variations, which included the Hind, a light bomber. (Photo by John Dibbs/planepicture.com)**





The sole Mk.I Bristol Blenheim bomber at the RAF training school was joined by three others before the siege was over. (Photo by John Dibbs/planepicture.com)

don contingents were similarly depleted. Pilots were also becoming scarce, as half-trained cadets were killed or crippled in action or had suffered cracked nerves. The situation was far from settled.

On the morning of 6 May, a reconnaissance Audax roared home with the terrifying news that a bristling enemy column was approaching from the direction of Baghdad. Then, at 10:00 a.m., the Iraqi air elements launched their strongest-yet raid on Habbaniya. As the thinned-out, fatigued defenders prepared to take off in whatever they had left in a desperate attack on the approaching reinforcements, the Iraqis on the ridge suddenly began to leave. They evidently were unaware of their approaching comrades. It was not even an orderly withdrawal. The troops, who for four days had been bedeviling the dwindling Brits, stampeded off the heights and down the main road in total disorder.

It did not take long for these retreating forces to meet up with the relief column on the road. In complete disregard for military protocol, both groups stopped on the highway; personnel jumped from vehicles to confer; and all trucks, tanks, and armored cars were parked in plain view, nose-to-tail, rather than dispersing. They made a huge, bunched-up, hard-to-miss target, and it was at this point that the RAF arrived as Savile hurled every remaining Audax, Gladiator, Gordon, and Oxford at the mass of vehicles clumped conspicuously on the desert floor.

These young Englishmen in their old airplanes knew that they would never have a better (or

another such) chance. They had to stop this swollen force from regrouping and returning to Habbaniya, where they would easily overwhelm the weakened defenders. Catching them concentrated and exposed like this was a godsend. The men in the vintage craft bombed and strafed desperately and devastatingly, expending every bomb and bullet they carried before rushing back to base to rearm and refuel. They left the convoy in flames.

The British airmen arrived back at Habbaniya to prepare for their next sortie in the midst of the day's second air raid by Iraqi-flown craft. Dodging exploding bombs, the Brits took off again, returned to the highway, and resumed pounding the enemy, who apparently had not anticipated a second raid and were still clustered in plain view. The two air strikes took two hours, as the English flew 139 separate aircraft sorties, annihilating the two Iraqi convoys. These raids cost only one Audax shot down by ground fire.

Armed base personnel and Arab auxiliaries ventured from the airfield and rounded up 408 demoralized Iraqi prisoners, including 27 officers. Including these POWs, Gaylani lost more than 1,000 men that day in exchange for seven Englishmen killed and 10 wounded.

The next day, the British could find no trace of the enemy near Habbaniya. Ground personnel eventually found and shot up a few Iraqi machine-gun nests in the village of Dhibban, located on the banks of the Euphrates just east of the airfield.



## Follow-up to an Amazing Victory

The Habbaniya garrison had, during five blazing days, dropped more than 3,000 bombs of various sizes, totaling more than 50 tons. They had fired more than 116,000 rounds of machine-gun ammunition. All this during a recorded 647 sorties, although many flights went unrecorded. All told, 13 were killed, 21 critically wounded, and four lost to emotional collapse. It was a smashing victory over Gaylani's attempt to slash England's petroleum jugular and, thus, win the European war for the Axis powers before the United States joined the fight.

On the very day this motley fleet of RAF antiquities was reducing the combined Iraqi forces outside Habbaniya and instilling in these armed forces an obsessive dread of British aircraft, Luftwaffe Colonel Werner Junck was in Berlin, being briefed on his new mission by the Chief of the Air Force General Staff Hans Jeschonnek. Junck was to command Luftwaffe forces to be sent to Iraq. When Jeschonnek informed Junck, "The Fuhrer desires a heroic gesture," the somewhat confused colonel asked precisely what was meant by this. Jeschonnek replied, "An operation which would have significant effect, leading perhaps to an Arab rising in order to start a jihad, or holy war, against the British." These Germans had no way of knowing that their Mideast allies already had been soundly defeated and that the garrison at Habbaniya was almost at that very moment

assumed that the raid had come from Mosul, 200 miles away. Savile sent the reinforcements on a raid that damaged or destroyed six German craft for the loss of one of the new Hurricanes, whose pilot, while strafing at an extremely low altitude, flew into the fireball of an exploding Messerschmitt-110. At the same time, Habbaniya biplanes shot down two Me 110s over Fashid Airfield in Baghdad.

The mind-numbing terror of the RAF that had been instilled in the Iraqis by the siege of 2–6 May meant that these late-arriving Luftwaffe elements were receiving no assistance from their Arab friends. Furthermore, the casualties that the English inflicted on the Germans on 17 May were grievous to a force that was too little, too late. On 18 May, a substantial column of reinforcing British infantry reached Habbaniya.

By month's end, the Germans had depleted their local resources, while their Iraqi colleagues adamantly refused to engage the dreaded British. Gaylani, after embezzling his soldiers' monthly payroll of 17,000 dinars, fled Baghdad. The RAF, meanwhile, took over Baghdad Airfield.

On 10 June, the last German personnel in Iraq evacuated to Greece. The Germans had lost 21 aircraft, but this was far less damaging than the pounding their prestige took in the eyes of the Arabs whom they had hoped to convert to the Axis cause. Preoccupied with the looming, monumental invasion of the Soviet Union,

## **THE MEN IN THE VINTAGE CRAFT BOMBED AND STRAFED DESPERATELY AND DEVASTATINGLY, EXPENDING EVERY BOMB AND BULLET THEY CARRIED BEFORE RUSHING BACK TO BASE TO REARM AND REFUEL.**

receiving a message from Churchill: "Your vigorous and splendid action has largely restored the situation. We are watching the grand fight you are making. All possible aid will be sent."

Assuming that Gaylani's promise of 18 April—to make Habbaniya available to them—must have been fulfilled by then, the Germans were preparing for a casual takeover of their new Mideast base of air operations. Meanwhile, the garrison that the Nazis figured was kaput was repairing aircraft and launching postsiege raids that, by 10 May, had essentially destroyed the attacking power of the Iraqi air force. Soon after, the RAF in Egypt began sending some of its older planes to Habbaniya as reinforcements.

Tardily arriving Luftwaffe elements launched raids on Habbaniya on 16 May, but the next day, four Gladiators and six Blenheim bombers arrived from Mediterranean bases. In addition, the base received two modified, extralong-range Hurricane IIC cannon-equipped fighters.

Savile and his men wasted no time putting these new machines to use. Judging from the approaches and departures of the German aircraft the previous day, the British correctly

Adolf Hitler had not seen fit to earmark sufficient attention to obscure Iraq. A quick, sizable German incursion in support of Gaylani likely would have succeeded, cutting off the flow of crude oil to the United Kingdom before significant shipments from the United States began. Hitler then could have quickly finished off fuel-bereft England and moved onto Russia, unburdened by the nagging threat of an undefeated Britain behind his back.

The implications of the Habbaniya battle are staggering—among the most significant in recorded history. Not only was Great Britain's oil supply secured but also 39 valorous flight instructors and their students denied Nazi Germany access to the priceless oilfields of the Middle East. The RAF No. 4 Flying Training School saved the day for the United Kingdom, but even the folks back in England, distracted by the capture of Germany's Deputy Fuhrer Rudolf Hess, took little notice. Yet history has an obligation to do better and to give full credit to these three dozen "unqualified" young men who aborted what could have been a German takeover of the Mideast, which would have left the United Kingdom's fighting forces clattering to a fuel-starved halt. ✚