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Place of Interview: Kerrville, Texas

Interviewer: Ronald Marcello

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E. B. Potter

Interviewer: Ronald E. Marcello October 8, 1994

Place of Interview: Kerrville, Texas

Dr. Marcello: This is Ron Marcello interviewing E. B. ("Ned") Potter for the University of North Texas Oral History Program and the Admiral Nimitz Museum. The interview is taking place on October 8, 1994, in Kerrville, Texas. I'm interviewing Professor Potter in order to get his recollections and experiences while he was attached to the Intelligence Section of the 14th Naval District on Oahu during World War II.

Professor Potter, to begin this interview just very briefly give me a biographical sketch of yourself. Start by telling me when you were born and where you you were born.

Dr. Potter: I was born in 1908 in Norfolk, Virginia.

Dr. Marcello: Tell me a little bit about your education.

Dr. Potter: Well, of course, I went to school. I had no idea that I was going to college because I was a poor fellow. Toward the end of my high school senior

year, one of my high school teachers, a maiden lady, came to see my mother, who was a dressmaker, and the caller said, "You ought to send this boy to college." My mother replied, "I can't send him to college! The very idea!" We had never thought about my going to college. In fact, my father had me lined up to work for a real estate agent. Years later, I went to see the same man. He was an old, worn-out fellow by that time. I said, "This is where I would be if I had stayed with him." (chuckle) Anyway, this teacher said, "Well, the University of Richmond is right here outside the city. You can get there streetcar. He can get a scholarship. He can make it. A lot of poor fellows make it." So we took a chance, and it worked.

Marcello: And then, when you got out of college, what did you do?

Potter: Well, you see, I graduated in June, 1929, right before the stock market collapsed. It was the beginning of the Great Depression.

Marcello: What was your major, incidentally, at the University of Richmond?

Potter: English.

Marcello: So what happened, then, when you graduated in 1929 at the onset of the Depression?

Potter: I hate to tell you (laughter). I wanted to go on the professional stage! I'd played the dramatic lead all the way through college and finally wound up playing

Hamlet for my graduation play. I was trying to go on the professional stage. For a season I played in a stock company, memorizing and performing a new play each week. Deciding at last that I wasn't going very far in the theater, I returned to my hometown, Richmond, Virginia, and got the best job I could find, which happened to be unloading boxcars. Hoping for something better, I went to night high school and signed up for shorthand and typing. Many young people had the same idea. The typing and shorthand classes were overwhelmed with applicants.

The principal of the school called a meeting of all students in the auditorium. "We have far more applicants for shorthand and typewriting than we can handle," he said. "If you can transfer to something else, you'll greatly relieve the situation. Now here are the courses with room for more students." He began reading the list: "Ancient history, civics, physics, Italian."

These young people weren't after learning. They desperately wanted some means of making a living. Few volunteered to change. Oddly enough, I was among those who did. I dropped shorthand and typewriting and signed up for, of all things, Italian. I'll never know why. I hadn't the slightest use for Italian.

It turned out, however, that this was the most

fateful choice of my whole life. The teacher of the Italian class happened to be Miss Josephine Holt, who headed the foreign language department in the Richmond public schools. I did well in Italian, and toward the end Miss Holt said, "How would you like to teach languages for me?"

I said, "Very much," and somehow borrowed enough money to go to school in France. There I polished up my French, which I had studied in high school and college. Thus, unexpectedly, I started teaching foreign languages and did so for several years. I continued teaching the rest of my life.

Marcello: And where was this that you were teaching?

Potter: Well, I taught at Richmond for a while, and, eventually, I went into a private school and taught there. It was during the depths of the Depression. They weren't paying anything. My father had died when I was a senior in college. My mother and I made it the best we could. She got a job in a lady's dress shop. She repaired and altered things, and I taught school. I must say I thoroughly enjoyed myself, especially in city high schools--nice kids, you know--but I wasn't getting anywhere.

So I just resigned my teaching job and headed again for New York. I had a good place for my mother, and I told her I planned to do something else. Do you

know what I intended to do? I tried the theater again.

Marcello: (Laughter) You mentioned a theater earlier when you were at the University of Richmond. Is this the connection that you have with Martin Shockley, who formerly taught at the University of North Texas?

Potter: We played in plays together and worked together in a children's theater. He was about a year ahead of me in college, but we had a great deal to do with dramatics together. We still correspond regularly.

Marcello: I just wanted to get that on the record since we have a mutual friend. So pick up the story at this point. What did you do for the rest of the 1930s?

Potter: It was 1937 or something like that when I again went to New York. I got in touch with somebody that I'd met before, who was very nice to me, Eva LeGallienne. Have you heard the name? She put on classical plays at prices people could afford. She had her own theater on Fourteenth Street, The Civic Repertory Theater. I had seen her before, and she'd heard me audition, but my southern accent got in the way of playing in Shakespearean plays. But she said, "Anytime when you're in New York, be sure and come to my theater. Don't buy a ticket. Just come on back, and I'll see that you're seated." So I got in touch with her, and she said, "I've often thought that you and I ought to work together. Come and see me." So I joined her, and

we started preparing for another repertory theater. We got a company together and rehearsed. Things were going great!

Well, the thing broke up eventually, so I wasn't working again. I said to my mother, "You know, here I am. I've tried the theater twice, and I haven't gotten anywhere. If I just had $500, I'd go off and study for an advanced degree." She had some well-heeled friends and borrowed $500 for me. So (chuckle) I went to the University of Chicago and got a job at a school near there. It was a boy's school. I spent the summer at the University of Chicago, and I'd teach at the boy's school in the fall, winter, and spring.

While I was there, war broke out in Europe, and I was almost drafted into the Army. I didn't want to be a buck private. I thought, "You have an advanced degree, so why don't you apply for a naval commission?" I did and it worked.

Marcello: So you did get your advanced degree--your first advanced degree--at the University of Chicago.

Potter: That's right.

Marcello: What were you majoring in there?

Potter: English.

Marcello: English again.

Potter: I've taught history ever since (laughter).

Marcello: So you enlisted in the Navy.

Potter: Yes, I was commissioned in the Navy, which at that time was desperate for teachers. They were pulling the regular officers out of the Naval Academy [Annapolis, Maryland], so they sent me, a reservist, there to teach. I'd taught high school English classes, but when I got there, they were short-handed in history because a history man had been taken sick and didn't show up. "Have you had history?" I said, "I had a minor in history." So I walked out of a high school English class into a college history class. It wasn't a great difference, and I've been teaching history ever since.

Marcello: What particular history courses did you start out with there?

Potter: European. Eventually, my strong point became naval history.

Of course, once we joined the war on December 7, 1941, everyone wanted to get into the the fight, you know. We didn't want to stay at the Naval Academy for the rest of the war, even if we had good jobs. So most of us reserve officers applied to go to sea. "You can't go to sea!" They told us, "You haven't had the training for it. The best thing we can do for you is send you to a base." That was better than nothing. Anyway, I went to communications school in New England, and I was transferred first to New York and then to

Pearl Harbor. That was as far as I got.

Marcello: Where did you go to communications school?

Potter: In New England.

Marcello: What were you learning at the communications school?

Potter: We learned to read codes and ciphers and the communications system. I wouldn't actually decipher the codes. I could do it; I was trained for it. But, eventually, at Pearl Harbor I was put on distributing codes and ciphers to the fleet. People would come to our windows inside our basement office and hand us a status sheet. We'd fill their mail bags with all the codes they would need for the next month or so, and off they'd go. Usually, it was an enlisted man who carried the loaded bags. It was like withdrawing money from the bank. Only what they drew out were codes and ciphers. The Navy would constantly be changing the codes because no code or cipher should be used longer than a month and some changed every day. Since planes were constantly being shot down, often in enemy waters, and aviators, when ashore were notoriously careless, we changed aviation codes daily--provided each pilot with a stack of little code books stapled together.

Marcello: Now, you go through this communication school in New England. Whereabouts in New England was it? Was it in Newport [Rhode Island]?

Potter: It was not far from Westport, Connecticut. It was a

country club, made into a school during the war. We ate, slept, and studied there. We'd go out on the golf links, and we'd wave [semaphore] flags and stuff like that (laughter).

Marcello: What were some of the subjects or the things that you were instructed in at this school?

Potter: Well, we learned the codes for one thing. We were taught how to translate messages from English into code and vice-versa. And we learned enough about "wigwags" [semaphore flags] and flashing lights and so forth that we could supervise sailors doing it. The sailors went to communications school in a nearby converted old soldier's home. Here each sailor was taught very thoroughly just <u>one</u> communication skill. We learned, on the contrary, a little bit about <u>all</u> of them. We'd hoist flags, worked cipher machines, and all the rest. We learned, generally, just enough of each skill to supervise enlisted men actually carrying them out.

While awaiting assignment to a war zone, we officers from the schools were sent temporarily to the big Navy building at 90 Church Street in New York [City]. Here we served briefly in one department after another to practice the skills we had learned. Thus, in due course, I arrived in the shipping room. In here, we temporary officers would load codes into mail bags--dirty work--and address and seal them for

shipping to various shore-based distribution points around the world. Because the materials we loaded and shipped were secret, only officers were employed here. We hated the filthy job--enlisted men's work [was our attitude]--but we had to do it because of the secrecy.

It so happened that we were about a week behind--a scandalous situation for dated goods. The reason was obvious. The officer-in-charge, the only permanent officer assigned to this project, was a drunk. Even when he did show up [for work], he was in a daze and disappeared. Noting that as a full lieutenant, I was the senior officer present, I simply took charge. We'd work half-an-hour, take a few minutes off to rest, and then work for another half hour, and so on all day.

In a week we'd got caught up. Commander Archie Pleasanton, the communications officer, was <u>so</u> surprised that he came to investigate. We kept mum, but he quickly figured out that I was running the joint. He left and presently sent word for me to report to his office. When I arrived, he smiled magnanimously and said, "Potter, you can have that job permanently." I shocked him with my answer: "I don't want it. I didn't leave the Naval Academy to come to New York City. I want to go overseas."

Shortly afterward I got orders to Pearl Harbor, whither I proceeded by ship. I reported for duty at

RPIO, PEARL, the Registered Publications Issuing Office [Pearl Harbor], which distributed codes and ciphers to ships of the fleet. The RPIO occupied a spacious, air-conditioned basement under the 14th Naval District Headquarters, the largest building at the base.

The one unpleasant feature of the office was the officer-in-charge, Commander Joe Danhoff. He was a lazy, loud-mouthed, incompetent bully. Fortunately he let his underlings run things, and they did so well that Joe earned a wholly undeserved reputation for competence. As a result, a few months after my arrival at Pearl, the head office, desiring to make fuller use of Joe's supposed skills, summoned him to Washington to take charge of worldwide distribution. Danhoff, fully aware of his own ignorance, was reduced to panic. In desperation he sent for me and ordered me to prepare a guide to the various functions of RPIO, PEARL. With the help of yeoman typists, I finished the book in record time. Joe studied it devoutly and sent copies to Washington and to other issuing offices.

Commander Danhoff's relief, as fortune would have it, turned out to be Commander Pleasanton of 90 Church Street, New York. He obtained a copy of my book and studied it en route to Pearl Harbor. As soon as he had relieved Commander Danhoff with appropriate courtesies, Pleasanton produced my book and said, "Who prepared

this?" They said, "Potter." Did this Potter serve in New York before coming here?" "Yes, sir." "Send Potter to me!" As I entered Pleasanton's office, he fixed me with a fierce glare and said, "You wouldn't stay with me in New York, would you?" "No, sir." The glare turned into a grin. "Well, as of now, you're my executive officer here." That's how I became second-in-command of RPIO, Pearl. This was the beginning of a lifelong friendship. Archie and I still correspond.

Marcello: When exactly did you arrive in the Hawaiian Islands?

Potter: That's one date I can be certain about, The enlisted driver who picked me when our ship arrived at Oahu was sort of shaky. He said, "You see that hospital ship over there? That just came in from Tarawa. I've been hauling wounded men from it to the Aiea Hospital all day. I've seen some terrible sights!" So that meant that it was November, 1943.

Marcello: That's a good way to remember it. Now describe your assignment when you got to the 14th Naval District, and how you carried it out.

Potter: Well, as I have said, we were the distribution point for naval codes, ciphers and cipher machines for ships, naval stations, and sub-issuing offices throughout the Pacific Theater of operations. Our source was the Navy Building at 90 Church Street in New York. Church Street received American items directly from U. S.

printing plants and factories and British items via the British Embassy in New York. Church Street shipped most items to issuing offices by plane, some by ship. On receipt at Pearl Harbor, we made made and signed a careful inventory. Then we distributed the codes alphabetically on shelves in three big rooms. When a ship arrived at Pearl, the ship's communication officer, with one or more enlisted men, arrived by truck or other conveyance at our office and presented his status sheet, which showed what he had. An officer would list what was needed for the next three months and hand the list to an enlisted man, who would pick the items off the shelves and deliver them to the typing section. This section would type the items on the status sheet with a copy to our accounting section. Our accounting office was held more accountable than any bank. Washington had to know where every operational code was located in the whole world. The codes would be handed to the ship's communications officer, his enlisted man would stuff them into a mail bag or something, and off they'd go.

Marcello: How large an operation was RPIO, PEARL?

Potter: I suppose we had about 150 [personnel].

Marcello: I wonder what it had been before the war. I wonder how many people there had been there.

Potter: Not so many, and after the war its functions were

absorbed by other offices. My wife and I went to Pearl Harbor in 1980. Visiting the building where I had served, I asked, "What's down in the basement." They took us down there, and we found just discarded furniture and such. In peacetime, RPIO, PEARL had long since disintegrated, its functions taken over by other agencies.

Marcello: For the layman, you mentioned that you have codes and ciphers here that you're working with. What is the difference between a code and a cipher?

Potter: A code is like a telephone book. "Jones" could be represented by "24578." A cipher substitutes single letters, single numbers or signs for single letters of the enciphered words. If the substitutes were always the same, cryptanalysis would be easy, as Edgar Allen Poe demonstrates in his story "The Gold Bug." An efficient cipher system assures that the successive substitutes are rarely the same for the original.

Marcello: Were you actually doing any deciphering or codebreaking in your basement?

Potter: Neither. Enciphering English messages for sending and deciphering enciphered messages back into English for receiving was done on the floor above us, mostly by bored young officers. It was monotonous enough to spend hours on end deciphering correctly enciphered messages, but many messages came through badly

enciphered, either by inept operators or somehow in transit. It was up to cryptanalysts to make sense out of the arriving nonsense. Once the messages had been converted back into clear English or into abbreviated telegraph style, they were forwarded to the local commands. Those addressed to us came down from above by pneumatic tube.

Marcello: What connection, if any, did you have with HYPO?

Potter: HYPO?

Marcello: That would be [Commander Joseph] Rochefort's operation.

Potter: Oh, I've got it. He had occupied the same quarters, exactly. I had forgotten the word HYPO (chuckle). Those were the code breakers. They spent their time and wracked their brains tackling enciphered Japanese messages. We had listening stations all over the Pacific. These listened in on Japanese radio messages and forwarded them to HYPO at Pearl Harbor. We fellows at RPIO knew that HYPO existed. In fact, Rochefort, the master code breaker and his staff of cryptanalysts initially occupied exactly the same big, air-conditioned basement that our RPIO, PEARL, later fell heir to. But what they did, how they did it, and what they found out were complete mysteries to us. After the war, the stories of their achievements gradually became known. We learned that they never deciphered more than fragments of the Japanese radio messages, but

with those fragments Rochefort went into consultation with Commander Edwin Layton, fleet intelligence officer and student of Japanese naval customs and ship movements. Between them, Rochefort and Layton correctly forecast Japanese operations at [the Battle of] Coral Sea and before [the Battle of the] Midway. Admiral [Chester W.] Nimitz, deeply impressed, said of their Midway predictions, "Well, you were only five degrees, five minutes, and five miles off." (chuckle) He decided that this facility belonged directly under his command. And so HYPO abandoned that spacious basement under the big 14th Naval District Building. It moved across the highway to Makalapa, site of Nimitz's headquarters. Here it would be under the watchful eye of Nimitz himself. RPIO, PEARL, recognizing in this air-conditioned area one of the most desirable work spaces on the base, promptly laid claim to the vacated basement. When I visited Pearl Harbor in 1980, I persuaded the commandant to clean the discarded furniture and other junk out of that basement and convert it into a museum, not of the RPIO, of course, but of HYPO, which had made such a great contribution to the U. S. victory. I wrote the [text of] the plaque.

Marcello: Did you ever have any contact or business directly with Rochefort?

Potter: No, not until I worked on the book [Potter's biography of Nimitz]. I never heard the name until then. Then I got in touch with him and gave him my chapter to read. We had a very long and interesting telephone conversation. After I had finished the book, I was so grateful to him, and to Layton, too, of course, that I sent both Layton and him copies of the book. For Rochefort the book came back "addressee unknown"--he had died. So I never saw Rochefort. I've visited Layton several times at his home in Carmel, California.

Marcello: Who was in overall command of the 14th Naval District when you were there?

Potter: It was [Admiral Robert L.] Ghormley. After he got fired in the South Pacific, he took over. When I first got there...I can't recall who it was, but Ghormley became COM14.

Marcello: I know at the time of the attack on Pearl Harbor it was Bloch.

Potter: Yes, it was. That's right. He couldn't resist telling Admiral Nimitz how to run the war.

Marcello: Is that who was there when you first went there?

Potter: No. I believe Ghormley was already there when I arrived.

Marcello: What kind of a man was Ghormley to work for?

Potter: Well, I didn't work for him, directly. His office was two floors directly above mine. He had a nice,

spacious office, and I was in a cubbyhole. Every morning when I'd come by, I'd look up to see if his two-star flag was up, and it was always up there. Curiously enough, he didn't have a fluttering cloth flag up in those days. He had tin flag--a sheet-metal flag--that his orderly would stick into a bracket that was on a post outside, part of a balcony [that went] all around the building. Years later, in 1980, when my wife and I visited that same building, we saw this bracket up here [gesture] on that post. It had been painted over many times. She said, "Dear, what's this thing for?" Nobody then on duty had any inkling what it was for. I said, "That's where Admiral Ghormley used to stick his flag, way back there during World War II." (laughter)

Marcello: I know that, before the war, that post as the head of the 14th Naval District was more or less a sinecure. It was a good to place to end your career--to close out your career.

Potter: I should think so.

Marcello: Did that change once the war started and so on?

Potter: Nimitz brought Ghormley back to the Pacific because he invited high-ranking officers that were on duty to the Pearl Harbor area to visit his morning conferences. He prized Ghormley's intellect and his ideas, but Ghormley was not good [once] put into a dangerous situation. He

didn't think clearly then, in other words. His ship was anchored at Noumea. He stayed aboard in that terrific heat. It was wearing him and his staff down. He never went ashore or demanded quarters ashore there. After he was fired, [Admiral William F.] Halsey, his relief, had them--quarters ashore--in jig time [rapidly] (chuckle). He took possession of the Japanese Embassy (laughter) and used that. He threw out all of the furniture--it was too small--and he got bigger furniture.

Marcello: Describe some more of your daily routine that you would undertake here at the 14th Naval District. First of all, what exactly was the title of this operation? What was it called?

Potter: RPIO, PEARL. We had the main office at Pearl Harbor, and out at Hickam Field we had the Office of Shipping by Aircraft. And we had sub-offices all over the Pacific. We always had to set up new offices to follow our invasions. I recall, after I had become executive officer, I was permitted to read Top Secret [coded messages]. An order came in one Sunday, when the boss [Pleasanton] was off playing golf, and we had to set up an order for a new office. I said, "It's Top Secret!" I couldn't say who it was for. I could read it myself, but I couldn't let anybody else see it. So, a yeoman sat all day long, typing this order for a new office.

The trucks came and took away the bags of stuff--the machines and so forth--all day long. They flew it all down to Hollandia for shipping into the new office. Finally, I had the yeoman leave his seat, and I sat down with my back to the wall and typed where the the shipment was going. It was RPIO, TACLOBAN, LEYTE. It was going to Leyte. That was still a secret, you see (chuckle). I was the only one in our organization who knew.

Marcello: What did you do when you heard that news?

Potter: Well, as a matter of fact, the question came up at the meeting today [the Admiral Nimitz Museum Symposium]. Did you go to the meeting today?

Marcello: No, I did not. I've been in here interviewing all day.

Potter: Well, anyway, the thing of it is, the President [Franklin D. Roosevelt] had to settle [the question] of whether we were to land on Formosa or the Philippines for the the next stage [of the advance across the Pacific]. Up to the end of the war, they always typed a whole invasion book, which gave all the information it could about the next place that was to be invaded. But this was so uncertain that the regular office for doing this had been ordered to print <u>two</u> invasion books, one for Leyte and one for Formosa. Their print shop was <u>so</u> overwhelmed by these two rush jobs that they asked us at the RPIO to print one in our printing plant. They

weren't permitted to tell us what it was all about, but we suspected that it was preparation for another invasion. The other office printed the book on Leyte. Our plant did the one on Formosa. When that top secret order came in to supply a new sub-issuing office via Hollandia, I knew where the next landing would be. Leyte had been picked. But our printing presses never stopped.

Marcello: Didn't President Roosevelt come to Pearl Harbor to help make the decision? What do you remember about that visit?

Potter: (Chuckle) On July 25, 1944, all outgoing mail was stopped and all persons at Pearl Harbor were ordered to be in "whites" [white uniforms] the following afternoon if they were on ships in the harbor, on the waterfront, or on the main streets of the base. Many officers and men were puzzled by the order, but we at district headquarters had the facts. The young cryptanalysts on the floor above us had read the incoming messages and then talked. The President was coming. General [Douglas A.] MacArthur was flying in from New Guinea. Regarding the uniform change, I said, "To heck with it," and stayed in my khakis. At the end of the day--5:00--I went to my BOQ [bachelor officers' quarters] by the back way and watched from a window while the autocade passed with Roosevelt, Nimitz, and MacArthur.

Later, after MacArthur had left, the President rode around the Navy Yard, and he stopped in front of the 14th Naval District Building and we all came out on the balconies. Someone handed the President a microphone. He gave us a little speech praising us for our work. He looked emaciated--he wasn't in good health--but his voice boomed out as usual. We all applauded him, anyway. That was the last I saw of him. The next thing we knew, he was dead.

Marcello: But you could even tell at that point that he was not in good health.

Potter: Oh, yes! He was terrible-looking. He had big, dark outlines around his eyes.

Marcello: As the war progresses, how does your work change, especially as the tide turns?

Potter: The worst thing that happened was to bring the British fleet out there after Germany was defeated. We were always bringing our ships out there, and we had less and less use for the European warships. Keeping up with the supply of them was <u>outrageous</u>! We had a terrible time keeping up with supplies. We got more and more stuff in our warehouses. We piled stuff on the floor. Bags everywhere! We were walking over bags in the corridors. Then the whole of the British fleet insisted upon coming out. At a meeting, Winston Churchill said, "I offer the Royal Navy to participate

in the war in the Pacific. Admiral [Ernest J.] King later said, "We didn't want them because we had to supply them, too." (chuckle) The British wanted to get out there because they had done so badly in the early part of the war that they now wanted to go in and make a showing--to participate in the victory.

Marcello: Get back those colonies, again, I guess.

Potter: Not only that, but they wanted to show themselves as victorious so that they would would have influence in the Pacific again. When their ships began coming out, not only did we have to have new supplies--they couldn't supply themselves--but we had to have connectors for their coding machines. They were about the same as ours, but we had to manufacture an interpreter between the two variations of machines. After we got those factors working, I recall a young British officer saying after finishing a job, "Well, I'm off to Guam," pronouncing Guam to rhyme with ham (laughter). He was just sure that the Americans pronounced Guam with a flat "a".

The last thing we wanted was the British fleet out there. As a matter of fact, in the very last action of the war, when Halsey was hitting Japan--he'd take a shot and then move off, then bombard them again and come off, and then bombard them again--the British fleet joined him. He gave them the minor objectives.

They said, "Halsey's treating us unfairly! He's taking all the choicest shots for himself!" Halsey's chief of staff said, "He has a perfect right! He's won that for four years of fighting. You haven't been out here!" (chuckle)

Marcello: What connection did you have with supplying codes and ciphers to the Submarine Service?

Potter: The same as with the ships. Officers would come in with an enlisted man with a mail bag. They'd get the codes.

Marcello: Once again, for the lay person, explain why this had to be done this way.

Potter: Well, because the code--every code--changed practically month after month, you see. We had them set up three months in advance. Of course, one time in Europe, some soldiers had the codes in a truck. They stopped by for a short beer somewhere and left the truck outside. When they came back the truck and the codes were gone. The soldiers were horrified! There were three months of codes there, including worldwide codes. The codes might be in enemy hands. None could now be used. So we had to quickly get substitutions. Our printing presses would go day and night to catch up on the losses. They finally found the codes in Europe--dumped into a creek. All the robbers wanted was the truck. Even then we weren't sure that they hadn't been

examined by somebody. We had to devise and print new codes to replace them.

Marcello: How would you describe the priorities of these codes? Were these high priority codes?

Potter: Some were.

Marcello: Some were. Some were very routine.

Potter: That's right.

Marcello: What were the highest priority codes consist of? What kind of information?

Potter: Future operations. All that was in the highest category. Of course, flag codes--future operations for flag codes--only flag officers could read them, and their aides, of course, that wrote the codes for them.

Marcello: Then what might be the lowest kinds of codes that you would have?

Potter: They were used for destroyers. Of course, the very lowest were those for aviators because they always lost them (chuckle). We had one for every single day. They'd take up a whole packet of them. This was the first, second, third...and then they'd lose them. They'd go out and get a little drunk. After a spell in combat, they didn't know how long they were going to live. They'd thought nothing about getting drunk and spending money. They'd lay the code down just anywhere, so we had a separate, little code book fixed up for them every day.

Marcello: So like you said awhile ago, this must have kept the printing presses occupied almost around the clock for all these codes.

Potter: Of course, most codes arrived already printed, but our printers had plenty to prepare--such systems, for example, as strip ciphers. You know, curiously enough, for some sort of codes we needed sand in order to cut the plates. We had a ship going to the United States that got sand because the beaches around Pearl Harbor always consisted of coral. We didn't know that. It seemed like sand to us, but it was coral. It didn't have the cutting quality of true sand.

For many men the big day came with the arrival of uniformed females. Nimitz would never allow women to come out to the Pacific. Nurses, yes, but no WAVES. He didn't like women in uniform, except nurses' uniforms.

Marcello: I remember reading that in your book on Nimitz.

Potter: You know, the sad part of it is that Herman Wouk, when he wrote his book on the Pacific, didn't know that. He had WAVES there from the beginning, but they weren't there. So, finally, when Nimitz moved his headquarters from Pearl Harbor to Guam, his successor--Admiral John H. Towers, who replaced him at Pearl Harbor--welcomed the WAVES, when they arrived. I recall the first ship of WAVES came in, and a little enlisted man said,

"Mister Potter, could I go in with the truck and see the ship?" I said, "The WAVES arrived up there and left hours ago." He said, "I'd just like to see where they was." (laughter) So we got some lady printers. They had fusses with the regular printers, and our boss would say, "Wipe your eyes and tend to the presses again."

Marcello: Did you have any personal contacts with any of the...I mentioned HYPO awhile ago. Did you have any personal contacts with any of the people over there, who were lower than Rochefort in that office?

Potter: We had some idea about the code-breaking [operation]. We didn't know where it was done. I often suspected where the place was, and I'd say, "Could it be in that building? Where on earth does it occur?" I didn't know it was in our building--our very offices were the place where it took place. I didn't know that until after the war, and I read Walter Lord's Incredible Victory [about the Battle of Midway]. That basement was the very basement that I occupied. The codes were initially broken in our basement.

Marcello: That is, HYPO was there before it moved over to Makalapa.

Potter: That's right.

Marcello: So in your operation, then, you had nothing to do with MAGIC or anything of that nature?

Potter: No.

MArcello: Yours, for the most part, was distributing the codes and...

Potter: It was helpful when I was writing because I understood what the codes were that they broke. For example, the Japanese cipher always was composed of five-number groups like "94173," always divisible by three. In other words, if somebody made a mistake and he tried to get a message straight, if he couldn't divide each of the groups of five numbers by three, it wasn't right.

[Tape 1, Side 2]

No, as a matter of fact, I didn't know those people at HYPO at all. As I say, when I went to write Nimitz's biography, it was helpful to know a little about how they worked. They never broke any Japanese code all the way through. They just got a word here and a word there and pieced them together. One thing puzzled me. I went to see Layton, now a retired rear admiral, at his home. I knew that Rochefort and he had gotten their times down pretty well, but how did they know that the attack [at Midway] was coming in from the northwest? One message contained the phrase, "As we intend to attack from the northwest..." That one message gave it away. So he took a guess that it would be <u>due</u> northwest--the exact figure between west and north, you know, exactly on the compass. That was a

guess, but and it was within five degrees of the actual way they came in.

Marcello: How well did you know Layton at that time?

Potter: I didn't know him at all until after the war, when I was researching on Nimitz. Grace [Mrs. Potter] and I went first to Texas to visit the Nimitz family--to see where the admiral was born. He was from right over here, of course--Fredericksburg, Texas. Then we went from Fredericksburg to the West Coast. We visited up and down the California coast--various persons. On the way to see Mrs. Nimitz, we stopped by to see Layton. I had seen some of his interviews, and I was impressed by them. I was so <u>enormously</u> impressed by what told me that I said, "Can I come back tomorrow?" I wore him out; he lost his voice (chuckle). So I came in the next day. I had a two-tape [reel-to-reel] recorder and recorded enormous stretches of material. And [what I wrote about that covered the time] during the war, both Layton and Rochefort were very helpful and read my chapters that dealt with the codes. I've seen Layton several times since.

Marcello: How long did you remain in this capacity here at the 14th Naval District?

Potter: I arrived at the end of 1943, and in the spring of 1945, I got a letter from the Navy. I thought I was leaving, for good, you know. I thought I had left the

Naval Academy forever. My old professor friend at the Academy, Professor Westcott, had me look over a book he was writing. I suggested some changes in chapters, and I thought he would be insulted to have me criticize his writing, you know. But he was impressed. So he wrote to me and said, "I'd like to have you help us write a new textbook on naval history. If you can get a leave, we'll get you orders so you can come back here. So I got the orders and arrived back in Annapolis on VE Day. They had whistles blowing, and the guns were shooting, but it wasn't for my arrival (laughter)! It was for the defeat of Germany!

Marcello: Did you actually prefer to do this kind of work back at the Academy as opposed to continuing to stay there at the 14th Naval District?

Potter: Oh, the war was approaching an end. Heavens, no! That was desk work out there. I loved teaching. I was <u>so</u> glad to get back to the Academy! Of course, I came there, and they offered me an associate professorship. I didn't even have a doctorate, you know.

Marcello: That was going through my mind.

Potter: Yes. I went back to the University of Chicago for a meeting. I said to a former instructor of mine, "What's the chance of my joining in with people who are working toward their doctorates here--to possibly teach here eventually?" "Would you like to see who these

people are?" I said, "Yes." One turned out to be a rosy-cheeked young man. They were all young, and I was past thirty-five. He said, "You don't want to do that. You have been offered an associate professorship, and you don't have a PhD. Grab it!" (Chuckle) So, I took it, and in five years I was head of the department and a full professor.

Once I became head of the department, I said, "I think our textbook is out of date. Let's get another one in here. So, I got my faculty together, and we wrote us a textbook, which we called The United States and World Seapower. But, you know, in those days--it's not true now--many officers were very, very annoyed that civilians were daring to write naval history. We got lots of complaints. Fortunately, the superintendent of the Naval Academy was on our side and diverted them. More serious trouble loomed when one of the civilian authors took the chapters that he had written in that book and had them copyrighted in his own name, which annoyed the publisher terribly. We were annoyed, too, that he might sue us for something. So, we decided to rewrite the whole damned book. We were upset that he could take advantage of what he had learned in two or three years of teaching from the other book. So, I had a meeting with the head of the Naval History Archives, Dean Allard, who spoke here [at

the Admiral Nimitz Museum Symposium] today. Allard's boss at that time was Admiral Ernest M. Eller. Admiral Eller was a very sharp critic of us. So, I had lunch with Admiral Eller. I said, "Admiral, all of us were in World War II as reserve officers. We're not Academy graduates, but I'd be glad to bring in an Academy graduate and be prepared to let him do some of the history, if he writes well, or at least have him advise us." I added, "Of all the officers of the Navy, who would be best prepared to advise us on the war in the Pacific?" He said, "Well, Admiral Nimitz!" Never imagining that we could ever persuade the Pacific commander-in-chief to join us, I said, "That's interesting."

So I wrote Admiral Nimitz and asked him if I could come out to discuss a writing project with him. He said, "Yes!" So I took a Navy plane to the West Coast, and the plane put down at the air base. I showed my orders that I was coming as a guest of Admiral Nimitz, and they gave me VIP quarters (laughter). I called Nimitz, and he said, "Come on out." So I took a taxi out to his home in Berkeley, and he and Mrs. Nimitz received me.

We talked it over, and he decided to join us on this project. After we finished a chapter, we'd send it to him, and he'd mark it any way he wanted to. He'd

had the experience in editing as erstwhile president of the Naval Institute, you know. We got that thing done. I met with him a couple of times when he came East. Then, toward the end, he said that we ought to get together and get this thing wound up.

So I agreed that I'd come out there to California and spend some time with him. Mrs. Nimitz got on the line and decided to invite my wife (chuckle). So Grace said, "I'm going to meet a full admiral!" We had to go to Chicago first for me to speak to the officers there, who had agreed to teach in the NROTC [Naval Reserve Officers Training Corps], and from there we flew on out. It was the first jet plane I'd ever flown on--out to California--and Nimitz met us at the airport. Mrs. Nimitz waited for us at home, while he and his driver drove us to their home in Berkeley from the airport, and we stayed there a week. After we'd go over the book, he would start reminiscing. He was an old man now and was getting very talkative. He'd talk at great length about his experiences as commander-in-chief (laughter). I don't remember all the things he told me. We went walking one day in the woods. As we were going along, a man saw us, and he looked at me as if to say, "Is that who that I think it is?" I nodded, "Yes" [affirmative nodding head gesture].

Marcello: (Laughter) You nodded you head, "Yes."

Potter: Yes. Out there we found a thing called "The Nimitz Way." When he'd lived out there before World War II, he had taken his cane and poked holes down in the ground and planted the seeds of flowers and the City of Berkeley had put an arch over them, and that was called "The Nimitz Way," and he wanted me to see it. On the way back, we met a little boy with a toy pistol. Nimitz said, "Son, I'm glad to see you're well-armed. We thought we saw bear tracks back there." The boy said, "This is a toy pistol." Nimitz replied, "Don't let the bear know that." (laughter)

Marcello: When you left Pearl Harbor and went back to the Academy, were you still in the service at that time?

Potter: Yes.

Marcello: Okay. That was it then. Once you went back to the Academy..

Potter: When I came back in 1945, I knew that I was coming out of the service in 1946--a normal tour of duty--and the Naval Academy offered me this associate professorship. I had had no idea about teaching at the Academy. I wanted to teach, but not there. But I'm glad I did decide to take the job as a civilian

Marcello: Well, it led to a very, very fruitful career for which all we historians are grateful. Professor Potter, I want to thank you very much for having spoke to me. You gave us some interesting insights on your

experiences in code work and ciphers at Pearl, and I appreciate your talking with me.

Potter: You know, there's one thing that I learned in working with these former officers. By editing their work, I learned a good deal about writing, and I applied all that to my own writing later on.

Marcello: Very good. Well, again, thank you very much for your time.