

Members of the May port Council and Navy League,
Distinguished Flag Officers and guests, friends of the Navy from
St Augustine, and most importantly, our Veterans of Midway,
widows and families of our Midway veterans, former POWs,
and Wounded Warriors ... good evening and thank you for
inviting me here for this important night.

This year marks the 72nd anniversary of the Battle of
Midway and yesterday marked the 70th anniversary of D-Day,
two of the most important turning points in what is undoubtedly
the most significant, most violent, most sweeping war in modern
history.

Anniversaries hold special significance in our culture and as the years between us and these hallowed events grow, the proud heroes who were there remind us of the momentous events. As time passes evenings like tonight become even more important.

We are in the presence of the defenders of American freedom, American democracy, the American way of life. After my remarks, all of us here will have the privilege to recognize the veterans of the Battle of Midway and other American conflicts. We could not be offered a more important opportunity than to express to them what their contributions mean to us, learn from them about their experiences, and remember their comrades, their shipmates in arms and what they were like. I hope that most of you get the opportunity to talk with them tonight and hear their stories.

As for me, I would like to share words that speak for those who can no longer speak for themselves. I have participated at Midway dinners throughout my career, the earliest recollection associated with my command of USS RUSHMORE, a landing ship dock. I am finding my perspective changes as the years move forward. Understandable, as our views can shift with experience. As a Commanding Officer I was wrapped up in the choices of the commanders, like then Captain Arleigh Burke. Now I spend time thinking about the Admirals.

The leaders in the Battle of Midway were in their fifties. They were mostly born in the 1880s and were teenagers as the world rolled over from the 19th to the 20th century.

I now have a closer affinity with them than I do with the younger Sailors of World War II. Let me start with Admiral Marc Mitscher, “Pete”, to his classmates and friends. He was about 55 in the battle of Midway. I’m 54. We both spent our formative years in landlocked states, love trout fishing (Arleigh Burke later commented that Pete Mitscher pursued the truth and trout streams equally). Admiral Mitscher and I share a common hobby, reading mystery novels. There’s nothing like flipping through the *Maltese Falcon* to take you mind off of bigger burdens. And we both served on the carrier USS Lexington, the “Lady Lex.”

Now I know some of you historians out there are thinking—whoa wait a minute Admiral, Lexington wasn’t at the battle of Midway.

That’s ok. Neither was I.

So please bear with me as I explore the connections.

So Admiral Mitscher and I served on the second Lexington. He was already a veteran of several battles in WWII and I was a brand new LT forty years later in the mid-1980s. The Lexington had a plaque on the upper decks where Admiral Mitscher made the fateful decision to turn the lights on for the returning pilots in the battle of Philippine Sea. Like every JO onboard, I made sure I got up to that spot more than once and stood on the same deckplates as Admiral Mitscher and thought about that moment and the weight of the decision. Now that I'm his age, I wonder how much of the Lexington decision was influenced by his time as CO of the Hornet. And what had to be a terribly hard day during Midway as the commanding officer, when so many pilots failed to return to the flight deck.

And having served at sea as a Rear Admiral, I feel more keenly the responsibility that goes with making decisions that others must carry out. You are focused on the mission, but you never can take your mind off the people who work miracles every day.

At this point in my life the biggest takeaways from the Battle of Midway are the leadership lessons from the Admirals. Just six months after Pearl Harbor, they were in a war that was unfolding rapidly and complex beyond any other the world had faced before. A war that challenged all of their preconceived notions that came from the great war of WWI, the war of their youth.

I respect these Admirals. They remain role models. They are leadership icons for us to remember when we are tested. They had to embrace rapidly developing technology, prove themselves to be agile and demonstrate courage.

Now, I know most of you out there have a sense of what I mean when I say that they had to embrace rapidly developing technology, because I'm sure every one of you has struggled with a new phone or the latest software update on your computer, but let me give you a sense of perspective of what Admiral Nimitz and his Sailors, especially his commanders, faced.

Midshipman Spruance graduated from the Naval Academy in 1906, Nimitz in 1905, Mitscher in 1904. Close your eyes and imagine what that was like. Now you should see your imagine it in black and white, because color photography wasn't invented until 1907.

Life was very different at the start of the last century. Quite Frankly, I'm not sure what the Admirals did for "good, clean fun," because the crossword puzzle wasn't invented until 1913. Come to think of good clean fun—These Admirals graduated years before Disney invented "The Mouse."

I'm *really* not sure what they did for LESS than-clean fun, because the FM radio didn't come around until 1933 and (lord have mercy) canned beer didn't exist until 1935. And to put that in context, no one would have thought to invent canned beer before 1935 since prohibition lasted from 1920 to 1933.

The whole world looked and was different. The first Model T, widely viewed as the first *affordable* American automobile, wasn't sold until 1908. Lots of things we take for granted, from popup toasters to zippers, were not part of their life in the early 1920s.

At the same time that these inventions were revolutionizing how people lived day-to-day, huge social changes like women's right to vote were established. Alongside these rapid improvements in our quality of life, technological advances in modern warfare were being birthed. The first ever manned airplane flight in 1903 occurred while these great men were Midshipmen at the US Naval Academy. Do you think anyone strolling at sailing ships docked in downtown Annapolis could have dreamed of a warfare where planes were commonly and safely flown...with weapons...off of ships.

Can we possibly believe they were teaching the capabilities, limitations, and strategies associated with the new kind of warfare to the class of 1904?

We all have a great appreciation for this particular dilemma. To say that the technology has advanced since we started our service is an understatement. Just like it was for those great leaders, it takes a certain kind of adaptability, with mental acuity, flexibility of planning, humility, and even courage, to face this kind of innovation in your own fleet and domestic forces. It takes a whole other level of honesty, even starker look, to see it in your enemies' forces, and to incorporate the challenge and your own opportunities it into a coherent and successful plan.

The Battle of Midway is hailed for many reasons as an outstanding moment in Naval history. It was one of the largest the US Navy had faced since the Spanish-American war. It was also only the second major engagement to use aircraft carriers and it served to demonstrate that the American Naval leadership had not only recovered from the shock of the surprise attack on Pearl Harbor, but to halt and begin to reverse the momentum Japan had built from that initial advantage.

From that fateful day of December 7th, American Naval leaders were faced with a terrible choice; adapt and overcome, or perish. Almost none more so than Admiral Raymond A. Spruance. Spruance was a tried-and-true battleship Sailor, having risen through the ranks on all battleships. Spruance was tapped to command Task Force 16, with the two aircraft carriers, **USS ENTERPRISE** and **USS HORNET**.

He was a last minute addition to the team, when Admiral Halsey was hospitalized shortly before the battle. The Battle of Midway was Spruance's first aircraft carrier battle; he had no experience handling a carrier. Faced with this daunting task, Spruance had to learn and embrace the changing war format and technologies, also relying heavily on his more experienced staff, with Captain Miles Browning on the ENTERPRISE, and Mitscher on the HORNET. The ultimate success of the battle was a testament to Spruance's flexibility, mental malleability, and courage.

So now imagine being part of a leadership team that designed the plan but does not execute war fight. Imagine being the individual receiving the reports of valor and sacrifice; hearing about the battle damage; tallying the casualties and notifying their families; having to believe that you had done everything within your capability to prepare, train, arm, and protect these men who went willingly into this conflict to defend America.

There can be courage in serving in where you should serve, not where you want to serve. No one carried a greater weight of leadership during the Battle of Midway than a man who was not present. The Pacific war effort rested with Admiral Chester Nimitz.

Admiral Nimitz is one of those iconic leaders that I mentioned earlier and I admire. Trust me, in some ways that's hard to say. I'm from Colorado, and we have a DNA level of distrust of Texans. Anyone born west of the Mississippi should be able to attest to the state of competition that exists between Coloradans and Texans. However, Chester Nimitz is such a stupendous Naval hero, that I am compelled to forego comments on his state of origin.

In addition, the more I've studied him, the more I'm struck by how decidedly he broke stereotypes. First of all, biographers frequently comment that he was a quiet and calm leader. Quite the departure from Texan mythology of rangers and ranchers who are bigger than life, loud, but incredibly Americana and charismatic.

I watched a 1950s film on Chester Nimitz. The short documentary showed the Admiral visiting ships and having cordial conversations with his fellow leaders: Halsey, McArthur, and Spruance. There was no show or glitz about Nimitz.

There was, however, this wonderful confidence and competence that still is visible decades, and lifetimes away.

All the more reasonable to imagine the burdens of his leadership. I understand, even more as I serve in the Pentagon, the challenge of not being able to lead at sea. You are used going up the brow, settling in your stateroom, and taking charge of the mission. Just as it's a whole new world to adopt technology, it's a whole new world to send others into the fray. It doesn't matter that you taught them, trust them or completely depend on them, you want to be there and take on the burden of the war fight. There are few satisfactory answers when you knowingly delegate the hardship of war.

So Admiral Nimitz knew that he had to let others lead the fight against the Japanese at sea. His job was to come up with the big picture, articulate to his leaders the vision of success, and keep faith that they were the men to make it happen.

But that is where Nimitz perhaps distinguished himself the most. Like many successful warfighters, Nimitz knew what Sun Tzu says, that “the general who wins the battle makes many calculations in his temple before the battle is fought.” [I know, another hardship, for a Navy admiral to use the words of a general...but they are true.]

Nimitz had brought the full weight of American ingenuity and technology to bear in preparing for this battle and the US Navy’s subsequent campaign in the Pacific.

He had his cryptologists working with groundbreaking new machines to break Japan's Naval codes, he knew where they would be, what their objective was, and understood how they were operating. From there, he created a simple and aggressive strategy, which he articulated clearly and effectively to his thoughtfully assembled team. And most important, after making these key preparations, he stepped back to allow his team to execute the operation, placing his trust in their tactical judgment and confidence in their decision making. It was Nimitz's understanding of the enemy but also his forces' capabilities, his focus on the ultimate vice the proximate goal, and his shrewd delegation and empowerment of team, that distinguish him as one of the all-time greatest Naval leaders. This leadership would sway the balance of the battle and of the whole war effort in the favor of the United States.

History tends to highlight the contributions of a few key players, especially in large scale, complicated battles, like the one at Midway. But I also think about how, if these great leaders, Mitscher, Spruance, Fletcher, or Nimitz were here, they would want to attribute the ultimate success of those four days to the valiant efforts, unparalleled heroism, and dogged courage of the men they led. I have come to understand, from years of leadership, profound gratefulness for our Sailors; because it is a sacred privilege to command.

The admiration that the leaders of the Battle of Midway felt for their men is inestimable. The Admirals themselves would nod and appreciate our efforts as we grab echoes from the past and recognize the accomplishments of these wonderful men who served in the United States Navy and Marine Corps.

Starting with the men from one of the land-based squadrons augmenting Midway's defense, Marine Scout Bombing Squadron 241, the commander, Maj Lofton R. Henderson, and Capt Richard E. Fleming, the squadron's flight officer flew the then obsolete SB 24 Vindicator dive bomber.

On the morning of June 4, 1942, after an American patrol plane from Midway Island sighted the Japanese carriers with no planes on their decks, the report was made that the Japanese air strike must be in progress.

When the report was confirmed by the American radar on Midway, Henderson and Fleming's squadron was scrambled to fly bombing runs against the Japanese forces. Bravely flying out unescorted, as their normal fighter escorts were left for defense of the island, the bombers were extremely vulnerable to the Japanese air defense.

During that initial bombing run on the Japanese carriers, Maj Henderson became the first Marine aviator shot down during the Battle of Midway on 4 June and received the Navy Cross.

In his stead, Capt Fleming pressed on, leading the remainder of the attack with *“fearless determination...he dived his own plane to the perilously low altitude of 400 feet before releasing his bomb.”* In the process, his *aircraft was riddled by 179 hits in the blistering hail of fire that burst upon him from Japanese fighter guns and antiaircraft batteries, [but] he pulled out with only 2 minor wounds inflicted upon himself.”*

On the next day, 5 June (as the squadron CO) and “*after less than 4 hours' sleep, he led the second division of his squadron in a coordinated glide-bombing and dive-bombing assault upon a Japanese battleship. Undeterred by a fateful approach glide, during which his ship was struck and set afire, he grimly pressed home his attack to an altitude of 500 feet, released his bomb to score a near miss on the stern of his target, then crashed to the sea in flames.*”¹

For this valiant performance, Capt Fleming is the only recipient of the Medal of Honor for action during the Battle of Midway.

¹ From Capt Richard Fleming's Medal of Honor citation

Then there is Lieutenant Commander Clarence Wade McClusky , Jr, a pilot and the commander of the air group attached to the U.S.S. ENTERPRISE. “When McClusky could not find the Japanese carriers where he expected them, and with his air group's fuel running dangerously low, he spotted a Japanese destroyer steaming north at flank speed. Taking the destroyer’s heading led him directly to the enemy carriers.

He then directed his dive-bombers into an attack which led to the destruction of both Kaga and Akagi. Another squadron from the Yorktown, led by Max Leslie, had taken off an hour later, but it used a more recent, and hence more accurate, sighting for the location of the Japanese carriers. It arrived at the same moment as the Enterprise's bombers and attacked the Soryu, and within minutes, three of the four Japanese carriers had been turned into burning hulks. McClusky, through his intelligence, courage and sheer luck, had thus made a vital contribution to the outcome of this pivotal battle.”²

Or sailors like Aviation Radioman First Class Joseph John Karrol , the free machine gunner and radioman, and his pilot, LT Samuel Adams, of Scouting Squadron FIVE attached to the U.S.S. YORKTOWN.

² http://en.wikipedia.org/wiki/C._Wade_McClusky

On the first day of the battle, dive bombers from YORKTOWN and ENTERPRISE mortally damaged three of the Japanese striking force's four carriers. LT Adams and his wingman, Lt. Harlan R. Dickson, were among pilots assigned a reconnaissance sector in the effort to locate Hiryu, the one carrier left undamaged.

Immediately upon sighting Hiryu, Adams and Dickson were attacked by a "Zero" fighter, but Radioman Karrol radioed a precise contact report which probably enabled a striking group of planes from Enterprise, including those from Yorktown's orphaned squadrons—to locate Hiryu and score hits that knocked her out of the battle and led to her ultimate abandonment. Adams and Karrol went down the next day flying another scout mission.

They had spotted the destroyer Tanikaze and were the first to dive on it in attack. Coming out of the clouds, the Tanikaze's anti-aircraft fire caught their plane.³

And finally, Lieutenant Martin Hasset Ray, Jr, the Engineering Officer aboard the Destroyer U.S.S. HAMMANN (DD-412). On the last day of the battle, USS HAMMANN pulled alongside the heavily damaged YORKTOWN to transfer the salvage party back to the ship to try to recover her. HAMMANN came in and moored alongside Yorktown forward. While in this precarious position, emergency signals were made by destroyers in the screening circle and simultaneously four torpedo tracks were sighted about 600 yards on starboard beam. HAMMANN signaled for full speed astern on inboard engine in the hope of pulling clear but the torpedoes struck as the signal was being answered.

³ <http://www.history.navy.mil/danfs/a2/adams-i.htm>

General Quarters was sounded when the tracks were first sighted, and though less than one minute lapsed before the torpedoes arrived, many men reached their battle stations. The first torpedo appeared to pass under the HAMMANN exploded against the side of the YORKTOWN. The second torpedo struck the HAMMANN in #2 fireroom. This torpedo apparently broke the ship's back.

The HAMMANN was blown away from the Yorktown parting all mooring lines and hoses. The ship began to settle immediately and the Executive Officer, who was on the bridge passed the word "All hands abandon ship."

Life rafts were launched and a great number of men were on the rafts or in the water. As soon as all personnel were clear of the bridge, the Gunnery Officer, Executive Officer and Commanding Officer climbed down the outside ladder to the forecastle deck. The forecastle deck was just submerging and all three swam clear of the ship. “Lieutenant Ray...directed efforts at damage control, supervised evacuation of spaces below decks, and assisted other personnel in leaving the ship.”⁴ It is estimated that the ship sank within three to four minutes from the time of the first torpedo. It is also believed that not more than a total of twelve to fifteen men failed to get clear of the ship and into the water. LT Ray, the Engineer, was one of them.⁵

⁴ From LT Ray’s Navy Cross Citation

⁵ <http://www.history.navy.mil/docs/wwii/mid9.htm>

These few stories are examples of the unbelievable heroics over a four day period. Every Sailor and every Officer did his duty. And they did it well. It is the privilege of Admirals, then just as much as now, to identify those who have accomplished great acts of physical and moral courage. It is one of the important obligations a leader must fulfill, but quite frankly one of the greatest benefits of being in charge is recognizing your people – recognizing their sacrifices – acknowledging their families and loved ones for their vital support – and celebrating their lives, as we do here today.

I feel deeply as I walk in the steps of Admirals Mitscher, Spruance, and Nimitz, that I repeat their praise for the Sailors at the Battle of Midway. It is with extreme pride, and respect, that I ask you to join me in thanking and commemorating the survivors, widows, and prisoners of war who have graciously joined us here tonight and who are the only ones who can truly tell us what Battle of Midway was like.

It is by remembering and honoring the Sailors who gave their all that we keep them alive through our memories, our prayers and our gratitude. They are our heritage, our legacy, and our inspiration for the future of the United States Navy and America.

Thank you and good night.