James Lemuel Holloway III

During his tenure as Chief of Naval Operations (1974–1978), Admiral Holloway pushed to modernize the fleet with more capable warships, such as the USS *Spruance* (DD 963), which he is shown visiting on 18 March 1976 in Charleston, South Carolina.

Photo courtesy of Naval History and Heritage Command, Photo #NH103816

Operational

James Lemuel Holloway III (1922–)

By David F. Winkler

It was a bold gambit. A full-fledged spring offensive involving three infantry divisions, heavy armor, and massed artillery to conquer South Vietnam. For nearly a decade, American ground forces had continually thwarted North Vietnamese and Viet Cong efforts to topple the Saigon government. However, in 1972, most of the ground forces wore the uniform of the Army of Republic of Vietnam (ARVN), and the ferocity of Hanoi's ground assault would test their mettle. Fortunately for the South Vietnamese soldiers, American sea and airpower stood ready to help. Under President Richard Nixon's directive, a new air campaign emerged—Linebacker I. This campaign ordered U.S. warplanes to pummel strategic targets in North Vietnam while other American aircraft flew tactical missions to help the defending ARVN units make heroic stands in places such as Quang-Tri province and An Loc. Cruisers and destroyers from the U.S. Seventh Fleet rained shells on enemy forces advancing along coastal highways while carrier-based aircraft dropped ordnance from above.

In early May, U.S. Navy aircraft mined Haiphong and other harbors in the north. Failing to achieve success with their offensive in the south, Hanoi turned to the People's Republic of China and the Soviet Union for more aid and found that both Beijing and Moscow were welcoming President Nixon as if he were a long-lost friend. Facing a new reality, Hanoi became more receptive to a negotiated peace settlement at the Paris Peace talks.

Commanded by Vice Admiral James L. Holloway III, the U.S. Seventh Fleet maintained military pressure on the North Vietnamese. One operation, titled "Lion's Den" called for a cruiser-destroyer sortie up into the waters off Haiphong-Cat Bi to bombard radar positions, coastal gun placements, fuel depots, and surface-to-air missile sites. On the evening of 27 August 1972, four warships: *Robison*, *Providence*, *Rowan*, and *Newport News* maneuvered into hostile waters. No stranger to steaming or flying into harm's way, Holloway embarked in *Newport News* to observe the action. He assured the cruiser's skipper, Captain Walter F. Zartman, that he was not there to assume tactical command of the operation.

At 2321 hours, *Newport News* began firing at her assigned targets. North Vietnamese guns fired back and lookouts reported the fall of the enemy shot. In just over 10 minutes, all four ships had expended ammunition on all of their assigned targets and *Robison*, *Providence*, and *Rowan* had reversed course back towards the South China Sea. In *Newport News*, with the helmsman ready to shift rudder,

Zartman received a report of a radar contact on a rapidly approaching surface vessel. Zartman reacted coolly, maneuvering his ship to unmask his batteries. Rounds from the cruiser's eight and five inch mounts found "Skunk Alfa" and set a Soviet-built P-6 class patrol boat ablaze and retreating.

However, other North Vietnamese patrol boats quickly blocked the American cruiser's departure. *Rowan* came to the defense of *Newport News* only to fire star shells that obscured the enemy craft from the cruiser's lookouts. American gunfire failed to score hits on two and possibly a third enemy patrol boat. At this point, the Seventh Fleet Commander whose radio call sign was "Jehovah" informed Zartman that he was taking action. Coming up on the "Guard" channel, Holloway called out:

> Attention any Seventh Fleet aircraft in the vicinity of Haiphong. This is *Jehovah himself* aboard *Newport News* with a shore bombardment force in Haiphong Harbor. We are engaged with several enemy surface units and need some illumination to sort things out. Any aircraft in the area give me a call on Guard. We especially need high-powered flares. Jehovah out.

A pair of A-7 Corsairs responded, dropped flares, and reported what they could see below. The flares enabled the cruiser's gunners to take better aim and one of the attack aircraft dropped Rockeye cluster bombs on a North Vietnamese vessel. The surface gunfire and air ordnance found Skunks "Bravo" and "Charlie" and eliminated these units from the North Vietnamese naval order of battle. *Rowan* and *Newport News* departed the area safely at 30 knots.

Although he was a nuclear-trained and highly decorated naval aviator, Holloway felt most comfortable in assuming operational leadership that evening. The surface action did not faze the man who two years later would receive orders to become the 20th Chief of Naval Operations. During the shore bombardment earlier in the evening, Holloway, wearing a steel helmet and earplugs, stepped out on the port-bridge wing, "which afforded the full range of sensations and the panorama of the battle. The rush of wind, the hot blast of the guns, and the acrid smell of gunsmoke differed little from what I had experienced as a gunnery officer on board the destroyer *Bennion* (DD-662) during the Battle of Leyte Gulf in World War II."[428]

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Born on 23 February 1922 in Charleston, South Carolina, James Lemuel Holloway III came into a family that placed a high value on education. His grandfather, James L. Holloway, served as superintendent of schools in Fort Smith, Arkansas, where he married a school teacher. Holloway credited his grandmother for pushing his father to enjoy reading. Having scored well on the entrance exams,

428 Admiral James L. Holloway III, "Into the Lion's Den," *Naval History* (August 2004), 54–59.

Holloway's dad entered the Naval Academy in 1915 and graduated in 1918—a year early due to America's entry into World War I. He married the daughter of an Army officer shortly thereafter. Ensign James L. Holloway, Jr. would rise through the Navy ranks as a "blackshoe"—as surface warfare officers were commonly referred to then—to have major ship commands during World War II and later achieve flag rank and make his mark in such positions as Chief of the Bureau of Personnel.[429]

While the senior Holloway's Navy duties pulled him away for months at a time, when he was home he shared his passion for reading and his belief in a strong education. Thus, James the Third subscribed to such magazines as *Time* and the *New Yorker* and enjoyed reading authors such as Ernest Hemingway. To assure young James an adequate education, his father and mother scraped together their savings to send him to boarding school at Saint James, located near Sharpsburg in rural Maryland. His instructors there pushed Holloway to read J.D. Salinger and H.H. Munro. Being well-read not only enabled the younger Holloway to follow in his father's footsteps to earn an appointment at Annapolis, but it would serve him well throughout his career at non-naval social occasions where he could intelligently converse on a multitude of topics.

Having earned an appointment to the United States Naval Academy in 1939 as a member of the class of 1943, Holloway quickly gained an appreciation for that institution's ability to mold young men into leaders. Writing in the foreword for Edgar F. Puryear's *American Admiralship: The Moral Imperatives of Naval Command,* Holloway agreed with the premise that leaders are made—not born. "There are certain physical attributes within the human race," he writes, "—some genetic, some environmental, and some seemingly spontaneous—that when identified can be built on and developed into powerful traits of military leadership."[430] Holloway identifies with three critical attributes common to great leaders—intelligence, energy, and character. In *American Admiralship* Holloway argued that the service academy had a mission to hone these attributes and then send the newly minted officer to "the operating forces with a substantive appreciation of his or her leadership responsibilities."[431]

Ironically it could be argued that the Naval Academy should be only given partial credit for mission accomplishment with regards to Holloway. Years later as a captain, he sat uncomfortably in front of Vice Admiral Hyman G. Rickover, who closely examined Holloway's academic transcripts. With command of the carrier *Enterprise* at stake, the future CNO had to explain why his grades declined after

429 Admiral James L. Holloway Jr., Naval History Division biography, Navy Department Library, Washington, DC.

430 Holloway in Puryear, *American Admiralship*, xiii.

431 Edgar F. Puryear Jr., *American Admiralship: The Moral Imperatives of Naval Command* (Annapolis, MD: Naval Institute Press, 2005), 177–79.

holding a B average during his plebe year. Twice he was sent out of the room after having giving unsatisfactory explanations. Finally he returned to say "because I wasn't very smart" meaning that he had the intelligence to do better but he did not apply himself. "You are absolutely right," Rickover responded.[432]

One of the excuses Holloway had offered up was his involvement on the wrestling team. As a boy, Holloway lived in China as his father served with the Asiatic Fleet. Unfortunately, he contracted dysentery and rickets. He was puny and preferred to stay home rather than to go to the playground to get beat up. As a teenager at St. James he overcame these physical impairments. Thus while short in stature, he impressed many of his fellow midshipmen at the Naval Academy with his athletic prowess. Holloway tried out for the plebe wrestling team and although he had never wrestled nor had ever seen a college match, he won the 145-pound assignment in a group of 14 candidates. In 1942, he wrestled all but two matches in what became his senior season and reached the quarterfinals of the Eastern Intercollegiate Wrestling Association tournament. Holloway found his ability to earn a varsity letter in wrestling to be a great confidence builder. While the Naval Academy didn't polish his intellectual capacity, it certainly allowed him to apply his energy and develop character.[433]

With the Japanese attack at Pearl Harbor and America's entry into World War II, Holloway followed in his father's footsteps in having to graduate a year early and the newly commissioned officer spent most of the war in destroyers, first in the Atlantic and then in the Pacific. As with many of America's military leaders of the Cold War, Holloway gained operational experience during his early years of commissioned service that would serve him well later. At Leyte Gulf he sat in *Bennion*'s gun director and witnessed the last combat action in history between battleships at Surigao Strait. The Americans crossed the "T" with a battle line consisting of several Pearl Harbor survivors, under Rear Admiral Jesse B. Oldendorf, firing devastating barrages of 16 and 14 inch shells on the approaching Japanese. Although he participated in this great surface battle, it had become clear at this stage of the war that the airplane was becoming the premier weapon for projecting Naval power. Holloway's father—then in command of battleship *Iowa*—recognized this and wrote his son to suggest he consider flight training as: "The War in the Pacific is being won by the carriers. The future of the U.S. Navy lies in naval aviation." The son acted on this advice and never regretted it.[434]

432 Admiral James L. Holloway III, *Aircraft Carriers at War: A Personal Retrospective of Korea, Vietnam, and the Soviet Confrontation* (Annapolis, MD: Naval Institute Press, 2007), 164.

433 Puryear, *American Admiralship*, 178; Holloway was inducted into the National Wrestling Hall of Fame in 1999.

434 Holloway, *Aircraft Carriers at War*, 13.

Soon after World War II, Holloway earned his "wings of gold." If he had second thoughts about his decision, that would have been the time. The viability of naval aviation was being challenged within the new Department of Defense hierarchy. The new U.S. Air Force made a strong case that strategic bombing had played a key role in the allied victory in World War II and with the advent of atomic weapons, strategic bombing would be decisive in future conflicts. Even numerous midshipmen agreed. When offered the chance to fly with the Air Force, many post-war graduates of the Naval Academy jumped at the chance. However, as Richard C. Knott and others have documented, during the Korean War naval aviation proved critical for the U.N effort to halt the North Korean and then Chinese Communist conquest of the whole Korean peninsula.[435]

Holloway made two carrier tours to Korea, flying Grumman F9F-2 Panther jets on combat missions against the enemy and gaining tremendous operational and leadership experience. During the second tour, when the enemy shot down his squadron CO, Holloway fleeted up to command Fighting Squadron 52. In his book *Aircraft Carriers at War: A Personal Retrospective of Korea, Vietnam, and the Soviet Confrontation,* Holloway dramatically details the dangers of carrier aviation at the dawn of the jet age and the many life and death decisions made while flying over heavily defended airspace to savagely attack communist targets.[436]

Holloway's initially considered "*Where are the Carriers?*" as the title for his Cold War carrier retrospective, reflecting a question that American presidents asked in times of crisis during the nearly half century struggle with the Soviets.[437] Certainly this was the case in 1958, with tensions building in the Mediterranean and Western Pacific. As Commanding Officer of Attack Squadron 83, flying Douglas A-4 Skyhawks from *Essex*, he covered the Marine landings in Lebanon. Then President Eisenhower redeployed *Essex* through the Suez Canal to join the Seventh Fleet in the Formosa Straits. There Holloway flew missions to defend Quemoy and Matsu from the threat of a Chinese Communist invasion. During this cruise men and machines were pushed to their limits and two of the carrier's four original squadron commanders would die in aircraft accidents involving night landings. Holloway observed: "This kind of experience was not atypical of the carrier cruises during the Cold War. The carriers were essential to the success of the forward strategy, and our potential adversaries had to be convinced of the carrier's full capabilities."[438]

435 Jeffrey G. Barlow, *Revolt of the Admirals: The Fight for Naval Aviation, 1945–1950* (Washington, DC: Naval History and Heritage Command, 1994), 288; Richard C. Knott, "Attack from the Sky," in *The U.S. Navy in the Korean War*. Edward J. Marolda (Ed.), (Annapolis, MD: Naval Institute Press, 2007), 287–345.

436 Holloway, *Aircraft Carriers at War*, Chap 5–6.

437 The Naval Institute Press rejected the idea as the title could be misconstrued to mean the U.S. Navy lost track of its aircraft carriers.

438 Holloway, *Aircraft Carriers at War*, 145.

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As Holloway flew off the coast of China, a new warship was being constructed at Newport News that would symbolize American sea power for decades to come. The nuclear-powered aircraft carrier *Enterprise* entered the service in time to factor in the Cuban missile crisis and made headlines in 1964 with a round-the-world cruise without resupply. To qualify for this coveted command, Holloway needed to win the approval of Vice Admiral Rickover. After a drawn out interview, Rickover turned to him and said "I will arrange to have you report to me for duty next month to start your nuclear training."[439]

He then had to endure the rigors of "Rickover's College of Nuclear Knowledge," a year-long nuclear propulsion training regimen for a small group of senior line officers who studied under the direct tutelage of Rickover and members of his staff. The academic part of the day lasted from 0800 to 1800 hours and then Holloway and his classmates took home three-plus hours of problems. For the first eight months Holloway struggled and Rickover called him in twice to express concerns about his academic performance. However, suddenly it clicked and "my last two months were actually enjoyable." Over this period Holloway began to grow a deep appreciation for the "Kind Old Gentleman"—a nickname bestowed on Rickover by his staff.[440]

More significant, Holloway gained an appreciation for the operational capability that "Big E's" eight reactors gave him while he commanded *Enterprise* for two combat cruises in the Gulf of Tonkin against the North Vietnamese. While being able to steam without oil refueling was advantageous, what made *Enterprise* truly capable was that the bunker space used for black oil on conventional oil-fired carriers was used to carry 90 percent more aviation fuel and 50 percent more aviation ordnance. Such an arrangement enabled Holloway to operate two additional squadrons of aircraft from the ship. As such *Enterprise* established records for the number of combat sorties flown, won the Battle Efficiency "E" award for the best carrier in the fleet, and was awarded a Navy Unit Commendation. Furthermore, her commanding officer earned a promotion to Rear Admiral.[441]

Despite the fine record of *Enterprise* off Vietnam, the future of nuclear powered aircraft carriers remained in question. Many argued that advantages gained through nuclear propulsion did not justify the added initial expense. Indeed the Navy's next two carriers, *America* and *John F. Kennedy*, were conventionally powered. Then in the wake of the *Forrestal* fire off Vietnam, critics argued that the big-deck aircraft carriers were vulnerable. When Holloway returned to the Pentagon in 1967, he coordinated

439 Ibid., 164.
440 Ibid., 165–66.
441 Ibid., 184, 242–44.

a study group that examined carrier construction and safety where his recent two years of operational experience paid dividends. One of the findings was that responsibilities for carrier design, construction, operations, and overhaul were scattered throughout the Navy. What was needed was a carrier czar—an individual who would hold Aircraft Carrier Program Manager positions on both the OpNav and Naval Material Command staffs. The CNO Admiral Thomas Moorer chose Holloway to wear both hats.[442]

Admiral Rickover strongly supported Holloway's selection, in particular since at the time Rickover's organization had made tremendous strides in reactor design that would enable future carriers of the *Nimitz*-class to go to sea with just two very capable power plants. In an era of budget cutbacks, Holloway provided convincing testimony before Congress to maintain funding for *Nimitz* and follow-on carriers. Clearly his first-hand operation experience as the commanding officer of *Enterprise* gave him credibility before lawmakers having agendas beyond national security.[443]

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In September 1970, Holloway was Commander of the Carrier Striking Force of the Sixth Fleet during the Jordanian crisis. During a secure phone conversion with President Nixon about the Sixth Fleet's ability to support Jordan should Syria attempt to intervene, Admiral Ike Kidd turned to Holloway who confidently assured his boss that his pilots could handle the mission. Knowing his squadron commanders had extensive operational experience over Vietnam, Holloway did not have to second-guess himself. Neither did President Nixon who then publicly announced that Syria risked American action if they intervened further. Syria backed down. The United States had won a victory without flying one sortie in anger.[444]

Holloway took command of the U.S. Seventh Fleet in 1972. When negotiations in Paris broke down late that year, he directed the massive carrier strikes against Hanoi which were a part of Linebacker II—the intensive joint air effort which led to the Vietnam cease-fire in 1973. Under his command the Seventh Fleet subsequently performed the airborne mine clearing operations in North Vietnam ports in accordance with the terms of the Paris Peace Accords.

Holloway's operational experience served him well during his tenure as Chief of Naval Operations. While CNO, from 1974 to 1978 he served as a member of the Joint Chiefs of Staff (JCS). He also served as Chairman of the JCS during the evacuation of Cyprus; the rescue of the merchant ship SS *Mayaguez* and its crew, and punitive strike operations against the Cambodian forces involved in its seizure; the

442 Ibid., 253–254.
443 Ibid., 255, 257.
444 Ibid., 277–78.

evacuation of Americans from Lebanon; and the Korean demilitarized zone (DMZ) incident in August 1976, which led to an ultimatum and an armed standoff between the Allied and North Korean armies before the North Koreans backed down.[445]

At one time the title "Chief of Naval Operations" meant just that. Beginning with the Defense Department Reorganization Act of 1947, the service chiefs—excepting their JCS responsibilities—were relegated to heading their service's procurement, recruiting, training, and provisioning efforts. This reorganization was designed to provide effective fighting forces to such unified commands as the U.S. Pacific Command. However, when he assumed the Navy's top job, Holloway was not content to serve as a mere chief of staff. One of the unresolved issues left from his predecessor was a point paper that called for the reorganization of seagoing staffs.

The CNO took the paper home to review and quickly realized that the proposal was a band-aid that failed to address a greater problem—the total organization of the fleet. In 1977 the fleet was organized by ship type as it had been since the end of World War II. With a growing Soviet threat that manifested itself at sea in the form of an impressive blue water navy, Holloway reviewed the National Strategy and then considered how naval forces should be optimized to support that strategy. The result: The Battle Force Fleet organization. Components of the Battle Force included Battle Groups that were usually centered around an aircraft carrier. Force and Groups commanders would be unrestricted line officers "of any designation, selected on the basis of those flag officers best suited by virtue of operational experience, warfare specialty qualification, and command maturity and judgment."[446]

Since World War II only aviators had commanded carrier task forces. However, Holloway valued operational experience foremost. A student of history, the CNO undoubtedly recalled that it was a blackshoe—Rear Admiral Raymond Spruance—who acquitted himself quite well at the Battle of Midway. Thus while his actions may have denied some of his fellow aviators opportunities for command, Holloway argued that the new organization structures reduced parochialism, and in the end, helped naval aviation, as members of other naval warfare communities had a better appreciation of what naval aviators could do.

With the Battle Force Fleet organization disseminated to Navy commands through message traffic, Holloway then took time near the end of his tenure as CNO to formalize his operational conceptions into doctrine. Again his operational experience clearly aided his strategic vision during his authorship of Naval Warfare

445 Admiral Holloway Biography, Frequently Asked Questions, www.history.navy.mil.
446 Holloway, *Aircraft Carriers at War*, 390.

Publication No. 1—*Strategic Concepts of the U.S. Navy.*[447] This document would serve as a foundation for U.S. Navy fleet operations for the next quarter century.

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Admiral Holloway, through his advocacy of naval aviation as a component of maritime power demonstrated strong strategic leadership as well as operational leadership. During his tenure as the Chief of Naval Operations and in retirement, Holloway never made any apologies about his advocacy that big-deck carriers are the most effective means of naval power projection. Personal experience repeatedly reinforced his views.

Holloway also showed deft diplomatic leadership in his relationships with his foreign counterparts and fellow service chiefs. However, what made Holloway standout was his operational experience at sea from the time he was an Ensign through his tenure as a Vice Admiral. Operational experience, especially combat experience, is a critical component of what made Admiral James L. Holloway III tick.

447 See the U.S. Naval History and Heritage Command www.history.navy.mil website to view this document; also printed in John B. Hattendorf, ed., *U.S. Naval Strategy in the 1970s: Selected Documents*. Newport Paper 30 (Newport: Naval War College Press, 2007), 53–101.