

**Paul B. Fay, Jr. Oral History Interview – JFK #2, 11/10/1970**  
Administrative Information

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**Interviewer:** James A. Oesterle

**Date of Interview:** November 10, 1970

**Length:** 55 pages

**Biographical Note**

Fay was a personal friend of President Kennedy; Under Secretary of the Navy (1961-1963). In this interview, he discusses Jacqueline Kennedy's relationship with Ethel Kennedy, John F. Kennedy's (JFK) personal friends, Lafayette Square, balance of payments, his relationship and opinions of Robert S. McNamara, and cost effectiveness and systems analysis in the Department of Defense, among other issues.

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**Suggested Citation**

Paul B. Fay, Jr. recorded interview by James A. Oesterle, November 10, 1970, (page number), John F. Kennedy Library Oral History Program.

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Paul B. Fay, Jr. – JFK #2

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Second Oral History Interview

with

Paul B. Fay, Jr.  
[Anita Fay also present]

November 10, 1970  
San Francisco, California

By James A. Oesterle

For the John F. Kennedy Library

FAY: Well now, Jim, I want to clear up one thing about this question that Jackie [Jacqueline Bouvier Kennedy] appeared irritated. No, she didn't appear irritated. It was after the discussion which I had, and I was eulogizing Ethel [Ethel Skakel Kennedy] on some of the, you know, how she ran her house and, you know, all the excitement and enthusiasm and how she got everything going. And I was not conscious at all of possibly Jackie being at all irritated. But it was after it was all over when the President [John F. Kennedy] must have noticed it, or at least knowing the relationship that existed at that time, when he said, "I just think it would be better in the future that you didn't

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go into a long dissertation on Ethel's virtues, because there is a certain amount of friction between Ethel and Jackie" in that, you know, Ethel was so outgoing and had all these children and didn't seem to have a problem and had all this great sense of humor obviously that Jack enjoyed. And as a result, somewhere along the line, why, Jackie must have felt you know, that Ethel was in her way overshadowing as a mother and as a wife, because I think that Jackie wanted to be all things to Jack.

OESTERLE: That's interesting. It surprises me a little bit, in a way. But I have heard that

Mrs. Robert Kennedy, Ethel Kennedy, was a fantastic manager, house manager, and she really ran quite an operation there, almost as if it were a hotel.

FAY: Well there's no question it was a hotel. The laundry downstairs was like you'd find almost at the Hilton in San Francisco. I mean, there was a great big commercial thing and those.... You'd go down there when there were maybe two or three or

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four, I guess at least three maids down there doing the laundry and the cleaning and the washing. I mean there were just people who came in to do the laundry.

But I mean, getting back to this relationship between Jackie and Ethel. On some of the weekends when the bride [Anita Fay] and I would go up to Squaw Island – and, of course, Ethel and Bob's [Robert F. Kennedy] place was over in the compound – we wouldn't see Ethel and Bob maybe during the weekend when we would be up there. But they would be over at the compound, and unless we went over to where Ethel was – and the bride one time said, "Well Ethel, why don't you and Bob come on over?" And Ethel said, "Kid, we don't come over unless we're invited over." There was always the feeling that it was Jackie that controlled who came and who didn't, as far as the family. In other words, she didn't want to have just the family dropping in at will. So they all knew that they could come when they were invited, but they just didn't drop over though like everybody dropped over at Ethel's house.

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OESTERLE: I guess whenever anyone went up to the compound though, one of the first stops that they would make, of course, would be to visit the father [Joseph P. Kennedy, Sr.]?

FAY: Well, of course, what I remember on the early days – it was before Mr. Kennedy's stroke – why I'm just trying to think back that when we.... I guess actually in the early days Mr. Kennedy's house was the house. And like when we went there, why we stayed at Mr. Kennedy's house. Now, I'm trying to think of that first Thanksgiving when we were there in 1961.

MRS. FAY: Was it '61? Oh, yes, it was, yes.

FAY: That, if I remember correctly, we stayed in the main house. Now, I don't remember whether Ethel had that other house at that time. I don't remember that. Did she have it...

MRS. FAY: I think Ethel had the house, but I don't know whether Jackie...

FAY: I know the third house I don't think had been bought up. I don't think that Jack and Jackie had a house. I think they must have stayed in the main house that summer, although that first summer – I forget now.... Actually it's interesting that the first year

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that the President was president, why Anita and I really didn't see too much of them. I saw quite a bit of the President – not really as much. I saw an awful lot of him the first two months or so, or three months, that he was President. And then after that I saw him very spasmodically – I mean, it wasn't very often that I saw him.

And it really started in the latter part of 1962 when we started to see quite a bit of him, and then in 1963 we saw him – as Jackie made the statement herself, that they saw us as a couple more than any other couple that they knew. Because, like we spent Easter vacation with them down in Florida; we went up to Camp David a couple of times with them; we went up to Squaw Island at least three times with them; we went to Middleburg with them. So we saw really an awful lot of them during 1963.

I think, really, what happened was, if I can analyze it, is that the President first, when he first became President, why, I was available, because Anita was in Europe, and so then he saw quite

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a bit of me. And then as he became involved in the job, I think that the new people that he met were fascinating and interesting – you know, that the job brought to him. So this just kind of, I thought kind of consumed his interest and his recreation in many ways. But then, as he became more settled in the job, then he really sought the people that he was comfortable and at ease with. And I think this is why we came back into the picture in a much stronger sense during the last half of his tenure as president than we did in the first half of his tenure as president.

OESTERLE: Maybe it has something to do with feeling more at ease with the role, too, the first year being a trying one in many ways.

FAY: I agree. I think that's absolutely true. And this came back to the question you and I discussed earlier, you know, his relationship with his friends. Most of his friends, the people who had been his good friends prior to the presidency, I felt, grew with him when he became president.

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I didn't think they – I'm thinking of people like Ben Smith [Benjamin A. Smith, III] and Charlie Bartlett [Charles Bartlett] and Chuck Spalding [Charles Spalding] and Jim Reed [James A. Reed], of course Dave Powers [David F. Powers]. You know these were the – Lem Billings [Kirk LeMoyné Billings].... Of course, as I expressed myself earlier, he wasn't my



bag so to speak, so I saw very little of Lem Billings and the President together. But they all seemed to grow so the President was at ease and comfortable with them. Maybe he didn't see that much of Charlie Bartlett because, as you remember, Charlie Bartlett wrote the article about the time of the [Cuban] missile crisis and describing – I believe, if my memory is correct, there was this question of the missiles in Turkey, and where Adlai Stevenson had recommended the missiles in Turkey be taken out.

OESTERLE: As a reciprocal...

FAY: As a reciprocal thing, in other words, so that the missiles be taken out of Cuba. And really in a way it would have been, from a military point of view, it would have been a great exchange if you were in a position of exchange because the

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missiles in Turkey were really almost to the point of obsolescence. But then from a point of diplomatic and world prestige, why, this was not the way to play it.

But Charlie Bartlett wrote this article which appeared that he had used privileged information. And if you remember, at some of the press conferences the President went out of his way when somebody asked him about Charlie Bartlett; he went out of his way to say what a very difficult situation for Charlie Bartlett to be a close friend of a president, particularly if he was a correspondent, because everything he wrote, it appeared that it might be an inside tip or something that he'd gotten directly from the President. So therefore, he had to be overly cautious. And if you remember the President, he said, "When you're president of the United States, you don't make many new friends, and I'm not giving up the old," which was really in Charlie Bartlett's favor. But I really don't think that the President and Charlie were quite the same after that.

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I think really that although the President on the surface made the statement that he wasn't giving up the old, I just don't think that Charlie and the President really were quite that close after that. I think that Charlie had a way of saying something which was really slightly demeaning, and then laughed right after he had made the statement as if he really didn't mean the statement.

And Bobby was a great one for talking about Charlie and, you know, Bobby kind of got a little up tight about Charlie because Charlie would say things and they were really probing things. They were kind of things that maybe would touch something which would.... Maybe he wanted a response, or maybe he wanted to let you know that he knew how you felt on things, or maybe he wanted to, you know, embarrass you or whatever it was. But they weren't really funny things that he said, and then he would laugh right after it. Bobby used to be able to mimic him, you know, the way Charlie Bartlett would do this. But at

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least from my view, from my window, it didn't look like that stood up.

OESTERLE: Did the President share periods of time between his close friends and his close aides? I mean, did you ever do anything socially with people like Sorensen [Theodore C. Sorensen]?

FAY: No. It was interesting, like when Anita and I would be up at Squaw Island, Pierre [Pierre E.G. Salinger] had his responsibility. He would come by in his role as press secretary, but he always felt that that's as far as he could go. In other words, after he'd exercised his responsibility as press secretary then he would leave.

Ted Sorensen, an interesting thing happened with Ted Sorensen. You know, Ted Sorensen came from the Middle West – Nebraska or wherever it was – a very conservative and, I think, reasonably religious person. I'm not saying the President wasn't religious, but the President was very easy, you know; he moved easily with people and he moved easily under most circumstances, and I think that he also had this unbelievable sense of humor.

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So Ted Sorensen kind of changed a little bit as an individual, and I think that he really became somebody that really idolized the President. He got so that his mannerisms became like the President, his way of expressing himself. Really, he started almost to mimic the President.

OESTERLE: A kind of alter ego.

FAY: Right, completely. In fact, there was no question about it. When he wrote the President's speeches he really became part of the President's.... Could you turn it off for a minute?

OESTERLE: Yes. [Interruption]

FAY: So that actually Ted Sorensen – I think it was in about 1956, during the time when Adlai Stevenson was running, then Senator John Kennedy came out to San Francisco. I remember it was a Sunday morning and I met Jack Kennedy then in the parking lot of the Pacific Union Club here in San Francisco. And we were going to go down to mass at Old Saint Mary's Church down on California Street and Grant Avenue. As we came out, why,

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Ted Sorensen had been – I don't know where he'd been – but he met us, knowing that we were going to leave from that location. I can remember making some statement to Ted Sorensen about, "Ted, God, you sound more like the candidate than the candidate himself." I mean this was kind of a – I guess I called Jack Kennedy, I called him Senator.

It's kind of interesting, at least from my point of view, the relationship between two good friends when you're in public. And when John Kennedy was a senator, when I was in public with him with people I didn't know very well, I generally addressed him as Senator. When I was with people that I knew that knew him well and knew him for a long time, I generally called him the candidate because he was obviously the candidate on a continuous basis. And when we were alone I called him Jack. But when he became president I very seldom called him anything but Mr. President or Chief – because he was my Commander in Chief since I was over in the Pentagon, so I called

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him Chief. I think we both appreciated that it was a little bit formal for me to be calling him Mr. President. And so, by calling him Chief, why it still maintained the respect that went to his position but also, you know, established the rapport that we had as friends.

But anyway, getting back to Ted Sorensen. After we left Ted at that time, after I'd kidded him about his way of expressing himself like Jack Kennedy, why – and I remember one comment that Ted, I said to Ted, I said something about, “Ted, why don't you join us. We're going down to Mass. It might be good for your soul” – Ted said, “No, I'm going to work it out without going to church.” And Jack Kennedy said, “God, I hope we're right and he's wrong.” Then, when we left, Jack Kennedy said, “Listen, don't bring up this question about Ted and his mannerisms and his way of expressing himself because he's really very sensitive about it, because he's gotten it from more than two or three people. The fact that he's really mimicking

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me consciously or unconsciously. And it's rather a sensitive subject because he feels he's losing his identity.” But this got to the question of his speechmaking for Jack Kennedy. Well, there was no question about it, that Jack Kennedy wrote all the speeches. I mean, he fired the idea initially. And then as time went on, why, when they – because I spoke to the President about this, you know, about the speeches like the Inaugural Address. Well, the Inaugural Address was really hammered out by the President-elect, but the actual mechanics of putting the speech together were done by Ted Sorensen. Then the President went over it two or three times. But to claim that Ted Sorensen wrote the speech was totally unfair because the President said everything he wanted in it. He told how he wanted it expressed, Ted Sorensen wrote it, then he changed it so it fitted his words and changed it again so it fitted – he might have done it three or four times. So really it was the President's expression of what he

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wanted said. But by the same token, Ted Sorensen became so much like the President in his ability to express himself and to write the way the President wanted that really, after a time, he really almost could second guess what the President wanted to say and in the form he wanted to say it.

OESTERLE: They had a very close relationship certainly, but they really didn't share a social relationship.

FAY: No, they really didn't. I'm trying to think of the President's close friends that he saw. Initially, why, Chuck Spalding and his wife saw the President and Jackie socially as a couple. And then that marriage, you know, went by the way, divorce. Jim Reed, I don't think they saw very much of each other as husband and wife, and then that marriage dissolved. Then Charlie Bartlett and Marta Bartlett, I think, saw the President. In fact, Charlie I think was the first one, either Charlie or Rowly Evans [Rowland Evans, Jr.], I guess Rowly Evans was the first one.

But also

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the Bartletts had a dinner for the President after he was President. After going through that experience twice, the President really put thumbs down on going to people's homes for dinner because it just created such a turmoil, and the Secret Service, and the people in the neighborhood, and just the logistics of it. And then also, the fact that if he was going to go to some person's for dinner, then he felt he had to go to the other good friend and the other good friend. Well, for example, if Anita and I had asked them to come for dinner and they said no, and we said, "Well, anytime you want to come," and then they said, "Well no, we just don't want to go to dinner," and then you think.... I know that it passed through his mind, "Well, we went to the Bartletts'; we went to the Evan's for dinner. Why wouldn't we go to the Fays' or to the Reeds' or go to the ...." So he just said, "That's the end of the line. We're just not going to do it." I really don't think that anytime in Washington D.C., that he

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went really to other couples' for dinner unless it really had kind of a state quality to it. In other words, it had something to do with somebody who was involved in the government on a diplomatic level.

OESTERLE: Well, was he still going to the Wrightsmans' [Charles B. Wrightsman] home in Florida after becoming president?

FAY: I don't know whether he went there...

MRS. FAY: Yes, he did.

FAY: He did?

MRS. FAY: Yes. Every time they'd go to Palm Beach, well they'd – I guess mainly Jackie would go there.

FAY: Yes, but I don't know whether they went there to dinners. I mean, the times we were down there, we never went there to dinner.

MRS. FAY: Well, I think they did though. I'm not sure. Maybe...

FAY: Well, maybe they did. But I think...

MRS. FAY: But not when we were with them, ever.

FAY: That was a little different though. When they were away from Washington, then the rules were

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entirely different, because then it was kind of as, you know, you're on a vacation and you're down in a resort area, so therefore you're seeing people. You're not kind of constricted by the same things.

OESTERLE: This gets back, though, to the difficult position that a president finds himself in, in the role. Did the President ever talk to you about what he thought he might like to do after, let's say, two terms, eight years in office?

FAY: Well, that was one of the things that you asked me the other night. I was thinking, one of the things that Jackie asked me to take out of the book. And actually Jack Warnecke [John Warnecke], who was instrumental in getting Jackie to read my manuscript – Jack Warnecke was a classmate and fraternity brother of mine at Stanford – and through me he met both Jack and Jackie. And then I can say that of course he's got great talent. He's been an exceptionally successful architect. But I brought him to the attention of the President on this Lafayette Square or

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Park – which is it, Lafayette Square or Park that's across from the White House?

OESTERLE: I think it's Square.

FAY: Yes. Well, on Lafayette Square, the buildings there were to be some court buildings to be built. Under the Eisenhower Administration they were going to tear all the old Victorian – I guess they were pre-Victorian. These were the old kind of Georgetown type buildings that bordered that square. They were going to tear those down and build great big buildings. The President and Jackie, luckily, they did not go through with it in time. In other words, the wheels of government didn't move fast enough so that this could be done and start tearing these buildings down.

To show you the great aesthetic sense of the President and the First Lady, why, they knew the minute this came before them, when they were President and First Lady, that there

was something wrong. Both of them felt, “How can you do this? It’s going to change the character of everything around the

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area.” So they had these architects who were employed from Massachusetts – which was rather a ticklish thing for the new President, because the architects were from Massachusetts, in Boston.

So we were at.... There was a PT boat – they gave the President, a Steuben glass PT boat. I don’t know whether you’ve ever seen it; it always sat on his desk – and we had a reception. Actually the President was kind of funny about it. He didn’t feel that the people who ran Peter Tare, which was the PT Boat Officers Association, had really given him any time of day when he was senator. He went up there to speak, and they had really not been as hospitable as they could. So he really didn’t have too much brief for them. They were almost all Republicans.

So when they came, they wanted to make this presentation. He wanted me to send the invitation to them, in other words, “The Under Secretary asks you at the request of the President to come to the White House for a reception.” So I had them all down for lunch

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in the Pentagon, and then after, we went over to the President’s office and this presentation was made, and it was really very well done. Then we went over to the White House, and the wives joined the men over in the White House. And then the President had actually a picture taken with every one of the couples as they came through, which was a nice thing to have.

But the next night, Anita and I were over for dinner, and I brought Jack Warnecke in with us. He was with a girl named Jane Wheeler, who was separated or divorced from her husband, and so I brought Jack Warnecke along. The President knew who he was. He had known him before he was President. And so I remember his comment – because Jack Warnecke’s nickname was Rosebowl – and he wanted to know why Rosebowl was there. And I said, “Well, I just brought him along because I thought it would be nice for Jane Wheeler.”

So the next night we were upstairs at dinner, and the President said, “I’ve really got a problem on this Lafayette Square. How good an architect

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is Rosebowl?” I said, “Well he’s really outstanding.” He said, “Listen, have him call me tomorrow.” So then Jack Warnecke called him the next day, and then the President made an appointment for him and said what he wanted. And then Jack made the study and ended up the architect for Lafayette Square, all those court buildings. There was a reason for me leading into Jack Warnecke. Now I’ve kind of lost... What was your original question if you remember, Jim?

OESTERLE: I’m not sure myself, exactly, but this does point out something that’s quite

interesting, how this was an occasion when you helped a friend in terms of an audience with the President. It was completely unplanned and was not even thought through or discussed beforehand. How many times did you find yourself in a position, though, when people would come to you and say, "If I could only get word to the President," or "If I could only...." For instance, in the example of the young first mate

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that you gave yesterday and again, with this other friend in regard to the ambassadorship of Mexico or some other ambassadorship. How many times did people come to you and ask you, you know, "Could you put in a word for me," or "Could you find out what the President's thoughts are on this?"

FAY: Well it happened, I guess, quite a few times. When I look back on it, I made a decision on many occasions whether I thought what they were asking was something really that I thought was meaningful. If it was just something of a minor nature, why, it really, you know, there was no reason to do it.

But I can remember Tex Thornton [Charles B. Thornton], who is the chairman of the board of Litton Industries, and I think the issue had to do with our balance of payments. Tex Thornton had very strong feelings about the fact that there ought to be companies who were, at a time when we had a problem of imbalance of payments, against, you know, imbalance as far as we were concerned; that he felt that there

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should be some way in which companies could have less taxation if they could trade overseas. Really, in a way, we'd be flooding foreign markets with our goods because they would enjoy a tax benefit or a tax harbor by the very fact they could sense these overseas which, as you know, as far as trade is concerned, is something that we're very concerned with the Japanese: where the Japanese have things that they send to this market and they mark them down. They charge higher over in Japan, possibly, than they do here because they're just trying to make inroads into this market.

I can remember the thing that really – once again I talk about the brilliance of John Kennedy – that I can remember bringing this up to him because I felt very strongly. You know, we were all looking, the Pentagon and everybody, we were looking for ways that you could change this flow of gold out of the United States.

I can remember one night we went over there for dinner and I brought this up with the President.

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I was so impressed with his depth of knowledge of the whole field of the imbalance of payments. At the time, he said, "Why don't you get a hold of Tex Thornton right now?" So here I'm up on the second floor of the White House, and the President stood there with me and he decided, he said, "I'm not going to talk to Tex Thornton because I don't want it to

appear that it's gone that far. But you can say you spoke to me, but I don't want it to feel...." So then he gave me all these reasons why this couldn't be done, why you couldn't have special legislation: it would be against some of our trade agreements with other countries; and then also, if we did this, why then, we couldn't take issue with other countries that did it to us. So it was a very difficult situation but he knew all about it. I was kind of surprised that Tex Thornton, who was chairman of the board of Litton Industries, who was working in this field on a continuous basis, wasn't also conscious of the problems

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that the President was able to express immediately on the issue. And so there really was no way you could do it, at least the way he expressed it at that time, that it was something that couldn't be done. But that was one.

There were other incidents that came up. When they did come up, and they were things which really had a magnitude, I would generally express the issue to the President and say, "Oh now look, this has come up. At least it appears important. I'm not championing it and I'm not championing the individual. I'm just saying it seems like an important thing and, possibly, it might be something that you have a position on."

And I can remember it had something to do with... I have something written, because we were talking about national parks or national forests or something to do with that. I really forget what it was, but I can remember the President writing this. We were on board the PT boat – one of those, I forget what they called it, the Vanguard? – it was the aluminum PT boat that

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follows behind the President, and we went to Mass one morning. We were at Johns Island. And it made so much noise you could hardly hear yourself. I have a picture upstairs of Pat Lawford [Patricia Kennedy Lawford] and the President and myself on the fantail of this boat, and we're all leaning so close, you could hardly hear. Well, I asked him this thing, so he wrote out on this piece of paper something to the effect, "Well, you speak to Stuart Udall and tell him – but I want it clearly understood that you're not telling Stewart Udall – that I'm saying that you're coming at the request of the President. You speak to Stuart Udall and say that you spoke to the President, and the President doesn't have a position on it at all. It's entirely up to Stewart Udall. But at least I've spoken to the President. Just make him aware of that."

So I guess this came up on different occasions, but it was something I think that.... You know, he was so bright, that if he thought for a minute that you were trying to use it for

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your own gain or you were trying to use it for any other reasons but really for the best interests of the country.... And I think with the President, he knew his friends so well, but we were, I think, overly cautious about doing anything that might be, I think, treading in such a way as being a 5 percenter, or whatever you might call it, using your position of friendship.



I can remember when I first went over as Under Secretary, I really felt the job was... I had so much to learn in such short order, and I knew that I was over there as the President's friend, and, so therefore, it put even more importance to it. So it really was very depressing for me because I just couldn't assimilate it fast enough to feel I could get a handle on the job, to really be responsive to the needs of the job, and also be responsive to the needs of the job, and also be responsive to the fact that I was a friend of the President. I can remember after, in one, during.... I guess it was March or April of that year,

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I guess in March.... I don't know what the President and I were talking about, and he made some comment, he said, "You know, you're really down at the mouth. How are things going over there?" You know, it seemed like he could sense my mood. I said, "Oh, I'm just really having a problem assimilating enough to really take a positive role in the job that I've got." I can remember his comment. He said, "Listen Redhead, I didn't put you over there to be the brightest man that ever held the job of Under Secretary. One thing I know you've got." Or he said, "I think it was two things. "Number one, "he said, "I know you're dead honest. Number two, I know you've got judgment. Those are the two things I want you over there for. We can hire all the brilliant people in the world, but when it comes down to integrity and judgment, that's why you're over there." I think this was kind of... He saw in everybody their strong suits and their qualities, and he developed those qualities in

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them.

OESTERLE: Military men that have spent a tour of duty in the Pentagon have talked about the training program that they have to put the civilian employees through so that they understand the position and the needs of the military. Did you ever have the feeling that they were trying to train you, in other words, to get you over to their point of view, and especially in your role as a personal friend to the President? In other words, you would be a lobby in the court.

FAY: There is no question about it, that they did a tremendous job of training you, exposing you to all the, you know, your areas of responsibility; but really, as much as anything, exposing you to really what the role of the military was and to what their assets were and their liabilities. I'm talking of the assets of what they actually had in physical properties, and what the threats were against them, and about whether there'd be the hill, and what history had shown in the past. And there was an effort on their part

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to educate you to be abreast of this.

And there's also the question of trying to influence you, and as they say, they spoiled you with kindness. There's another way of expressing it, but they really.... After my four

years in the Pentagon I can't think of any group of people that I think higher than the people in the United States Navy, as far as people who really made you feel like part of their team, people who went out of their way to be friendly and nice. This is a sincere thing, because now it's been five years since, almost six years, well, five years since I was Under Secretary of the Navy, and Anita and I were back last May, May of 1970, back at a party at the Decatur House in Washington D.C. Now you'd have thought I was still Under Secretary of the Navy. I mean, they just knocked themselves out. Anything I wanted was mine. They just really couldn't have been nicer. I don't think there was an officer and his wife there, that we had known when we were in Washington, that didn't

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come up and say hello and really want to find out what was going on and just have fun with us. So I mean they were very sincere.

I don't really think it was.... Something happened with me with McNamara [Robert S. McNamara] which I think broke my pick with McNamara. When I first got on board – oh, not first, I guess this was about May or June – why, this whole question of TFX [an experimental tactical fighter] was...

OESTERLE: It was in '61.

FAY: ...'61, it was all boiling. McNamara was pushing the TFX, and John Connally was then Secretary of the Navy. John was away, and I was acting Secretary of the Navy. I remember Bob Pirie [Robert B. Pirie, Jr.], Admiral Pirie who was Op 05, which is Navy Air. He came in on Saturday morning, and he.... You know they were really heated about this whole question of the navy having to accept the TFX, because they thought it would never work aboard the carriers. And, actually they proved themselves right. The plane grew in weight and size, and

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they had to give up so much in order to take it on board that it really wasn't the plane for the navy. But he came in to see me – and they had a lot of arguments about it – and during the course of this discussion, why, the question came up of the utilization of the carriers. These planes were going to be so big.... They came in to me to really argue the fact that the plane was going to end up so expensive, and it was going to be so big, and they were going to have to make such changes on the carriers that the cost of the plane was going to run a lot more than anybody anticipated.

During that discussion I just evolved, I said, "Well now, let's figure it out from the point of view that we figure the cost of the carriers. Because you've got fifteen carriers. This plane is going to maybe be 25 percent bigger than the planes they're using now; so therefore, that's going to mean you're going to have 25 percent less planes on board. The arresting gears all are going to have to be enlarged in order to handle

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the heavier plane. There are an awful lot of reasons.” So I said, “Well, let’s take the value of the carrier and how much that’s depreciated and see whether that’s filled in.” Well, with the figures they showed me in the navy, that had never been included in. So I went up to Bob McNamara – this was Saturday morning, and I went up to Bob McNamara – and I said, “Now Bob, I don’t know all the facts on this thing because I haven’t been privy to it, but at least I know there’s a lot of concern down in the navy on this plane as not being the plane for the navy. And they say that the extra lack of capability of the carriers in dollars has not been pumped into the cost of this plane.”

OESTERLE: The cost effectiveness.

FAY: The cost effectiveness of the TFX. Bob McNamara, God, he just came out with facts and figures the likes of which you’ve never heard. And I finally said, “Bob, listen, I quit. I just came up here to put this in front of you. I’m not testing the case. I’m asking you. If it has

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been a problem – just as long as you’ve been abreast of it. But they tell me this hadn’t been pumped into the figures.”

Well, then about a week later I was with the President, and the President said to me, “God, I hear from McNamara that those admirals have you in their bag, that whatever they say, you just jump and say, ‘Aye aye, sir.’” I said, “I know exactly why it was,” and I told the President, “I’m no more in their bag, so to speak, than you are in their bag. I’m over there and they’re presenting them honestly. It’s a judgment factor on what is right or wrong. The Defense Department is analyzing these things.”

So getting back to your question, does the military have to train you, and do they train you so that you end up.... There’s no question about it; you’re influenced by them because they are really such nice people. Number two, they’re the hardest working people that I know. I mean the military, they’re there from 7 in the morning till 7:30 at night, and

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they’re underpaid. You know they’re underpaid because they can’t really carry on in a social way with their counterparts of the same responsibility, the same age, in the civilian world. So there’s been this dichotomy, and if you will call it, between the military and the civilian. So I never felt that I was bag of the military, so to speak, and I was always.... I questioned them, and I had some serious fallings out with the military, but they were really based on what I thought was honest and what I thought were in the interests of the administration.

OESTERLE: Can you extend this beyond the navy to the Joint Chiefs and their whole operation?

FAY: Well, you can see, the thing was when McNamara was there, McNamara had

this.... Every Monday morning they had this Sec Def [Secretary of Defense] meeting, and all the service secretaries and all the chiefs of the services came and sat with McNamara at 9:30 in this room right off his office. That was a meeting room, and then all

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along the wall sat all his deputies and his assistant secretaries. At 9:30 sharp Bob McNamara walked into that room. You just had to look at that clock above the door when he walked through and there it was, 9:30. You know, it wasn't 9:29 or it wasn't 9:31, it was 9:30 when he walked through the door. And he was always kind of cheerful and very kind of at ease. He said hello to everybody in a very kind of nice way and then after he went through the kind of social greeting to these people – the meeting suddenly came to a halt as far as the social amenities and it got right down to business.

McNamara, in most cases, knew more about the issues that were brought up in those meetings than the chiefs of the particular services knew. And as a result, I didn't think the meetings were very constructive, because I think the heads of the services were basically intimidated by McNamara's brilliance. Not that they weren't brilliant, but maybe they had a lot of other things that they're involved in: morale

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and service things. But McNamara just zeroed in on the areas which he thought were of major importance and had this unbelievable ability to assimilate facts and information. Alain Enthoven told me a story about him which was almost unbelievable.

MRS. FAY: Yes. I hate to tell you, because she's got the timing off. She's already – I don't want your fish to be absolutely ruined.

FAY: Well then, we'll stop...

MRS. FAY: I'm really sorry.

OESTERLE: Right.

FAY: Shall we stop now?

OESTERLE: Yes.

FAY: No, that's fine.

[Interruption]

FAY: ...reading at least twenty-five hundred words per minute or even higher. But at that rate of reading, to be able to retain, his retention at that level had to be

somewhere in the area of 95, 90 to 95 percent retention. And Alain Enthoven told me the story, that Alain had written

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a report which – I think, as Alain said, it was an extensive report, maybe 310 pages long, on a major system of the military. He gave it to Bob McNamara one evening to read – I mean, when he went home in the evening to read the report. McNamara rang him up at about 11:30 in the evening, apologized, and he said, “Alain, I’ve read your report. But I’m very concerned about what seems to be a contradiction, because on page 167 there is such and such a reference, but when I get to page 284 there seems to be a conffliction.” Alain said, “You know, I’m a Phi Beta and a Rhodes Scholar, and I didn’t even know when I wrote the report myself, I didn’t realize the conffliction, but McNamara reading through the report saw the conffliction. But the fact that he could remember, reading as fast as he does – he can remember what appeared in the first hundred and some odd pages and can relate it to something in the two hundred pages – to him was really.... Here is a brilliant fellow, Alain Enthoven, who held Bob McNamara as really

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somewhat special.

In fact Ros Gilpatric [Roswell L. Gilpatric], who was a much easier person to deal with.... In fact, Bob McNamara was really blessed with two deputy secretaries of Defense, Ros Gilpatric and Cy Vance [Cyrus R. Vance], both men who were very easy to see, and people didn’t take advantage of it. In other words, in my position of responsibility, why, it’d be very seldom when I’d say, “I want to see the Secretary of Defense or the Deputy Secretary of Defense.” But when I wanted to see them there was really something of importance.

With Bob McNamara – when you wanted to see Bob McNamara – you realized you were there on a very short fuse and that you had just so much time in his calendar to speak to him. When you saw Ros Gilpatric and Cy Vance, why you felt there was no real limitation. If you had something to say, why relax and say it. With Bob McNamara, so therefore, you really might not have expressed yourself in the best way because you’re just trying to make sure you get all your points, and

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therefore you’re not kind of expressing.... Maybe you don’t editorialize, which maybe sometimes can be constructive, where with Vance and Gilpatric you really had kind of an exchange between you. You discussed the issue as you went along, so you got, I think, a lot more out of the particular meeting and exchange than with the McNamara exchange.

I can remember when Paul Nitze went to Deputy Secretary of Defense – when he got appointed to that position after I left Washington – I wrote him a letter; and my comment to him was that Bob McNamara was the most outstanding Secretary of Defense – at least that I had by all measure, reading or talking to people – that this country had enjoyed. But one of the greatest of his being Secretary of Defense was the fact that he had a Deputy who was

very communicative, who left the door open to those who were in the Pentagon. So that there was something of an issue which they felt they could not communicate with McNamara because of his tight schedule and really

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the difficulty of feeling at ease in talking to him, that they would speak to the deputies. Paul Nitze was somewhat like McNamara, and I said I hoped that he would really realize that not only did he have a tremendous responsibility in the job, but in his role of the job that he would give access to those underneath him and never make them feel like they were under pressure to meet a direct timetable. Let the issue flow so that he could be the alter ego of the Secretary of Defense in an area in which the Secretary of Defense really did not have a very strong capability.

I can remember with McNamara at an Argentinean ambassador's dinner – it was when the Secretary of Defense from the Argentine came up to Washington and they really... Steve Ailes [Stephen Ailes] was there representing the army, and I forget who was there representing the air force, but I was representing the navy. During that dinner, why, McNamara and I spent quite a bit of time together. I knew him well because of my association with the President –

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I mean socially I knew him well. And I got in quite a discussion with him – This must have been 1962 – about, you know, that he really ought to communicate more with the people who came into the administration as political appointees. I mean, these people gave up positions of really some importance. They came to...

OESTERLE: Plus income, sometimes.

FAY: Right. Definitely the income. I mean, I don't think any one of us who came back there making a reasonable return on our efforts came out of there without losing an awful lot financially. But I'll also say that there's not one of us that would have ever traded the experience in Washington for what you might have lost on the monetary level. I mean, you couldn't measure it. The benefits from a satisfaction of having really done something on a high level so outweighed the monetary losses. But still, when you're there, you like to feel that the man who is the head of your department really cares enough to know who you are and what your opinions are.

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I discussed this with Bob McNamara at this party, and I said, "You know, you've got a lot of very bright, very responsible, very important people in your administration who've never had an opportunity to really sit down and talk to you. They're part of your team – I'm talking about the assistant secretaries, the Under Secretaries of all the services." And I said, "Even once a month, if you could have a meeting with the different members of the different

services, it would be so constructive. Maybe you only spend an hour with them, maybe from 5:30 to 6:30 up in your office, and you have a couple of drinks. If you could just communicate with them.” And it’s amazing, but Bob McNamara said, “I really don’t have the time. I can only communicate with.... When I was at Ford Motor Company,” I think he phrased it, he said, “Eight people was the maximum number that I felt you could communicate and still do your job well. You have to delegate authority through those eight people. Unfortunately, in

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the Pentagon, I have not been able to adhere to that because I’ve got a lot more people reporting.” There were really almost double that. But so therefore, and I said, “Well I don’t think it really has to do with the reporting. I think it’s the fact that you want to have strength of the people down through the ranks. It’s simple enough, and you can give the story to these people.” But he just would not do it. I mean, it really was something that he felt he didn’t have the time to do. He felt he could spend his time in a more constructive way. Only history can evaluate that.

OESTERLE: That’s an interesting observation. I don’t know why I’m thinking of this at this point, but did you attend any of the Hickory Hill seminars?

FAY: No. I think if I had really pressed the issue, that I could have attended the Hickory Hill seminars. But I worked, and I think the Pentagon worked longer hours than any other department of the government, and really in many ways because of this total dedication of the

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military. This wasn’t unique to Bob McNamara. But Bob McNamara was also there, you know, very early in the morning, very late at night.

My hours in the Pentagon.... I generally arrived at the Pentagon around seven in the morning without breakfast. And then I would be in my office till maybe seven-thirty, quarter of eight, and then I would start – I’d have breakfast for maybe about a half hour, sometimes with somebody but mostly alone – to read the morning paper. Then I would go on and again have lunch in the Pentagon, and then stay there until probably around five-thirty, or six o’clock, or even six-thirty or seven, unless I was going to the Pentagon gym, which I went generally three times a week, I went down to play basketball. Then on Saturday you’re in again, you know. I generally came in Saturday around eight o’clock or eight-thirty, and then left maybe around three or four in the afternoon, or maybe two in the afternoon. So there was an awful lot of time that was spent working, so I just didn’t want to give up another night, or give up more time

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to go over there to Hickory Hill.

I also didn't think that, I really didn't think that Bob wanted me there unless I really pressed that I wanted to be there. In other words, he wanted me to really indicate that I really wanted to go there with the idea of preparing myself and contributing to it, and if I wasn't doing that, why therefore, that he was going to be looking down at me and saying, "Well you're just filling up a seat." I just didn't feel like I wanted that pressure. I kind of regret that I didn't do it, because I think it would have been constructive, although I get to read out of it and I don't know how constructive it was. But I'm not in a position to really evaluate it.

OESTERLE: What was the relationship between, say, John Connally and McNamara, especially in terms of McNamara's cost effectiveness? And I've heard some people criticize McNamara – and in fact not just McNamara but the whole new administration – from the point of view that here were a lot of young men coming in who felt that cost effectiveness was something

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that they had invented, when the navy had in effect been using cost effectiveness as long as there'd been a navy, in one way or another. But young men always with their eagerness tend to think that their ideas are new and sacred, and , and you throw everything away that's old to inaugurate the new.

FAY: Jim, I'd like to move one step above cost effectiveness to systems analysis, and I think there may be the big difference. I think that the navy, and maybe other services, had cost effectiveness, but I think that the McNamara administration brought in systems analysis. And I think that anybody that was part of the navy.... I mean, I'll tell you, Dave Shoup [David M. Shoup], Commandant of the Marine Corps – and I had a real donnybrook with Dave Shoup over.... It had to do – and this is digressing a bit, but I'll tell the story because it shows the individual's character.

There was a marine sergeant who evidently had been taking some pictures of the daughter of one of the other marine – I forget what his role

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was, but there was some other marine there. This daughter was about seventeen or eighteen years of age and a very attractive young woman, and this marine sergeant as a hobby was taking pictures of this girl disrobed. But the marine sergeant always had his wife there, and this was art to him. Well to Dave Shoup, the Commandant of the Marine Corps, with his Congressional Medal of Honor – you know, the head man of the Marine Corps – this was pornographic, and there was no way you're going to tell him that it wasn't pornographic. Well this individual marine went through court martial proceedings and was judged not guilty of doing it for pornographic reasons. But Dave Shoup had made up his mind that he was doing it for pornographic reasons. So when the issue came, it came up to me, and I had to make the final decision whether the Commandant's position or the court martial board's position was going to be sustained. So when it came up to me, why, I sustained the position of the court martial board.



## The Commandant

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came to see me and said, “Mr. Secretary....” In essence he wanted me to reverse my position. I said, “General, in my opinion the people who reviewed this thing did it in a completely unbiased position. So therefore I’m supporting their position.” He said to me, “Mr. Secretary, I want to tell you something. You’ve got your job to do, and I’ve got my job to do, and that is to run the Marine Corps. You do your job and I’ll run the Marine Corps.” And I said, “General, but don’t forget my job also includes the Marine Corps.” He got up – he stood up there – and I can remember his comment, and I said, “General, I hope this is not going to break our communications because it’s too important to the navy and the Marine Corps.” And he said, “Mr. Secretary, this is what we get paid for.” He turned out to be one of the closest friends that I had in the navy and the Marine Corps.

Now I’ve gotten off the.... Oh, I know, the reason I bring this up about Dave Shoup, because Dave Shoup made the comment that,

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in his opinion, that Bob McNamara.... And Dave Shoup said, “I’ve spent....” – he mentioned eleven years off and on in the Washington area working in the Pentagon under many different secretaries of Defense. But he thought that Bob McNamara was the only man who really came to grips with the tough decisions. He said, “Almost everybody – all his predecessors – would deal with the decisions that had to be met with, but those ones that they didn’t have to, which were always nagging, always there, that had to be settled, why, they’d always find some way they would avoid dealing with them. But McNamara dealt right with the decision.” In other words, he made decisions, got them behind.... You know, whether you liked it or not he gave every bit of consideration he thought he should give to the question, took all the facts into consideration and made a decision. As Shoup said, “For this reason, I have nothing but admiration for this man.”

And I’ll add one other thing about McNamara. He brought in the programming

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system which – sure, the navy had long range programming, and the other services did too, but not to the extent that McNamara brought it in. Under the predecessor they had long range programming as to what their posture was going to be out say five years. But under McNamara they had to put a price tag on it five years out, which added another very, very important element which was, McNamara made everybody much more price conscious.

But now, I mentioned this cost effectiveness versus system analysis. But what really hung up the military was the fact that under systems analysis it really pitted one service against the other. Cost effectiveness was something that was done within the service, but the systems analysis was where you decided, well, is the Minuteman more important to the security of the country on a basis of cost on target and its effectiveness on target, versus say

the Polaris. And this is – suddenly, McNamara set up the guidelines under Alain Enthoven’s systems analysis-cost effectiveness approach to

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it, so that actually the services were vying for the dollars rather than have the Secretary of Defense say, “All right, the navy is going to get fifteen billion, the air force is going to get fifteen billion, and the army is going to get fourteen billion.” Now it’s very possible that, and probably that, the navy could go to fifteen billion, the air force to twenty billion, and the army go to ten billion, just because the system – when you took all the background facts that came into it – proved that it was better to go with the air force and the Minuteman and eliminate the army from the total missile field and keep the navy on a limited basis with the Polaris. I mean, this is really the effect that it had.

I can tell you that George Anderson [George W. Anderson, Jr.]... I don’t know whether Alain Enthoven told you the story, but when Alain came in there he was known as head of the whiz kids, and a great antipathy built up among a lot of the senior naval officers. I mentioned at dinner time the Radfords [Arthur W. Radford] and the Dennisons [Robert L. Dennison]

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and the Carneys [Robert B. Carney] and the Burkes [Arleigh A. Burke], because after they retired, whether you’re active duty or not active duty, if you’ve retired in the Washington area – which I guess has the greatest collection of retired military personnel in the United States – why they all go to the same parties and they all see each other. And there was some kind of rumor that there were meetings in some brick building or brick home out in McLean, or wherever it might be, where the heads of the navy, active and retired, met to evaluate whether the navy was going to be scuttled because Alain Enthoven and his system analysis approach. Well, I mean, this really got to George Anderson.

Alain told me the story. He said that he had a German who had been involved in the U-2 development in World War II. And he had left Germany after the war and come to the United States and had become a citizen of the United States – and I’m sure you could get his name because he had a very marked German accent when he spoke – and he worked in Alain’s department.

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He was a very, very bright capable man. And he brought another approach to the analysis of our missile system because of his early background. Well, there’d been all this struggling with the navy and with Alain’s office. And finally, Alain said he got a call from Admiral Anderson’s aide asking if the Admiral could meet with him. Alain really – he said, “I was so encouraged, and I thought, ‘Now we’re really going to come to grips with, you know, the navy and our department’s dealing with this question of systems analysis.’” And he said, when Admiral Anderson got up there, there was never any discussion about, you know, “What you’re doing and what we’re doing and how can we interface.” Admiral Anderson

was charging this former German citizen, now an American citizen, with being possibly an undercover spy. And Alain said, “Well Admiral, do you have any facts to substantiate this?” And he said that he had no real facts except that the man’s background, in his opinion, didn’t qualify him to do the job

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that he had been doing with these top secret issues.

As Alain said, he was so discouraged, and he thought, “Now we’re really going to deal with something meaningful. I want to show what we’re doing and show how we can work together. It wasn’t a matter of my office trying to suppress what the navy was doing, it was really making the navy justify their role and their mission.” So that’s kind of the background of the struggle that existed. It became an emotional thing. In fact, Jim, I should – I don’t know whether I mentioned this before....

[END OF INTERVIEW]

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