

**Naval Historical Center
Oral Interview Summary Form**

Interviewers:

Capt Gary Hall
Capt Michael McDaniel
Dr. Randy Popadopoulos

Interviewer's Organization:

Naval Historical Center
Naval Historical Center
Naval Historical Center

Interviewee:

Ms. Susan Livingstone

Current Address:

The Under Secretary of the Navy
Washington, DC 20350-1000

Date of Interview:

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Place of Interview:

Pentagon

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Name of Project: Pentagon Terrorist Attack Incident

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Abstract of Interview:

Ms. Livingstone has served her nation for more than 30 years in both government and civic roles. Prior to being nominated as the Undersecretary of the Navy, she had held the post of CEO of the Association of the United States Army (AUSA) and deputy chairman of its Council of Trustees. She also served as a vice president and a member of the Board of the Procurement Round Table, as well as a consultant on policy and management issues.

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From 1981 to 1989, Ms. Livingstone served at the Veterans Administration, now the Department of Veterans Affairs, in a number of positions including Associate Deputy Administrator for Logistics and the Associate Deputy Administrator for Management. Prior to her Executive Branch service, Ms. Livingstone worked for more than nine years in the Legislative branch on the personal staffs of both a Senator and two Congressmen.

Ms. Livingstone graduated from the College of William and Mary in 1968 with an A.B. degree and completed an M.A. in political science at the University of Montana in 1972. She also spent two years in postgraduate studies at Tufts University and the Fletcher School of Law and Diplomacy.

Ms. Livingstone has received awards for her community and national service from the American Red Cross, the Veterans Administration and was awarded the United States Army's highest civilian award for her service.

A native of Carthage, Mo., she grew up in an Air Force family and claims Montana as her home state.

Interviewee Information: Ms. Livingstone's father was career Air Force. She was born in Carthage, Missouri. She worked for Senator Mark Hatfield after graduating from William and Mary with her undergraduate degree. She went back to graduate school at University of Montana, Tufts and finally Fletcher School of Law and Diplomacy. She worked in various jobs in Washington, D.C. for a Missouri congressman from 1973-81. She worked for that congressman's Republican successor. From 1981 to 1993 she worked for the Executive Branch in various positions including work at the Veteran's Administration, Assistant Secretary of the Army, and American Red Cross.

Topics Discussed:

She was sworn into her current position on 25 July 2001. On 11 Sep she was speaking before a group that was in a professional development seminar program sponsored by the University of Indiana, Bloomington. This particular group was from the Crane Naval Surface Warfare Center. Her EA was Capt Denny Kern. She headed up to the room where the talk was to be given with Capt. Kern. The group was running late but she wanted to head up to the room to be there to greet them. The room was on the fifth floor in the newly renovated area.

The group came in to the conference room around 0905 and Ms. Livingstone was discussing some of the challenges the Dept of the Navy was facing and the current budget environment. There was years of "bathtub funding" and FY02 was not looking that much healthier. They were facing major budget concerns including force structure cuts and losing a number of carrier battle groups. Ms. Livingstone had another speech at 1000 and Capt Kern was giving her the high sign to wrap up. Because they had been late and they hadn't had much time to talk she decided to take a few questions prior to her departure. A gentleman asked about the best way to work through all the challenges. As she started to respond the plane hit the Pentagon.

Ms. Livingstone and Capt Kern had been aware of the terrorist attacks in New York City prior to this meeting and had in fact opened her remarks to the group discussing terrorism. The group had not known about the incidents in New York City prior to Ms. Livingstone's telling them. They did not have a television in the conference room where they were and Ms. Livingstone had only heard about the attacks third hand so they did not understand the magnitude of what had happened in New York.

As soon as the plane hit the Pentagon Ms. Livingstone instantly knew what happened and said words to the effect, "There has been a terrorist event and we need to evacuate". The impact was loud, but not deafening. They all felt that it was above them and had a sense of wanting to duck. The group was calm; Ms. Livingstone collected her papers and glasses. Capt Kern and Ms. Livingstone gathered the people up and were planning to go down the same staircase they had come up. None of them had been in this newly renovated area of the Pentagon. When they opened the door to the exit the air was filled with hazy smoke. There was some debris but she does not think the stairs were destroyed. They decided they couldn't go down that exit. So they

took the group across the fifth floor (which has no windows in the E ring). The white haze was turning more into smoke.

They walked down the corridor and the next exit they came to was on fire. They could feel the heat although they did not see flames. There were still lights on and the smoke was turning from white to black. Right next to that exit was an emergency exit, which was also destroyed. The further they went in the more destroyed the building was.

Ms. Livingstone decided they needed to go back towards the first exit and see if they could possibly go down it. They opened the door and saw that it was worse in that exit. They knew they had to go back and keep pushing forward. The first two times they walked across the hallway there was no fall, but on the third time across there was a fall of about 12 to 18 inches. Ms. Livingstone was thinking why would someone build a step in the middle of the corridor. The smoke was getting serious, blackening significantly. They turned a corner and the lights went out. People were starting to crouch. People were starting to think they might succumb to smoke inhalation. There was no fear or sense of panic, or obsessing her whole life for Ms. Livingstone. There was a heightened degree of concern because the smoke and debris were getting worse with no apparent way out. She remembers the wall had buckled in rather than out. The debris on the floor was getting worse. There were no sounds. They were focused on getting out. Ms. Livingstone was in the lead with Capt Kern, and the group was focused on them.

The people started to array behind Capt Kern and Ms. Livingstone, some holding hands. They heard a voice yelling (CDR Braswell). CDR Braswell said, "Is there anyone in there? Can you hear me?" Capt Kern yelled back, "Please keep talking to us, we can't see you and don't know the way out." CDR Braswell told them to put their right hand on the wall and grab the person in front of them. Ms. Livingstone was crouching but not crawling. She does not know if the people behind her were crawling. Capt Kern kept a constant conversation going with CDR Braswell until they reached him. They could barely see CDR Braswell, but he told them to keep moving forward. CDR Braswell was with two other officers, all aviators who had survival training. The group passed CDR Braswell and there was a man lying on the floor blocking them from going down a corridor that would have been bad. The other two officers told them there were light ahead and an exit.

The worst moment was when they could see the light and were moving quickly and an automatic suppression screen started moving. Capt Kern and Ms. Livingstone ran toward the closing door and Capt Kern kept it from closing. Nobody on the fifth floor had been briefed on these doors or how they worked. They are supposed to stop moving when you touch a hand pad. They kept running toward the A ring with the group all together behind them. As they got to other floors and corridors there were people telling them how to evacuate and where. The building was orderly with little screaming and weeping.

When they were on the first level Ms. Livingstone did a muster of the Crane group. They were told to keep moving. They eventually were separated from them and she called their hotel later in the day to ensure that they were all safe. The best they can tell they exited out of corridor 10. They had been directed to go into the courtyard but Ms. Livingstone didn't think it was wise and declined.

They made their way out the Metro Concourse and back around to the South Parking area. She saw several Navy people. ADM McGinn was doing a muster. Some people were trying

unsuccessfully to use cell phones. People with blackberries were able to communicate with each other. Alberto Mora, DoN General Counsel, received a call on his cell phone from a friend named Yvonne who lived in Florida. Ms. Livingstone asked Yvonne if she would try to call her husband and let him know she was okay. (Yvonne did.)

The smoke was coming out and over the South Parking lot. Ms. Livingstone wanted to stay away from the plume. Her husband is an antiterrorist person and she didn't want to breathe anything that was in the plume. People started to say another plane was coming and running. They ran over to Crystal City across from Macy's.

They had organized buses to get people out of the area. They briefly got on a bus. It moved two feet in five minutes. There was an Arabic looking man standing next to Ms. Livingstone on the bus and he kept patting himself. She asked him "Are you doing okay, where were you?" He looked at her and smiled but did not answer. She was right at the front of the bus and called to Capt Kern telling him they were getting off the bus. They walked to the gas station down the hill from the Navy Annex. Someone told her they were starting to form at the Navy Annex so she went up there.

There were a number of people already at the Navy Annex when they got there. There were a lot of meetings and they were doing musters. She stayed until 1800 or 1900.

Her best guess at how long it took them to escape the Pentagon was 15 or 20 minutes, but it could have been 10 minutes.

People organized themselves incredibly well that day. The gas station was being opened up to allow people to bring Gatorade and water down to the emergency vehicles. The acts of kindness were amazing. Someone loaned them \$20, they knew the person, but this was not unusual for the day. \$20 was not a good thing to have that day because it couldn't be used in phones or drink machines.

Some of the senior leadership (USN, CMC, VCNO, ACMC, and most of the N-codes and HQMC DCMCs/ACMCs) was together at the Navy Annex. The Secretary of the Navy was in a plane in the air at that time. His and the President's plane were the only two allowed in Washington airspace on September 11th. The Secretary subsequently joined the CNO at his command center at the Washington Navy Yard. For that first day, it was decided it was better to keep the leadership at two sites rather than one for continuity of operations considerations.

She didn't realize until a day or two later that the corridor she traversed three times was the area of the Pentagon that had collapsed.

There were a number of meetings in the Navy Annex that day, and numerous conversations with the SECNAV and CNO. Initially there were Navy meetings and Marine Corps meetings so she ran in between both meetings. In many instances, they were discussing the same things, command and control, getting a phone number from Millington to put on CNN right away, trying to do musters so they could immediately ascertain how many missing. After one or two meetings she suggested the Navy and Marine Corps have their meetings together. They did this at a few meetings after this.

The Marine Corps was terrific on supporting the Navy in terms of space and sharing their Command Center. They found a lot of synergies when they worked together that they really liked.

The long-term plan is for contiguous command centers. In the reconstituted temporary Navy Command Center there is space for the Marine Corps to have action officers but they are not currently doing that.

They were in contact with the CNO and Secretary of the Navy that day with a lot of communications going around. There wasn't a formalized bureaucratic chain of command structure people were adhering to. People knew there was a lot to be done and were trying to maximize what needed to be accomplished. They were trying to do the secretariat muster and make phone calls. There were meetings at the Annex with report outs. It was not too long before they got 100% report outs. They had to physically know where people were rather than just count someone because someone said they saw that person.

Key challenges in the aftermath of 11 Sep: There was so much learned that day from the perspective of the Pentagon, military services and the nation. Life fundamentally changed that day. Right now it is a problematic and iffy situation out there. How do you plan for the unexpected? We talk about the agility, flexibility and capability of our fighting forces but we need to match our decision-making structures in the same manner. This is not an environment that can adjust its bureaucratic processes very well. We need to streamline our processes to make them flexible for decision-making. She sees us already falling back into our bad habits and bureaucratic ways. In the initial days after 11 Sep, however, things got done very quickly. There was no continuity of operation planning, except for the Marine Corps, that was effective for the Department of the Navy. There had been no plan for the senior Navy leadership. Almost instantly something was set up and set into motion. She does not think they are there yet, however. This glacial movement is not going to work anymore.

She had collected many items that have been in response to 11 Sep. Some of these include OSD post 911 responses such as new construction standards. There are reconstitution of space issues, 1600 people lost their office space.

The most important lesson learned for the future is the agility and flexibility of decision-making. The kinds of threats we're facing in the future are going to require that kind of decision-making.

There is no such thing as 100% force protection in this environment and no one can define the parameters. She hopes we just don't fight the last war, which, for the people there, was the plane flying into the Pentagon. Even now when they talk about renovation it is now still based on a plane flying into the Pentagon again. If she were a terrorist, she'd get another way.

Abstracted by:
CDR Carol O'Hagan
20 Feb 02

updated 13 Jun 02
CAPT Gary Hall

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A native of Carthage, Mo., she grew up in an Air Force family and claims Montana as her home state.

Topics Discussed:

Q (05:30) Let's talk about the 11th of September. Just kind of relive that day for us. Just the whole morning, the commute in to the office maybe that day, and then take us through the whole remembrance of that day.

A. I had been sworn in. I became sworn in in this job on July 25th. So I was fairly new on the job at this time. I was speaking before a group that was in a professional seminar, or program sponsored by the University of Indiana, Bloomington. This particular group was from the Crane Naval Surface Warfare Center. That morning I think just had come in. I just don't remember anything particularly unique about that particular morning. Just had arrived. I was sort of thinking about my remarks. They were to be very informal. The group was only about thirty-five that was going to be total.

CAPTAIN DENNY KERN was my EA at that time and DENNY and I had kind of talked about a few things and what this group might want to hear. Then we decided we would head on up to the room where we were going to be giving the talk. We have already heard that the group was going to be late. We decided I wanted to go ahead and get up there so I could greet them rather

than wait down here and then fall in after they all got seated, since we knew they were on their way.

So DENNY and I went up to the room. I've forgotten the room number now. I shouldn't have (chuckle) It was on the 5th floor. It was the FM&C brand new renovated kind of conference room, or one of them that was up there. It was on a dead-end corridor. I mean you walked up the stairs from the 4th floor and it was a dead-end wall, and right there at the end of the, at the exit or at the corridor on the stairwell was this conference room. You could come up the stairs and go straight to the conference room or continue walking down the hall. But the corridor coming back toward this side of the Pentagon was a dead-end. You could only go toward the other, you know the helo pad area, and around that way. So we got there and no one was there initially so we just - a few minutes I waited and we heard some people come down the hall. So I saw the group coming down the hall and greeted them. We sat down and I proceeded to talk to them about basically I guess, initial impressions of being a new person on board; some of the challenges I saw for the Department of the Navy; some of the challenges that we were facing in terms of dealing with the current budgetary environment. There was been sort of years of bathtub funding and FY02 at that point was not looking any healthier or other than some degree of plus up, but it was not going to be sufficient to kind of attend to some of the major and critical issues that we had. We were facing some major budget concerns to include possible force structure cuts; reducing the number of carrier battle groups. That type of thing. There were some very tough decisions that were facing the Department.

So I talked to them about those and talked to them about my concern about the, I guess the lack of planning rigor and analytical support and perhaps the stove piping of some of the decision

making processes within the Department that may not lead to the best level or best type of support for corporate decision making. We were discussing these kinds of things.

Because they had showed up late - I got up to the room around nine - They showed up maybe 9:05. I go through my talk and then I had another speech to get to. I was supposed to be giving a speech before the Reserve Policy Board and DAVE CHU ([phonetic) had already gone over to give the speech and I was coming up later. This was actually off site, so we had to travel to get to my next speech, which was I think I had to be there at ten. DENNY KERN was starting to give me the high sign with you know pointing to his watch and so I conclude my remarks, but then because they had been late and I had to leave fairly promptly, I felt badly that we had not had a chance to have any questions at all. So I said, "Look, I'm sorry that we've had a shortened time this morning, but let me at least take one or two questions."

A gentleman asked his question. I think he was asking about with all these challenges. What's the best way that we can work ahead. I think I sent you a copy of his email that he sent me later, "I'm the guy who asked that question?" Anyway, he had asked that question and I was starting to respond and when the plane hit the Pentagon.

Now I should say that we were in a room without a television and when DENNY and I arrive there we did, DENNY had called back down to the office to talk to JANE TAUTMAN to find out if the group was still on its way and everything was OK. She had at that point had told us about the World Trade Center, and both of them I think at that point. We had had some insight that there was a major terrorist attack that had occurred in New York City. So I had actually opened up and prefaced my comments to the group, talking about terrorism.

People were probably in a state of shocked disbelief as we all were. I remember I kind of got a little choked on it just kind of trying to fathom the magnitude of what had happened. But being a

very visually oriented generation without that TV to I think bring you the horror of it, we in our little isolated room there still had, were somewhat intellectualizing what this must be. So we were talking about it, but it didn't come, overwhelm I guess some of other issues that we were talking about just because we had, they didn't have a clue that anything had happened.

Q. (12:13) They heard it from you?

A. They heard it from me, and I heard it third hand and again we just, we did not know the magnitude, I guess, and didn't know. Anyway, around 9:40 comes. I'm in responding to this gentleman's, his "last question" as he called it, and the plane hit the Pentagon.

I instantly knew what had happened. I mean there was no doubt in my mind. In fact I think I made some very peculiar remark, which was "there has been a terrorist event." Now why I would say that, "And we need to evacuate and get out of here."

In our particular room there had been some ceiling tiles that had fallen in, and so the sense was that the plane had hit the roof, rather than going down in the ground. We pulled –

Q. (13:13) Can you describe the impact?

A. Yeah, it was very, it was loud. Very loud but not, it was not deafening. It was the type of thing that you felt was above you. I know we all went like that. I mean there was just a natural sense of kind of ducking. So there was a sense of, this very loud sound and you just instantly felt it was a plane that had hit the Pentagon, had come up above our heads.

There was not, when the plane hit, I instantly said what I said, "There's been a terrorist...I think a planes hit or something," and the group was very calm. They looked at me and I just said, "We need to get up." Everyone started gathering their things. I had some papers I been signing. I pick

up my pen. I got my glasses, the whole bit. There was not a sense of panic and DENNY and I walked out the door. Held the door open and started sort of trying to get the people out. We were planning on going back down the same staircase that we had come back up, had come up. Now none of us had every been, including me, had ever been, I think really DENNY had ever been in this area of the Pentagon. The 5th floor is a complete rabbit warren, anyway, and just been renovated.

I'd not seen it before. We're in a dead-end corridor so there's really only one way, is to go the other way unless you can go back down the exit you came in. The group I was speaking to actually came, had come in the other way so they were, you know they had a different perspective entirely on the entrance, or egress, to the building.

We open the door, the conference room door, and we opened the door then to the exit, fully expecting to be able to go down the exit. It was filled, the whole air at this point was filled with sort of a white particle. It looked like smoke, but a hazy type of smoke and part of it, I think a large part of it at that moment was just ceiling tile and just the debris from the ceiling tiles.

We opened the exit door and all I know, that I remember was there was some debris. There was sort of a swirling of this stuff coming up, but to this day I can't tell you were the stairs destroyed. I don't think they were. I think it was just debris and some degree of whatever.

So we said we're not going to be able to go down this particular exit. So we took the group and then - and they're following us as if we had a clue where we were going - we took them down this way, cross the 5th floor here. Now the 5th floor has no windows on the E ring, and so there's not any ambient light and we were, it was beginning, this white kind of haze that was there was beginning to really be turned more into smoke. But we walked down the corridor and the next exit we came to, at the end of the corridor was, and again we're in a rabbit warren, was definitely

on fire. We opened it up and you could feel the heat and stuff coming out. It was definitely not the place you wanted to go.

Q. (17:00) Were you able to walk or were you crawling?

A. No, we were still, we were walking. There was still light, I mean you could see, you know, as we were walking.

Q. (17:11) I'm sorry, ordinary lights or emergency lights?

A. No just ordinary lights at this point.

Q. (17:16) And is the smoke light or black? Is it turning black or is it –

A. At this point it's still probably white, but it's converting. So we get to the second exit and the exit well there was a lot of heat. I don't really recall seeing flames licking out, but we knew it was on fire. It was one of those things that you just instantly shut the door. So then we went, right next to that exit was a emergency exit, and we tried that one and that was also, was destroyed. I mean we could not, could not utilize it.

So at that point and the odd way your brain works, I decide this is not looking good. We've come to this exit. The one behind us is not looking good. The next one's worse. It's on fire. Emergency exit's gone and as we looked ahead we were having a huge amount of debris. The further you went in the more destroyed it was. So I decided that we needed to go back and check out to see if this thing is cleared out, the first exit right outside our room if we can possibly use it, because it looked like it was bad news going forward. People are following me like a mother hen as if I really knew where I was going, but I didn't.

But we walk, and again this has not fallen in yet, but we walked back to where we were to check that. Open the door. It's worse and at that point we all knew we had one direction to go. That was forward. We knew we couldn't use the one we just rechecked. The next one we couldn't use. The next one we couldn't use. So we just at that point knew that we had to keep, I mean there was just one way and that was forward.

As we're walking back across this 5th floor area here, the floor's now beginning to fall. I don't recall having any problems. The first time we went down the hallway, there was not really a fall. The second time we came back I don't recall, but the third time there was probably twelve to eighteen inch fall in the floor.

Well your brain can only absorb so much and all of us are being very, very polite. Everything's still very, very calm. I'm sitting there thinking what idiot built a step in the middle of the corridor, which of course you know I'd just been down and hadn't been there before. But you know your brain's just not computing.

So we're all sitting around, "Watch your step. There's a step here. Watch your step everybody." It was helping people to get over it.

At this point however, the smoke now is really turning to serious smoke and also about that time, we had just gotten I think back to that second that exit had been blocked and we're turning sort of a corner, and the lights go out.

This is all just moments you know, walking up and down these, and also before the lights go out the smoke had gotten very, had blacken significantly. We at that point, people were crouching. I never did crawl, but they were crouching. As we went further into the debris area and we knew again there was only one way to go, I think everyone of the people and there was about 35 of us, plus a few people that live there, work there on the hall, but I know among the group I was

speaking with, had all those, you know, “How long can you survive smoke inhalation” thoughts. (chuckle) And a lot of them thought they’d bit the dust at that point and at least in hindsight a lot of them thought they might not make it out.

Just at the time probably where everyone’s concerns were peaking, about, you know, and I remember my own. It’s a very strange thing when you go through these things. I was incredibly calm. Incredibly calm. It was nothing, there was no fear, no sense of panic, no, you know obsessing, you know my whole life. (chuckle) Nothing. There was just, “OK, I’m going to go on.” There was no sense of actually, that I think that I wasn’t you know, we weren’t going to make it.

But there was a heightened degree of concern as we went in because you know the debris was getting worse. The smoke was getting worse and there was no apparent way out at that point.

Q. (21:58) What were you hearing? What were the sounds? What do you remember what the sounds were like?

A. I don’t remember the sounds. I remember looking at the wall and the wall had buckled in and I thought it was interesting it had buckled in toward us rather than out, and I saw that. There was debris on the floor and I noticed it was getting worse. The sounds, there was really no sound and no one in this whole group, I think I know you’ll be talking to them, I don’t remember – there was a few things, you know people would say. I remember telling people you know not to panic. But this is right in the beginning. Other than a “watch your step,” or these kinds of things, or “there’s debris here on the floor, be careful,” there was very little talking that was going on. I think we were very focused on getting out of there if we could and I was in the leader of the pack

with DENNY KERN. They were all focusing on us thinking we actually knew our way out, which we didn't.

Q. (23:00) Was there a chain, or a train kind of affect, or was it grouped?

Q. (another) holding hands?

Q. Holding hands or holding onto each other. Had the smoke gotten thicker?

A. Not at that point. We started to move in and when the smoke gets thicker and the lights started going out, there was an emergency light way up in the ceiling, but you couldn't see it because the smoke was so thick. I mean it was just, you could see this very vague sort of little - and it had, gave you no light down where we were at all. I couldn't see the hand in front of my face. And people were now arrayed behind us, but we can hear them. Some of them are holding hands I think at that point and we're trying to make our way forward but the debris is getting worse and we're not sure if we're getting ourselves into worse trouble, but we knew there was nothing behind us so you only had one choice and that was to go forward. So at that point, we hear a voice yelling, and this was COMMANDER DAN BRASWELLS's voice, "the voice" we call him. It was something to the affect "Is anybody in there? Can you hear me?" Whatever.

Well CAPTAIN KERN, DENNY KERN yells back to him saying, "Please keep talking to us.

We cannot see you and we don't know the way out."

Again you're cross corners and these little rabbit warrens and you, in the dark you know, you don't know if you're hitting a dead-end or whatever.

COMMANDER BRASWELL says, tells us to put a hand on the wall, so we'd know - he even said "Put the right hand on the wall and then grab the person in front of you."

At this point I don't know if people behind me were crawling. I wasn't, and I was about as low as I could get without duck walking (chuckle), but I wasn't crawling. Neither was CAPTAIN KERN and CAPTAIN KERN kept a constant thing to keep, you know to keep talking to us so we could follow the voice out.

Well in point of fact we come to the voice and he tells us to keep moving forward. You could really barely see him, I mean the smoke. He had come, he and two others had come back in from their offices on I think the 5th corridor. All of them were trained aviators. All of them had been through survival training. All of them had had what's that "point of reference" or whatever it is, they knew because of the dark, the black smoke, to keep that point of reference so they didn't get lost in the smoke.

No one remembers this but I certainly remember it, is we passed DAN BRASWELL, "the voice" and there was another guy, but the other two aviators tell me it's not them, but there was a guy lying on the floor, blocking us from going down what would have been a very bad corridor to go down. They told us to keep running straight. He blocked anyone from going that way and they told us just to start running for it. And this is at this point, as soon as we passed him, he kept telling us there was light ahead, there's an exit ahead that you can get out of. So we knew that as gradually as we got closer to him, we could start seeing some light ahead, and he just told us to keep running toward that light which we did and then there was a guy lying there to keep us from going down the wrong corridor.

The worse moment for me came, (chuckle) as we had passed DAN BRASWELL and had gotten in, we could see the corridor ahead of us. The light now, we're beginning to be able to see.

We're moving quickly and there was an automatic fire suppression screen that starts closing.

You're brain is perfectly logical enough to know it was going to trap you back where you did not

want to be trapped. So CAPTAIN KERN and I ran toward this thing, and he just manhandled it to get it stopped.

The real problem was that no one knew it was there. We wouldn't have known because I'd never been on the 5th floor, but even people who worked there had not been briefed on it. Did not know how to stop it. Point of fact I think it's supposed to automatically stop when you touch it. There's also a hand pad you can hit. You know when you have no light and the smoke there, you know who knows.

But anyway from there we kept running down the corridor. We're now going in toward the A ring. We get there. Now people have, as we - I can't tell you what floors we did, I know DENNY and I at one point worked out kind of how we - the plane hit here - how we kind of worked our way out. But the group was still behind us and we were moving at a pretty good clip and then we - people were starting, as you got down into other corridors and floors there were people telling you where to direct the group. So that the emergency system and/or just very good people were trying to help people evacuate and doing it in a very orderly manner. The building was orderly. There was very, very little weeping, screaming, you know, things of that - I think I may have heard, I think I saw one person cry the whole day and another person that got a little panicked when they had the second plane scare when we were out in the Pentagon parking lot. Once we got down on the first level they were directing groups. I did a little muster and said, I just yelled, "Crane. Crane Group here!" Like a Japanese tour guide (chuckle) and at that point we couldn't tell, I mean everyone was stretch out over the thing. Somebody came up and told us to keep moving, which was probably wise. They didn't want us sitting there in a big group. So at that point we were at a thing and the Crane group got moved one way and I got moved out another one with DENNY KERN. So we lost touch with them, and I later on in the day called

their hotel, many hours later, to find out if they all made it back, made it out, and they had which was great news.

Q. (29:29) They ended out going out where?

A. The best we can figure out it was off corridor 10, so basically we were on a blocked exit right here, went down this corridor right here. Moved all the way around the A ring down to the Metro Concourse.

Q. (29:50) So you never did go through the courtyard?

A. No.

Q. OK, were they keeping you out of the courtyard?

A. No, in fact they had directed us to go in and I told DENNY, "There ain't no way," I said, "We're going out the other way."

They were encouraging people to go into the courtyard. That seemed to me to be the last place in the world you'd want to be if there was unknown further attacks that were going to occur. You're trapped in essence and I'd rather have the risk, or have the option of at least a little more space to work with.

Q. (30:20) Was it the DPS guards you were kind of challenging to go inside?

A. No, to tell you the truth, it was, I don't know. I mean they were basically saying, "Hey you can go out in the courtyard, " and there were other people waving here. There was no one that,

there were people both in civilian and uniform helping do these kinds of evacuations. I just told CAPT KERN there was no way I was going to go in the courtyard.

So we made our way out to the Metro Concourse and then back around I guess to the south entrance, the South Parking area. At that point I saw some of the people from the Department of the Navy, Admiral DAN MC GINN was out there trying to do a muster of their group. People were trying to use their cell phones. None of them worked. They were, system was overwhelmed as you read, I'm sure.

A few people had blackberries and they did work, and finally I was, ALBERTO MORA the General Counsel, a woman from Florida, a friend of his had called in and got through on his cell phone and she was making sure he was OK. I asked her if she, because we could not get word out, if she would call my husband and let him know that I had made it out. So she, here's this nice woman name of YVONNE from FLORIDA, that ended up being the person who called my husband's office; let him know that I had made it out of the Pentagon. I wrote her a really nice thank you note later. It was very, very kind of her to do that.

From there we're standing out there and people are sort of again stunned disbelieve. A huge degree of smoke coming out. I had – we're standing over here with this, at the South Entrance Parking lot and the smoke is coming out toward and over the parking lot. I remember asking DENNY - I wanted to stay away from the plume of smoke; my husband's a counter-terrorist guy and he's probably got me in a very high-grade healthy paranoia, but I had no idea if there's bugs and gas associated. The only thing I knew was I did not want to breathe that plume. So we moved away from, we were talking actually with a group of people and I said, "Look, we need to get away from this smoke," and so DENNY and I moved on.

We got across sort of the street and there's you know overpasses and one thing and another there when the second scare occurred and they told everyone to start running and to run as fast as they could. People were screaming and yelling at that point, "There's another plane coming! Get out of the way! Get out of the way!"

So people started running and we ran all the way up to kind of across from where Macy's I guess is, that little commercial area (Pentagon City). At that point it became evident there was not going to be a second plane. People were, we had nothing. I mean we didn't have a transport. We didn't have money, because we, you know purse, I was booked in a talk and my purse was back here in the office.

We had stopped and seen a few people, talked to a few people but eventually they started to organize buses that had come in to get people out of the area and we I'd even held up a sign for a while you know, "Anyone going." this way. Just to get, we were basically trying to get out of the area.

We very briefly got on a bus for a while. It had moved two feet, I think, in five minutes and I also, and I will tell you again, the healthy paranoia, but people were chatting away on the bus about "Where were you?" and what happened, and what's going on and they're reacting to the terrorist event. There was an Arabic looking gentleman that was standing right in front of me. The bus was jam packed and he was, he kept fiddling around like he was patting himself down, and I finally thought, "OK, is this guy wired," and if he is we're going to have a bus bombing, suicide bombers. So I couldn't bring myself to actually be so paranoid so I thought, "Ok, I'm going to ask him a question and if he responds to me then this is OK."

So I said, "Are you doing OK? Where were you?"

He looked at me and did not answer. Just smiled. So I'm right at the front of the bus and I say, "Denny, I think we're going to get off the bus now." So we did we got off the bus and the bus driver just opened the door and let us off. Obviously we're stuck in traffic anyway, and we just walked, and walked, and walked and walked. Eventually made ourselves around to the gas station that's down here. Someone said, you know, "MS. LIVINGSTON, you know they're starting to form back up the Naval Annex. Why don't you go up there?"

So that's where we ended up and so went into the Navy Annex. Have no idea what time it was when I arrived there. There were a number of people there already, others still arriving, and we stayed there until, I stayed there probably about until about six or seven working, six I guess. DENNY stayed later than that. We were doing a lot of musters and trying to make sure things were occurring. There were a lot of meetings going on at that point, an alternate Command Center being set up for the Navy with the Marine Corps at the Annex.

Q. (35:58) Approximately how long would you say or what your best guess is it took you to sort of navigate through the Pentagon and emerge into the area around the POAC?

A. It wasn't really, it was not the POAC, it was the Metro Concourse.

Q. (36:09) Oh, the Metro Concourse, OK, that's right.

A. Yeah, came out. You know, it's one of those things. Time means nothing in these kinds of situations. I would say I don't know fifteen, twenty minutes, fifteen, Could have been ten. Could have been twenty.

Once, you know, this happened fairly quickly, we crossed, you know we crossed over here fairly quickly. I mean you can ascertain you can't get out that exit. You cross over here to more exits,

blocked, go back to check it again and then just keep truckin' on forward. And we were you know we were always progressing. We never stopped moving forward. It just got very difficult to move forward, because you couldn't see. We didn't know what was ahead. You didn't want to you know, step into a black hole, you know not knowing what was there. (chuckle)

Q. (37:05) When was the first time you saw the damage of the Pentagon where you looked back? Can you describe that for us either from the hill and the Annex or the gas station where you looked back and saw where the plane had impacted the building?

A. I'm not, to tell you the truth I don't know, I guess that would have been the first time I'd see it is when we came around to the gas station and at that point emergency vehicles were there and it was, it was overwhelming I guess, just to see that devastation against a sense of unreality though. I mean here's a building that you're so use to, with it's sort of architectural look and it was so bizarre to think that this had happen. I mean it was really very difficult to fathom I think, that here's a plane that had driven itself into, into the Pentagon.

The other thing was that the people organized themselves so incredibly well that day. People were already starting to, well the gas station had been, was being opened up to allow people to bring Gatorade and water down to the emergency vehicles. It was very, very hot that day. The acts of kindness. Somebody had loaned DENNY and I twenty dollars on the street. We knew the person, we're paying them back later.

Just so you know for future reference, twenty dollars is not a good thing to have. A twenty-dollar bill.

Q. (38:42) When it's in a bill. (chuckle)

A. Because, and not even a dollar bill because any machine, any phone, is maxed out on change and it was. I mean there was, so we're standing, we've been out on the street for quite some time. It was very hot, and there was three of us at this point that had sort of teamed up. DENNY, myself, and COMMANDER HONEN (phonetic), I think HOMEM (phonetic), Honen (phonetic), who had been on the bus with us and got off when we got off. We were getting pretty darn thirsty and so we had stood in line to see if we could get change and of course that became bizarre and couldn't do that, but a nice guy actually that was a reporter that recognized me gave me a quarter and we got a drink and the three of us shared it.

(everyone laughs)

I can't even remember I think it was a coke. I can't remember what it was, and then the other guy we were with started helping down to bring drinks and stuff down to emergency crews and DENNY and I then were directed to go up to the Navy Annex where we stayed.

Q. (39:47) When you were reconstituting at the Navy Annex then, were you actually in the ultimate Command Center with the rest of the Navy's Senior leadership?

A. Yeah, they immediately started setting up little bit, kind of offices. Of course, the Marine Corps already organized up there so that was a different thing, but they started providing space for you know the Vice CNO, etc. and ultimately it was the ACMC and the VICE, and I were there. The Secretary was with the CNO down at the Navy Yard, and why am I blanking on the Commandant. I cannot remember, for some reason I think he may, he may not have been there that day. There was sort of a sense, everyone got fairly closely and soon in touch with each other, but there was a sense of dispersion at that point trying not to aggregate all the senior leadership in one place. So there was discussion of that and of course the Secretary was in the air at the time

when it happened, and he and I think the President's plane were the only two that were over Washington air space after the plane hit the Pentagon.

There was a lot of, of course, discussion. I mean the plane that hit the Pentagon, flight 77 came directly over the Navy Annex. There was actually a man I think, that was doing maintenance work or something on the roof that literally ducked feeling he was going to be hit by the plane, it came so close to the annex.

Q. (41:23) At what point did you realize the place you had, the corridor you had transversed three times was a place of collapse?

A. Oh, a day or two later I guess. You know it took, it lasted about thirty minutes and I remember it was some days later, I emailed LEE EVEY(phonetic) he was the renovation of the Pentagon, renovation guy and said, "I just need to tell you thanks for those red girders. It made a big difference to us," (chuckle) and I think I emailed you one of the reports that one of the PENREN people did and I guess from that I guess some of the inquiries from the CRANE GROUP wanted to know how close they'd been and I guess they estimated our room was about seventy feet from where the plane hit. Which was close enough as they say.

Q. (42:18) In the subsequent days then, just to wind up since I know you're going to move on, what sort of efforts did you make to help reconstitute the Navy's command structure and consolidate the senior leadership in a way that could run the service?

A. There were a number of meetings that occurred that day up in the Navy Annex and initially and I don't want to sound snide here, but I will say a little bit true to form, there were Navy meetings and then there were Marine Corps meeting. Since I feel that as the Department

Undersecretary I should be working with both I found myself running between both meetings and they were pretty much discussing the same things. I mean Command and Control, trying to get Millington up and running for a 1-800 number, would get on CNN right away. Touching base with the CNO, the Commandant, the Secretary, trying to do musters and roster calls so we could immediately ascertain how many were missing or dead, or lost, of course wouldn't have know the dead at that point. After one or two meetings, I had suggested why don't we have a meeting together and I don't know if they probably had already discussed this anyway, but there was a meeting then and a couple of meetings where they met as a naval forces group. That was good because there was a lot of things that needed to be shared and could be shared like the 1-800 number at Millington and things of that nature. So we can function well as a departmental team. I guess the Marines were, the Marine Corps was just terrific in terms of supporting their Navy brethren on space and trying to reconstitute the Command Center.

Days later, I remember I was up at the Annex talking to some of the Action Officers in the Command Center, Navy Marine Corps guys and they loved the fact that they were able to work together. It was kind of, and I keep pressing that issue still today, but there was a lot of synergies they found you know in terms of operational and intelligent sharing and things of that nature that at the Action Officer level they really liked.

In fact one guy said, "Ma'am I just hope we don't forget," you know, "how this really does work." Unfortunately those decisions aren't made by the Action Officers, (chuckle) as we well know, but I keep pressing the cause.

Q. (44:58) I understand that there was a plan for the Marine Corps Command Center to move into a spot very close to where the Navy Command Center was.

A. Yes, the long-term plan is for a contiguous I think, Command Centers. Right now in the reconstituted temporary Command Center, which is just opening today, by the way, they're moving in today. There is space that has been built for the Marine Corps to have Action Officers there, but they're not currently doing that.

I think what the Action Officer guys were saying, the operational side, was just basically sitting with each other we could talk, share. That had some benefits to it.

Q. (45:44) When it came to making choices on the 11th about what to do and specifically about things like muster roles or what's commonly referred to as "force protection," or even operational deployments, were those decisions yours to make or with the senior uniformed officers in the room, or were you consulting with one another and setting priorities that way?

A. Yeah, I think it would – to begin with we were in contact with the CNO and the Secretary on the Navy side and then the Commandant and the Secretary and there was a lot of communications that were going around. I think there was basically, I don't remember it really being a Command and Control kind of issue. I mean there was just sort of like you know, we need to do musters. And I'll say, "Well I'll take care of the Secretariat," and you know, people were just doing their thing. I mean there was not really a formalized chain of command or decision making structure that we were being rigidly adhered to. I think basically everyone knew there was a lot to be done and we were just trying to maximize getting that done. That's one of the reason that DENNY KERN stayed as late as he did, other than not being able to get a ride home, I guess. We were trying to do the Secretariat muster and making those kinds of phone calls and then these meetings that would be held up at the Annex, there would be report-outs, that we'd read. You know, let's say a unit would report that they'd been able to track and

account for 85 of 143 people in their area, or something and so until we could get a hundred percent, though, and that hundred percent came in not too many hours. It was a fairly efficient process.

It took a little longer because the rule changed. It was not like basically you know tell us if you can account for everyone, but we physically wanted them to know where somebody was and to have those people verified they were, so that you didn't get those anecdotal things that, "Yeah, I saw John and John was there, and John said he saw Mary," but he really didn't. So we got more rigorous in terms of requiring an actual proof of life.

Q. (48:15) As we close up, I know we want to be sensitive of the time, what are some of the key challenges you see for yourself and the Navy leadership in the aftermath of 9-11?

A. Well, there were, I think you know it's a difficult question to answer because there was so much that was learned that day. So much that was learned from not only the perspective of the Pentagon, the military services and the Department of Defense, but the nation itself, and life fundamentally changed on that day. I mean it's things that in hindsight should have been common sense. You know, maybe you can't fund everything, you can't do everything and you do tend to react to the immediate and as we found out in this new world configuration that we're in, right now it's a very problematic and iffy kind of environment that's out there and how do you plan for the unknown? How do you plan for the unplanned? How do you plan for the suicide bomber that's willing to take out anything at anytime and any place walking down the street looking perfectly normal? So it's really difficult.

I think there's, to me, it showed a couple of things however of immediate import. One is that there has, you know we talk about the agility, flexibility and capability of our fighting forces but

we need to equate or match our decision making structures in the same manner. This is not an environment that is going to entertain bureaucratic processing very well, and we have got to have very agile, very quick, very streamlined and very flexible decision making capabilities and we don't.

I can say also, here we're talking February you know not too many months since September 11th, I would say that we're already falling back into our –

Q. (50:28) Bad habits.

A. Our bad habits, our bureaucracy as usual processes. Our most important product, that type of thing. But in the initial days after September 11th things got done; they got done quickly. People were able to affect those very well and but we're now kind of returning to business as usual.

So decision-making, I think flexibility. The other one is that there was absolutely no continuity of operation planning that was, except for the Marine Corps, that was effective for the Department of the Navy. It had been allowed to fall on hard times and not been kept updated, not been exercised. There was no call list to do things. I was not, what made me aware of that was two days later when I ran into one of the fellows in the General Counsel's office of the Department of the Army, and I said, "Tom, how are you doing?"

He said, "I'm doing fine." He said, "Cripes they grabbed me out of the Pentagon and took me by helicopter on September 11th," and I thought, "OK." And I had realized then that there had been, there was absolutely no plan for the senior leadership, Navy, Marine Corps, or Secretariat. There was no continuity of operation plan at all. So there almost instantly we set something up and set something in motion, but I'll have to say we're still not there yet and it has been a number of

months that has passed. So again things move glacially at a time when that's not what's going to work today.

Q. (52:25) Anything else you'd like to say for the historical record?

A. Well, there's you know all kinds of research things that are interesting and I'll be pleased to share with you at another time. I have kept sort of a running file of OSD post 9-11 kind of responses and these are not, there's a lot more. These are the ones like new construction standards that immediately appeared. Things of that nature. There's other issues that you may find of interest in terms of the reconstitution of space on behalf of the people that lost their office space and that was a lot of people, sixteen hundred and some people.

The outpouring, these are just, I put them Expressions of Concern. These are just, these are personal stuff, so it probably won't be, you know, but these are just people that wrote, emailed, you know one thing or another. It's just an incredible kind of continuing commentary. The CRANE GROUP almost instantly, a couple of days later there was obviously a very strong bond formed that day in our great acquaintanceship of about thirty minutes. But a lot of them have emailed me a lot over the time, and shared pictures of babies born, and one thing or another which is really neat, and you'll find them a very fine group when you do.

I've subsequently spoken to two other of the classes on behalf of two of the gentleman that are with the program, not students and so, but they're going to bring this class back to finish up what 9-11 interrupted, so it will be great to see them again on February 28th.

I don't know, anything important?

Q. (54:27) I don't want to cut into your time anymore, so thank you very much for your time. We certainly appreciate it.

A. Absolutely, I'm just trying to think, there are so many lessons learned from that day that it's almost still kind of hard to sort through and I think if I had to say one lesson, the most important lesson learned is just the, for the future, is just the agility and flexibility in decision making. It's just clear that the kinds of threats that we're facing in the future are going to require that ability and we're not there yet.

Q. (55:03) Well it might be good to consider getting together sometime in the months ahead and look at some of the, in your role some of the War on Terrorism and the shift of where it's all going. I know the one thing that we're doing is collecting some of the through process in the War on Terror. You know, what the decisions are and how they're being made. Not just the final product but kind of in the steps along the way to kind of capture that so –

Q. (55:27) To be able to use it to help train future leaders on how do you respond to a crisis situation.

A. Right and I think the other issue too is you know of course before because of the *Cole* bombing we, the Department of the Navy was somewhat already engaged in the ATRFP kind of arena, but it's, I find it almost, there was almost, dealing with it as if it were a new field of inquiry and I, unfortunately I think the problem is that, there is no such thing as a hundred percent force protection in this environment and no one can define where the seams and the perimeters are and what I just hope is that we don't again fight the last war. And the last war for us in this building was this plane hitting here. Even now as they're talking about renovation and

disbursal or whatever I have written back on memos saying it is basically built on a plane hitting one side of the Pentagon again. Well what it it's three-sided. So it's again we're even in our own little backyard, we tend to fight the last war and if I were a terrorist I'd hit another way.

Q. (56:52) Yeah, exactly.

A. Anyway,

Q. (56:54) Thank you very much. Appreciate your time.

A. You're welcome.

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