

Fighting for Fallujah: A New Dawn for Iraq

John R. Ballard

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Fighting for Fallujah

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A New Dawn for Iraq



JOHN R. BALLARD



PRAEGER SECURITY INTERNATIONAL

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In honor of the Marines, Soldiers, Sailors, and Airmen
who fought and died in Iraq.
Military service is the ultimate form of patriotism.

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Preface



On March 31, 2004, four American civilians drove into the Iraqi city of Fallujah and unknowingly opened a new chapter in America's decade-long involvement with Iraq. They had only just departed from their base camp and had traveled less than 5 miles when their small convoy was halted at a traffic intersection in the center of the city in Iraq's Sunni triangle. Without warning, two gunmen attacked and killed all four of them. Then, as the gunmen withdrew, everyday workers and passersby pulled the bodies from the vehicles and began hacking them apart with picks and shovels in full view of dozens of other residents of the city of mosques. The murders occurred less than 100 meters from the main city police station. Later, the bodies were burned, hauled around for several city blocks, and eventually hung to rot from the green steel girders of the old bridge leading to the west across the Euphrates River.

These civilian contract employees of the security firm called Blackwater, USA were well experienced in the security business, but they had clearly underestimated the danger present in Fallujah that day. Similarly, the newly arrived Marines of the 1st Marine Expeditionary Force, also based in nearby Camp Fallujah, did not yet understand the key elements of the insurgency they were to encounter in Iraq or the unique character of their neighboring city. Fallujah had stymied no less harsh a man than Saddam Hussein and for centuries had been well known as a fiercely independent and largely ungovernable town.

Less than a year later, many of these Marines, reinforced by other U.S. Army and Marine units and units of the new Iraqi army, would assault into Fallujah and destroy what had over the intervening months become a key node of the insurgency that had nourished the anti-Iraqi movement in the country. The destruction of the terrorist sanctuary that was Fallujah changed the future of the war in Iraq as

much as the defeat of Saddam Hussein and his army in 2003. It did not destroy the insurgency, but it fundamentally altered the way insurgent forces would attack the coalition from that point forward. It ended any thought that insurgent forces could beat coalition units in conventional combat.

Most importantly, the fight for Fallujah showed the resolve of the new Iraqi government to defeat the insurgency in cooperation with its multinational partners. Largely because of the insurgent defeat in Fallujah and the suppression of the insurgency in several other cities, Iraqis willingly turned out in huge numbers to vote in their first free national election on January 31, 2004. The insurgency in Iraq would not be the same after that winter.

This book tells the story of the fight for Fallujah so that future combat operations can benefit from the important lessons learned there. It also illustrates the innovations that characterized combat in Iraq and the heroism demonstrated by countless Marines, Soldiers, Sailors, and Airmen in the face of a determined and skilled enemy. The lessons from combat in Fallujah are germane not only for other operations in the war on terror, but also for future combat in general, as urban warfare and similar technology will certainly dominate most battlefields in the future.

Finally, this story also shows the American people another side of the war in Iraq. It reveals the civic improvements made from coalition initiatives and the great efforts of the coalition to shield and assist the Iraqi people from the consequences of the war. It makes the important relationships between the U.S. and Iraqi leaders more clear, and it tells much about the everyday lives of people in the Sunni triangle. It should make everyone involved more proud of the work done in Iraq.

Acknowledgments



My service in Iraq, from August of 2004 to March of 2005, provided both first-hand experience with the operations in and around Fallujah and a working relationship with most of the key personnel who directed operations during that time. I also benefited from access to many of the first-hand accounts and the official military records of the period immediately prior to my tour of duty – from March to July 2004. Many members of the 1st Marine Expeditionary Force and 1st Marine Division also contributed to my understanding of operations in Al Anbar province. My thanks and deep appreciation go to each member of these proud professional organizations.

I thought it was important to record the names of many of the servicemen and women who lost their lives in Iraq as this story is being told. I do this to honor those who died, although I understand well that the circumstances surrounding the deaths of each of these men and women are unique. I have not listed all those who died in support of the war on terror, and I sincerely regret any omissions or inaccuracies among these names listed. We Americans should honor everyone who has sacrificed for our freedom.

Beyond anyone else, this book has been supported by the diligent and kind encouragement of my beloved wife, Rosaline. She has been friend, advisor, researcher, critic, and sounding board; her uniquely valuable insight and her genuine love and devotion have made every part of this book and everything in my life better. She supported me during my time in Iraq and during every day that this book has been in our minds. It is also for our girls.

Although it has benefited from a great deal of government information, this book does not reflect the views or opinions of the U.S. government or the U.S. Marine Corps; nor does it reflect their policies or those of any of the Marine organizations listed above. The views expressed in this book are mine alone, as are any errors or omissions.

John R. Ballard
Washington, D.C.



Map 1. Iraq and the Sunni Triangle

Chapter One



The Old Bridge

For the four contract employees of Blackwater, USA, awakening with the rising desert sun made the last day of March 2004 like so many days that had passed before in Iraq.¹ Although it was already quite hot when they packed their gear, they wanted to get an early start driving through the nearby Iraqi city of Fallujah. Iraqis do not do much early in the day, so the traffic was not expected to be heavy. As American defense contractors, they did not work for the U.S. military and did not feel it necessary to coordinate all of their activities with the newly arrived Marine command at Camp Fallujah, where they lived. Plus, three were former members of the elite Army Green Berets² and the fourth, Scott Helvenston, was a former Navy SEAL (Sea-Air-Land),³ so they knew many people in the camp well and felt confident of their own abilities in country.

They also understood very well that their security rested in part on their anonymity, so they sought simply to blend in as they drove west in two Mitsubishi Pajeros, four-wheel-drive sport utility vehicles, off the camp and down the divided highway, mixing with the ever more numerous cars on the road. Everything seemed normal as they drove under the overpass and straight down Highway 10 through the very center of the city in the two SUVs. Ignoring the longer, but less congested, route on the interstate highway that skirted the northern edge of Fallujah, they passed the beautiful new blue mosque and minaret next to the fire station and continued west toward the Euphrates River only to find more traffic congestion than usual near the city center.⁴

They eventually crossed the main intersection of the city (just past the mayor's complex and police headquarters) and then veered left on the main street, heading for the "new bridge" crossing the river. Only two blocks further, however, as they slowed at another major intersection, a lone attacker armed with a rocket-propelled grenade launcher walked confidently up to the lead SUV and fired at point-blank range into its chassis. Other Iraqis sprayed the vehicles with bullets from their

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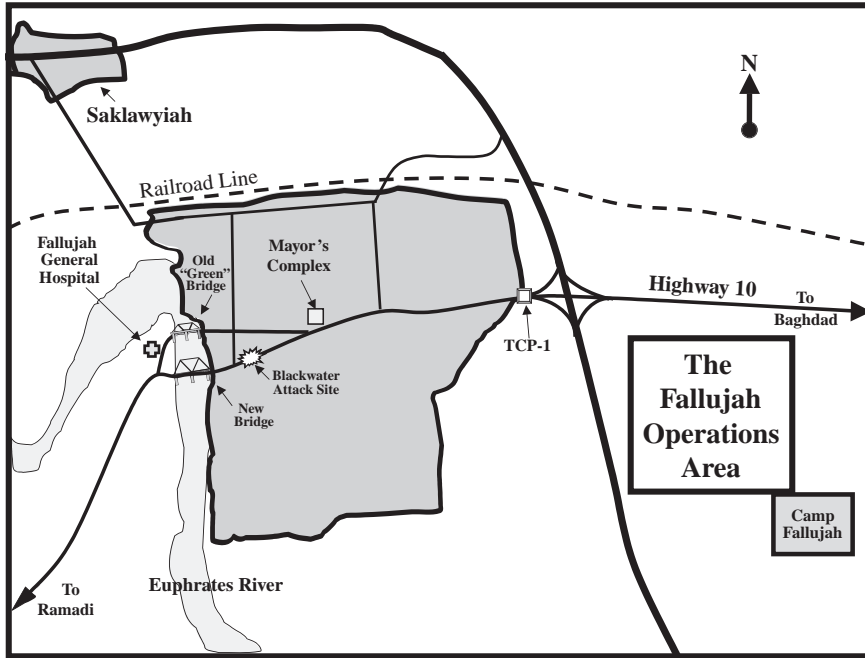
AK-47 assault rifles. “When an American with bullet wounds in his chest staggered out and fell to the ground, he was kicked, stomped, stabbed, and butchered.”⁵ As the first vehicle was engulfed in flames, the driver of the second SUV quickly attempted to drive over the highway median and escape back out of the city. But before it could even leave the intersection, that vehicle was also hit by numerous AK-47 bullets and both of its passengers were killed.

In 2004, such a vicious attack on foreigners was not new to Fallujah or to Iraq; what followed, however, gave evidence of the extreme emotions that were building inside the city. As word of the attack spread, crowds of local residents, whipped into a frenzy of anger, assaulted the destroyed vehicles and pulled the bloody bodies of the Americans from them. They were celebrating the horrible deaths of four men whom they did not even know but who they felt represented the influence of America in Iraq. Armed only with work tools, the huge crowd of jubilant locals, including many children, beat and dragged the bodies block by block through the streets of their city. Two of the four bodies were eventually paraded through five or six city blocks and hung “like slaughtered sheep”⁶ with wire from the green painted ironwork of the old Euphrates River bridge. All the while, local Iraqis openly chanted and cheered before cameras.

The old green bridge over the Euphrates was a cultural icon in Iraq, but once those charred bodies were hung there, it became a new sort of symbol and brought a completely different type of attention to the city of Fallujah. Perhaps the people of Fallujah did not understand the implications of this attack, but on that date decision makers in the United States and the international media took notice of the city in a way they never had before. Less than 1 year later, the fortunes of Fallujah would turn full circle as multinational forces and units of the Iraqi Army assaulted and significantly damaged the city, at least in part because of the violence and enmity shown on March 31, 2004.

FALLUJAH: THE CITY OF MOSQUES

The city of Fallujah sits on the east bank of the Euphrates River only 35 miles west of Baghdad. Although population figures for Iraqi cities are imprecise at best, most analysts accept that over 200,000 Fallujahns lived in the city prior to the start of the war in Iraq in March 2003. The city has no real natural resources but does lie across the traditionally important lines of communication that link the Iraqi capital with Syria to the west and Jordan to the north. One of the first roads leading west from Baghdad to Jordan was built through Fallujah in 1914. It is located in the province of Al Anbar midway between Baghdad and the provincial capital, the similarly restive Sunni city of Ramadi. Even under the British occupation of Iraq after the collapse of the Ottoman Empire, the city was a trouble spot. In the spring of 1920, Lieutenant Colonel Gerald Leachman, a renowned explorer and a senior colonial officer, was sent to quell a rebellion in the city, but he was killed just south of Fallujah in a fight with local leader Shaykh Dhari. In response, the British sent an



Map 2. The Fallujah Operations Area

army to crush the uprising, an action that took the lives of more than 10,000 Iraqis and 1,000 British soldiers.⁷ By most accounts even Saddam Hussein had trouble dealing with Fallujah and bought the city's loyalty with passive acceptance of the smuggling trade, which included automobiles and other western luxury items and brought it much of its prosperity.

War has touched Fallujah several times throughout history. The Romans battled near the city in the third century. Xenophon had also fought there 600 years earlier. Its location astride the Euphrates and at the western doorway to Baghdad has always made it valuable territory. Today, however, its value rests more on high-value smuggling than any other commodity outside of providing material support for terrorism. It has been said that "Fallujah is where the deals go down in western Iraq. It's where the sheiks and imams take their cut from international smugglers and issue their threats, promises, and praise."⁸ Stolen cars are reworked for sale in Iraq, and other illicit materials are often transferred to Baghdad markets. Thus, it has traditionally been and remains a city beyond the law.

Fallujah has a very ugly history with coalition forces, and much of this history is linked to its now-famous bridges. During the first Gulf War, one errant laser-guided bomb from a British jet intended to destroy the bridges over the Euphrates failed to guide and landed in the city market area, killing approximately 100 local residents. This was only the first of several bad incidents that only heightened

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the natural distrust between the residents of Fallujah and the coalition forces in Iraq.

In 2003, after many portions of the Al Anbar province were taken under the control of special operations forces during the early weeks of operation Iraqi Freedom, elements of the 82nd Airborne Division, centered on the 325th Airborne Infantry Regiment, arrived in the city briefly starting on Saddam's birthday, April 28. Yet even this first visit was marred by error, as several residents of Fallujah were killed after U.S. soldiers fired on residents during a demonstration the initial night the Americans were in the city. According to press reports, the local Fallujahns claimed to be unarmed, although the American soldiers did confiscate several weapons.⁹ The locals were certainly chanting anti-American slogans and massing in a way that threatened the soldiers. What is certain is that several Iraqis were killed in the confrontation and that it spawned a second demonstration the following night, which also received fire from the American forces. One soldier was quoted as saying, "a couple of hundred people gathered out in the streets; they threw rocks, so we shot back, and they all ran down that way."¹⁰

The Iraqi version of these events included between 6 and 12 dead and over 50 wounded, but there were conflicting reports given to members of the press.¹¹ One of the people interviewed by Cable News Network reporter Karl Penhaul was a doctor at Fallujah General Hospital. The staff at that hospital would later become infamous through their regular support of the insurgency using exaggerated media claims. Later in the same week, a third incident occurred in Fallujah that resulted in injuries to seven soldiers. The U.S. Army V Corps chief of staff, Brigadier General Daniel Hahn, stated, "We have information that former Ba'ath Party members remain in Fallujah and are organizing small groups to demonstrate against coalition forces. These outside agitators then use the demonstrating crowds as cover as they fire on coalition forces."¹²

Still, regardless of the truth of these incidents, the injuries suffered by the locals inflamed the preexisting perception that the American forces were anti-Iraqi. And the actions of the 82nd Airborne clearly set an extremely negative precedent for multinational forces operating in the city, as they eventually withdrew from the company-size fighting position they had established downtown.¹³ The local demonstrators played into the hands of those in the city who wanted to confront the American military and the 82nd Airborne were not fully prepared to deal with a hostile population, given the assumption during planning that liberated Iraqis would welcome the American army following the end of Saddam Hussein's regime.

By early June 2003, senior coalition commanders realized they had a real problem in Fallujah. In response, they dispatched a brigade from the 3rd Infantry Division (3rdID), which became the first American force to really control the area around the city.¹⁴ The 3rdID was directed to reinforce the coalition presence in the region and support the efforts of the 3rd Armored Cavalry Regiment (3rdACR) operating in northwestern Iraq.¹⁵ At the time it moved on Fallujah it was a tired unit, spent after the long historic run on Baghdad from Kuwait in the opening attack of the war. Fallujah, meanwhile, had profited from the gap in military coverage during

April and May to attack numerous anticoalition elements and begin to develop itself into a zone of defiance. The 3rdID had planned a full-scale attack to shut Fallujah down but ended up executing a quasi-peacekeeping mission in the city instead. The city quickly took advantage of the lenient approach and began to fight back. The first improvised explosive device (IED) employed against coalition forces was used in the western outskirts of Fallujah on July 18, 2003.

One of the key lessons learned by all units that served in Fallujah is that the city understood power better than it understood negotiations. The criminal-backed leadership of the city was used to dealing forcefully with one of the most repressive governments in the world and after Saddam's fall any occupier who used less forceful approaches became easy prey for manipulation. The involvement of the 3rdID in Fallujah ended quickly and rather unsuccessfully in the late summer of 2003. Unfortunately, its less than forceful actions continued a trend of multiple transitions executed by U.S. military units who permitted the city leaders to slowly gain a powerful position in opposition to the coalition. After their short time in Fallujah, the soldiers of the 3rdID were shifted back to Baghdad and the area around Fallujah became the responsibility of the overextended 3rdACR.

The 2nd Battalion of the 3rdACR from Fort Carson, Colorado, assumed the mission in Fallujah in early August and became the first American unit to work effectively, albeit temporarily, with the residents of the city.¹⁶ The 3rdACR made some inroads with the local residents by giving up their mechanized vehicles to run patrols in Humvees, thus reducing damage to the city infrastructure, but even after such a positive start the 3rdACR failed to establish real control in the city. Its forces were just far too spread out to be effective in such a challenging city.

The 3rdACR was replaced again, in mid-September, by the 505th Parachute Infantry Regiment (the 3rd Brigade) of the 82nd Airborne Division, commanded by Colonel Jeffrey Smith, which was encamped just outside the city.¹⁷ The 82nd took a much more aggressive approach with the insurgency than had its predecessor, with some initial negative consequences. During the handover of responsibility between the two units, members of the 82nd fired on and killed eight local Fallujah policemen and a guard for the nearby Jordanian hospital on September 12, 2003. Five days later the paratroopers from same unit opened fire at a wedding, killing a 14-year-old boy and wounding six other people after mistaking celebratory gunfire for an attack.¹⁸ Such actions did not endear the residents to the 82nd, but the All American Division did not relent in its aggressive approach.

In October and November, in response to numerous incidents in Fallujah, that Division began a series of cordon-and-search raids throughout the city targeting known insurgents and Former Regime Element (FRE) supporters of the insurgency. On October 13 the local Iraqi police fired on soldiers inside Fallujah, and on October 31 another big firefight occurred near the fire station downtown. On November 2, insurgents based in Fallujah shot down a U.S. CH-47 helicopter, killing 16 soldiers.¹⁹ As the insurgency increased its opposition, the paratroopers of the 82nd matched it with ever-greater aggressiveness and firepower. Later the

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same month, a bomb destroyed the office of Mayor Taha Bedawi, who had been appointed in April 2003 by tribal sheiks. Bedawi, who was subsequently forced to leave his post, was known to cooperate with U.S. forces.²⁰

From December 2003 to March 2004, the 82nd continued to conduct operations in Fallujah, all the while working to build the confidence and capability of the Iraqi Civil Defense Corps (ICDC) and police forces in the city. The leaders of the 82nd knew that saturating the streets with soldiers was the only way to control the environment and establish real security. Every mission was accompanied by psychological and information operations to help the people understand the role of the coalition forces and the options they had for future progress in the new Iraq. Lieutenant Colonel Brian Drinkwine, the commander of the 1st Battalion, 505th Infantry, explained, “with the increased street operations and interaction among the local populace, more Fallujahns may view us not as just Americans, but as people with a sense of purpose – to rebuild Iraq into a free, democratic nation.”²¹ The American and Iraqi soldiers were even conducting limited joint patrols in January 2004 to include a hugely successful mission to confiscate weapons from the city conducted on January 6. The 82nd Airborne integrated a strong civil affairs program with their operations to improve schools and other facilities in the area, but they could never shake the opposition of the “behind the scenes” city leaders.

These early forces had very few troops with which to control a huge, yet sparsely populated, area along the strategically valuable Euphrates River. Some of the residents of Fallujah had been circumventing the rules of even Saddam Hussein’s oppressive regime for years and were well adept at finding ways around any restrictions on their activities. With a large amount of space to cover, no recognized “enemy” formations in the field to focus on, and no way of distinguishing neutral Iraqis from potential insurgents, the military units of the coalition had a very difficult task to accomplish. As late as May 2005, after 2 years of living in the area, coalition forces discovered a very sophisticated underground bunker complex filled with a huge amount of weapons and ammunition in a location within 5 miles of the main Multinational Force (MNF) base camp outside of the city of Fallujah.²² This complex had most likely been in use since the very first days of U.S. activity in the area, yet it was not discovered for 3 years. The enemy threat posed to the MNF in the area was well organized and well employed, presenting a significant challenge for counterinsurgency operations.

THE NATURE OF THE INSURGENCY IN IRAQ

The insurgency facing the coalition forces in Iraq was multifaceted and complex in motivation. Most simply, it was a conglomeration of three separate but loosely cooperating groups with different but complimentary agendas. The most distinct of these groups was the FRE,²³ who had previously been members of Saddam Hussein’s Ba’ath Party. These people were fairly well known from their previous government positions and were clearly opposed to the coalition and the new Iraq

because, as Sunni members of Saddam's government and army, they had been disenfranchised by the de-Ba'athification policy of the Coalition Provisional Authority (CPA). In some cases these Iraqis had previously been powerful government officials who had committed acts of injustice. Some members of the FRE had simply been lower-level functionaries working to put food on their tables, but all of the Iraqis who were actively employed by the former regime lost their jobs and honest livelihoods when Ambassador Paul Bremer decided on de-Ba'athification, so among members of all these Ba'athist groups, there was no love for the new Iraq. FRE insurgents were more practical than idealistic, they were all Iraqis, and they were well networked in Al Anbar province. They were not necessarily well trained, unless they had been members of the Iraqi armed forces or security services under Saddam, but in 2003 there were very few alternatives open to them and they were extremely committed to their cause.

The second category of insurgents consisted of the hardened terrorists, members of a terrorist group, or employees of a terrorist group. The most famous of these groups was the Al Qaeda-linked terrorist organization led by Abu Musab al-Zarqawi, known as Al Qaeda in Iraq. Zarqawi deserves special mention because he came to be the major terrorist actor and primary terrorist coordinator in Iraq during this period. He is Jordanian by birth and met Osama bin Laden in Afghanistan as have so many of the Al Qaeda converts of his generation. Unlike many of his fellow terrorists, however, Zarqawi's motivation was much less religious and much more criminal in nature. He was a thug and personally participated in some of the most vile acts committed by his group of terrorist-insurgents.

Terrorists came to Iraq from a host of nations to join in the war as idealistic supporters of any group who attacked the United States, Israel, or even "western institutions" more generally. Terrorists were ideological in their motivation and normally well trained and well financed. Their training gave them flexibility and their financial support gave them mobility, so they rarely stood to fight in Iraq, preferring to strike quickly and run from major engagements.

An important aspect of the terrorist motivation in Iraq was inspiration from jihadist Muslim ideologues. Although rarely was a direct connection obvious, many of the terrorists who came to fight in Iraq did so because they were motivated by the writings and media issued by bin Laden or conservative Muslim religious leaders. This brought a sense of holy war to the fighting on the part of the terrorists and certainly created a climate where acts like suicide bombings, which would otherwise be extremely rare, came to be commonly employed. The jihadists did not limit their attacks to Americans, but felt perfectly justified in killing other Muslims anytime they came in proximity to American or Iraqi national targets.

The third opposition group in Iraq was much more ill defined and was largely composed of criminals and malcontents who saw the war as a way to profit from instability and lack of governmental control. Saddam had opened the Iraqi prisons prior to his fall, and western Iraq was full of people who would prey on any soft target or take advantage of opportunities for theft and profiteering. Most of these people were Iraqi and very few were well trained or financed, but they were

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extremely difficult to identify and had a completely opportunistic approach to the war.

The FRE and their cause were a magnet to the terrorists, and although they both sought to attack both the coalition and the new Iraqi government, they frequently had different longer-term goals, so any linkage between members of the FRE and the true terrorists was normally short term. Criminals might join either group and frequently operated on the fringes of both groups, seeking simply to fan the flames of instability and get paid for their actions. Any alliance of these three groups was weak and normally temporary, but from the coalition perspective, because they often acted similarly, it was very difficult to sort out with any certainty individual members or attribute responsibility for an act to any specific group. In 2004, Fallujah came to be inhabited by numerous members of all three groups. Unless someone was captured or killed, or a group claimed responsibility for a given attack, it was frequently impossible to tell who made an attack or for what reason, so wargaming, or outthinking these groups, as was traditional with an enemy in conventional conflict, was always a very difficult challenge fraught with risk.

This inability to categorize and analyze the enemy in Iraq made the fighting there much more difficult for professional Soldiers and Marines. Convoys were frequently attacked by different groups on the same day, and those enemy actions may or may not have been coordinated. The process of identifying and targeting key leaders, normally an important tool for western military forces, was extremely complex in Iraq. Even if an enemy leader or cell could be identified, the loose nature of the opposition made understanding where it might fit into the overall enemy organization very problematic. This was one of the most frustrating aspects of the conflict in Iraq.

THE MARINE EXPEDITIONARY FORCE TAKES CONTROL

One of the key lessons of any insurgency is the absolute requirement to remain engaged with the local population – to prevent the insurgents from freely swimming in the ocean of local support. Without regular access (and, to be frank, the 82nd Airborne was far too overextended to be present in all of the tense areas of the province), the influence of the coalition slowly but precipitously dropped in the early months of 2004. When the 1st Marine Expeditionary Force (MEF)²⁴ assumed control of the region from the 82nd Division in late March 2004, relations with Fallujah were limited and constrained at best. Still, the MEF arrived with great new energy and a much more deliberate and aggressive approach to operations.²⁵ Typified by the catchphrase of the 1st Marine Division, “No Better Friend, No Worse Enemy,” the Marines had specifically designed a new training plan and even changed their uniform policy to signal that “a new sheriff was in town.”²⁶

The MEF and all of its major subordinate commands had participated in the initial assault in Iraq during the first phase of operation Iraqi Freedom. Moving on the right flank of the coalition’s two-pronged attack up the Euphrates River valley,

it had taken Basra and Nasiriyah and then crossed the river to enter Baghdad on April 8. Following the effort to secure the Iraqi capital, one of the MEF's subordinate units, Task Force Tarawa, pressed on northward to take Saddam Hussein's hometown of Tikrit before major combat operations became less vigorous and the coalition command repostured its forces to assert control over the entire country.²⁷ In the late spring of 2003, the MEF was finally assigned to control the majority of southern Iraq, between the British sector, Multinational Division-South (MND-South), and Baghdad, including the cities of Hillah, Kut, Diwaniyah, Karbala, and Najaf. This period allowed the MEF to focus on stability operations in a relatively quiet sector of Iraq dominated by Shia interests prior to its redeployment to the United States in October 2003. Very quickly following their return home, however, the Marines of the MEF learned that they would be returning to Iraq for phase two of the war – the stabilization of Iraq and operation Iraqi Freedom II.

Understanding well that stability operations require different approaches and indeed different skills than do conventional combat operations, the subordinate commands of the MEF began a very aggressive training program to reorient on different tasks and a different mind-set in December 2003. The 1st Marine Division training program was based on long-standing Marine doctrine and lessons learned from previous low-intensity combat operations, reaching as far back as the Banana Wars of the 1920s. The Marines had pioneered a *Small Wars Manual*²⁸ and had a large stock of reading material designed to frame a different attitude among the troops to better deal with the complexities of counterinsurgency operations.²⁹ The Division also had a different strategy for stability and support operations, which required each individual Marine to understand Iraqi culture and traditions and interact openly with the Iraqi people. These programs would go a long way toward preparing the forces for the very different type of war they would encounter in Iraq during 2004.

Still, changing from a conventional more “kinetic” mind-set to a more engaged stabilization approach required aggressive leadership and daily example from the senior leaders of the MEF. The drive, commitment, and style of the MEF leadership would be a critical factor in the ability of the force to transition to counter the evolving threat in Iraq while gaining and developing the trust of the Iraqi people. The key leaders of the MEF included its veteran commander, Lieutenant General Jim Conway,³⁰ who had led the MEF in the assault into Iraq the previous year, and his aggressive, no-nonsense chief of staff, Colonel John Coleman. Other key players included the gruff commander of the 1st Marine Division, Major General Jim Mattis,³¹ who had commanded the Marines in Afghanistan as well as in Iraq, and his savvy assistant division commander, Colonel Joe Dunford.³² These men rounded out a long roster of leaders who had already served in Iraq but who would have to meet very different challenges during their second tour in country.

Unfortunately, very soon after taking over responsibility from the 82nd Airborne Division, the newly arrived Marines were confronted with the charred bodies of their countrymen hanging from the old green bridge less than 5 miles away in Fallujah.³³ The incident not only horrified the world, but it also directly affected

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the pace and style of counterinsurgency operations conducted by the coalition forces in Iraq. At first, there was little the Marines could do, but they were soon directed to execute an operation named Vigilant Resolve,³⁴ the destruction of the insurgency in Fallujah in response to the Blackwater attack.³⁵ After March 31, 2003, Fallujah took on a worldwide significance far greater than its physical size. For the next year, the name *Fallujah* resonated in media outlets across the globe on a daily basis. During that year, the city would rise to even greater prominence before being pummeled and then rebuilt by the Marines and their coalition partners. For that year the old bridge leading west pointed to a very different future dominated by jihadist-inspired sharia courts.

Chapter Two



Showing Resolve

The coalition response to the killings of the Blackwater contractors in Fallujah was sadly ironic. Without a directed military response, generated by the horrific nature of the incident, a new relationship between the coalition forces and the residents of Fallujah might have been forged. Because the Marines of MEF had arrived with a very different, more Iraqi-centric, and more integrated approach to the stability operations mission than had been used previously by the U.S. Army forces in the area, the Fallujahns could have been weaned away from the insurgency. A crucial part of the Marine approach called for engagement with the Iraqi people in a way reminiscent of the Civic Action Program (CAP) pioneered by the Marine Corps during the Vietnam conflict.¹ The Marines expected that by demonstrating they could be good friends with the Iraqi people they could soften Sunni perceptions of an occupation and develop better communications and unity of effort against the insurgents. Eventually, of course, the Marine goal was to minimize support for the insurgency among the local Iraqis and reduce the need for combat operations.

But, by the time the Marines arrived, the 82nd Airborne had effectively ceased active patrolling inside Fallujah, after repeated acts of violence indicated security was better left to the local police and ICDC soldiers within the city.² Notwithstanding the lack of coalition activity in the city, before the Blackwater incident, the Marines still wanted to engage with the people of Fallujah to show the benefits of their unique approach, and they quickly resumed active engagement with the population. Yet, almost immediately after their arrival the Marines began to sense that the situation in Fallujah was not as calm as they had been led to believe.³ First, a rocket was fired from the city into the coalition force base at Camp Fallujah,⁴ killing a doctor assigned to the 82nd Airborne on March 20. Later, on March 26, an attack on a logistics convoy nearby resulted in the death of a Marine, Private First Class Leroy Sandoval, Jr., and about 18 Iraqis.⁵

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Thinking these attacks were isolated incidents in a dangerous country, Colonel John Toolan, the commander of the 1st Marine Regiment, charged with security in the area, and other Marine leaders entered Fallujah the next day to discuss the new Marine way of interacting with local residents in the mayor's complex of the city. During that meeting, seven Marines were wounded by mortar fire.⁶ The next day yet another Marine was wounded near the highway intersection on the east side of the city, and a Special Forces soldier was killed by a command-detonated IED while leaving Fallujah.⁷ It was then clear to the Marines that something unanticipated was going on in the city. On the same day of the Blackwater murders, five U.S. Army soldiers died in an IED attack in nearby Habbaniyah, Iraq.⁸

So it was a rising level of violence that was already in evidence, combined with the deaths of the five soldiers outside Fallujah on March 31, not just the chilling Blackwater murders that drove the MEF toward a traditional assault on the enemy in Fallujah in late March. In fact, the initial forays of this assault actually began as early as March 29, even as Colonel Toolan and his 1st Marines were accepting tactical responsibility for the city from the 82nd Airborne. On that date the 2nd Battalion, 1st Marines had begun a limited objective raid into the northeastern corner of the city to discover the source of the recent attacks on March 27.

Although the main assault did not begin in earnest until Monday, April 5, the Marines had immediately begun conducting tactical operations to identify and deal with the threats in Fallujah because it was obvious to them that insurgent activity was a significant threat.⁹ Of course, there was no doubt that an even greater response was needed after the incidents of March 31, but it appears in retrospect that the insurgents in the city were actually taking advantage of the turnover between the 82nd Airborne and the Marines to attack the coalition during a period of weakness. This ability to identify and exploit a potential gap in coverage caused by the turnover between the two units shows that the insurgency in Fallujah was being directed by a commander or commanders capable of observing and analyzing coalition activities for opportunities and then taking action to gain tactical advantage. It was a much more sophisticated and capable enemy than many people in Washington, D.C., and elsewhere in America realized.

VIGILANT RESOLVE, NO WORSE ENEMY . . .

The April attack by the coalition forces into Fallujah changed the insurgency in Iraq in several ways. Most critical among these changes was the fact that for months afterward, the insurgents believed they could both defeat coalition forces in urban combat and manipulate influential Sunnis in Baghdad to negotiate on their behalf against coalition forces. The April fighting in Fallujah also established some important precedents for operations to follow, in both Najaf and in other areas of Al Anbar province, including the second attack in the city, which would follow in November. For these reasons an overview of the April operation is important to a full understanding of what followed.

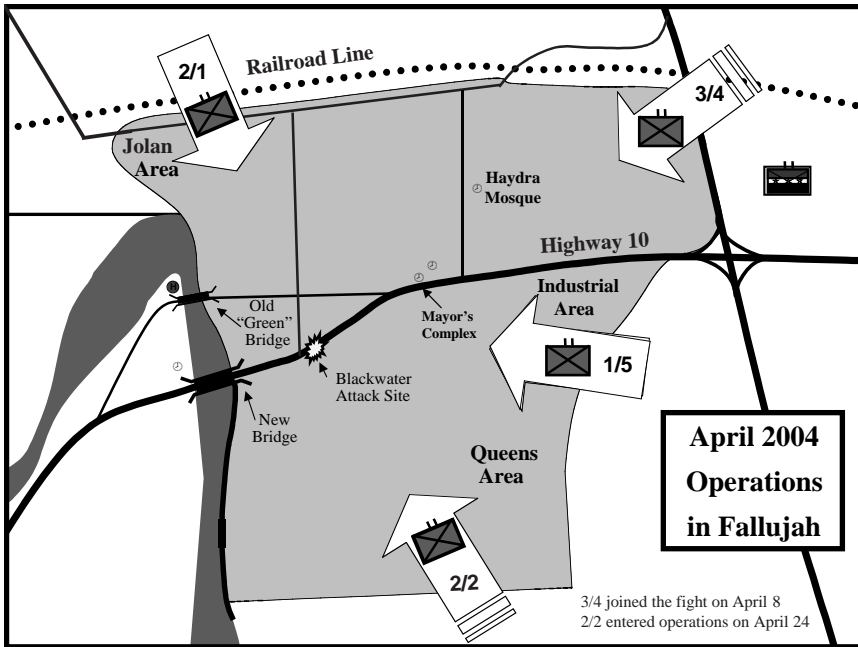
Although the U.S. military can respond very quickly to a host of situations in crisis, attacking into a city the size of Fallujah remains an extremely complex task. Such complexity requires time for detailed planning and positioning forces. A few additional days of breathing room before the assault would have elicited a different Marine response in Fallujah, but war all too frequently forces commanders to react under less than optimal circumstances. Within hours of the March 31 incidents, the MEF began to shift additional units toward Fallujah and to posture supplies for offensive operations. In less than a week, the MEF, in coordination with its subordinate tactical commands, the 1st Marine Division, and Colonel Toolan's 1st Marine Regiment (assigned to provide security in the area), had produced an assault plan focused around employing two Marine battalions and parts of two Iraqi battalions inside Fallujah to root out the insurgents in the city. The operation was named Vigilant Resolve.

The plan called for Regimental Combat Team 1 (RCT-1),¹⁰ under the command of Colonel Toolan, to surround the city and then penetrate it from two angles immediately before launching a series of raids to capture the key individuals linked to the most extreme violence in the city. The main physical objectives identified in the plan were to establish control over the mayor's complex at the city's center and the Iraqi military compound to its west.¹¹ Through the first 3 days of April, units were moved from nearby areas of the province and the key access points into Fallujah were occupied by coalition forces, with Golf Company 2nd Battalion, 1st Marines taking control of the western approaches into the city, including the old green bridge where the contractor bodies had been hung.

The 2nd Battalion, 1st Marines (commanded by Lieutenant Colonel Greg Olsen) in the northwest and 1st Battalion, 5th Marines (commanded by Lieutenant Colonel Brennan Byrne) in the southeast were the key maneuver forces working for Toolan.¹² The two local ICDC battalions deemed combat capable by the MEF were intended to support the Marine penetrations in the city. All of these units were to be supported by AC-130 Specter gunships at night and F-15 Eagle fighters and AH-1 Cobra helicopters during the daylight hours.

This plan appeared to be an effective approach to the problem, fully integrating the Iraqi forces and employing a focused effort to isolate the insurgents while conducting operations with an eye to protecting the local residents. Unfortunately, the Iraqi units involved in the operation got off to a very bad start, with one battalion encountering an IED as it began movement from Baghdad. That was all it took to convince the unit's soldiers that they did not want to fight in Fallujah. The second battalion arrived in time to provide a company to each of the two Marine assault battalions, but even it lost a great deal of its effectiveness after suffering three fatalities in the first few days of the fighting. In the early spring of 2004, the ICDC units simply did not have sufficient unit cohesion and training to successfully fight the insurgents.

After access to the city had been controlled by coalition units occupying the major entry routes, the initial combat patrols entered Fallujah early on Monday morning April 5, broadcasting warnings for the residents to stay indoors for their



Map 3. April 2004 Operations in Fallujah

own safety.¹³ Many of the financiers, recruiters, and weapons suppliers for the insurgent movement were rounded up in early raids.¹⁴ “Iraqi police dropped off U.S. leaflets at city mosques, announcing a daily 7 P.M. to 6 A.M. curfew and ordering residents not to carry weapons.”¹⁵ The prohibitions on weapons and free movement were to help differentiate between the insurgents and the locals. The Marines even developed and broadcasted techniques for residents to stay sheltered in their homes and ways to safely approach coalition forces.

Unfortunately, the Marines’ reception in the city was anything but safe. Troops came under fire almost immediately from insurgents, who used rifles, automatic weapons, rocket-propelled grenades (RPGs), and mortars, firing from homes, vehicles, and even mosques. Insurgent snipers fired from rooftops and the windows of homes and businesses. The Marines returned fire and quickly brought helicopter gunships to bear against the enemy positions, but four Marines were killed on the first day of combat operations in the city.¹⁶ It was very clear that many of the local residents were aiding the enemy fighters, who wore black clothing and scarves wrapped around their faces.¹⁷

Lieutenant Colonel Brennan Byrne’s 1st Battalion, 5th Marines (commonly known by the abbreviation 1/5) attacked from the east into the heavy industrial area of the city and bore the brunt of the initial casualties. One Marine commented, “As soon as we pulled up, they started shooting at us. There were mortars, rockets and bullets flying everywhere. . . . It seemed like everyone in the city who had a

gun was out there.”¹⁸ Still, the Marines tried to avoid civilian casualties by limiting the use of indirect fires in the city. At this early stage in the second year of the war, the employment of artillery and close air support inside cities was still considered risky. Even with the intensity of the Iraqi response, Byrne commented that the action was “about making the city livable so people don’t have to live in fear of the thugs who have taken over the city.”¹⁹

Still, by Tuesday, April 6, 1/5 had consolidated among several strong positions in the industrial area of the city’s east side.²⁰ In 2004, that part of the city was primarily filled with small factories, auto shops, and warehouses, and covered with junk machinery and car parts. So it was particularly rough urban terrain for combat operations, but, at least it then had many fewer residents than the other sections of the city – certainly many fewer people lived there than lived in the densely packed northwestern sector of Fallujah known as the Jolan. Using cannon from AC-130 gunships and aircraft-delivered rockets, Byrne’s battalion was able to carve out control of a fairly large section of the city and reinforce its positions around an old soda factory, used as a strong point.

Elsewhere in Fallujah, things were not going smoothly at all. Small, scattered groups of insurgent fighters were waging hit-and-run attacks and running street battles against the Marines in both the northwestern and the northeastern sectors of the city. “For hours into the night, the sides traded fire, while teams of Marines moved in and out of the neighborhood, seizing buildings to use as posts and battling gunmen. Helicopters weaved overhead, firing at guerilla hide-outs.”²¹ Four homes were destroyed in the initial fighting and between 20 and 50 Iraqis were killed or wounded. Perhaps just as troubling, after suffering their initial casualties, the supporting Iraqi units began to fail and never again performed as expected in the operation. For the fight in Fallujah, it was really only the newly arrived Marine battalions that counted – and they were set against a much better situated and stronger enemy force than was anticipated.

The residents remaining in the city figured out quickly that the ongoing attack in Fallujah was something very different than anything they had experienced before. Consequently, on the third day of the operation, the city erupted with a flow of residents fleeing from the combat. The Marines had thought to provide food and water for a needy population but were amazed to observe over 80,000 Iraqis flow through the exit points in a matter of only 20 hours.²² Everyone understood that this operation indicated a big change in the way the coalition was waging the second year of war in Iraq.

NOT JUST FALLUJAH

Unfortunately for the Marines, Fallujah was not the only challenge the coalition was facing in early April. At the same time they began operations in the city of mosques, the 1st Marine Division also began increased operations elsewhere in the province so as to put additional pressure on the insurgents and limit any reinforcements

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