

AFGHANISTAN:  
10 YEARS AGO

# Operation Phantom Fury

## The Assault and Capture of Fallujah, Iraq: November 2004

Story by Dick Camp  
Photos courtesy of Col Todd S. Desgrosselliers

### Part I

When the battle honors of the Corps are cited—Belleau Wood, Guadalcanal, Iwo Jima, Chosin Reservoir, Hue City, Khe Sanh—a new name will be added: Fallujah.

### Prologue

On Wednesday morning, 31 March 2004, a private security firm convoy was ambushed on the streets of Fallujah, Iraq. Four American contractors were killed, and their bodies were desecrated and hung from a bridge over the Euphrates River. The following Monday, the First Marine Division, under Major General James N. Mattis, was ordered to launch a retaliatory attack into the city.

Within days, the division was ready to “roll up” the insurgents when the Coalition Provisional Authority’s chief ambassador, L. Paul Bremer III, announced a unilateral cease-fire. On 1 May, the Marines withdrew from Fallujah, leaving it in the hands of the insurgents, who continued to use it to launch attacks on coalition forces. The stage was set for a second Battle of Fallujah, Operation Phantom Fury.

### Back to the Brawl

*“Fallujah had become the bright ember in the ash pit of the insurgency.”*

—LtGen John F. Sattler  
CG, I MEF

In early 2004, Lieutenant Colonel Patrick J. Malay, the commanding officer of 3d Battalion, Fifth Marine Regiment, 1stMarDiv,



Prior to deployment, 3/5 underwent urban warfare training in California, and the training served the battalion well on the streets of Fallujah where large numbers of weapons and explosive caches were found during clearing operations after the rifle companies had passed through.

received word that the battalion (nicknamed "Darkhorse") was headed back to the fray. He had a strong hunch that Darkhorse soon would be fighting insurgents in Fallujah. Colonel Todd Desgrosselliers (then a major and Darkhorse's battalion executive officer) later said: "It was common knowledge that we were going into Fallujah." LtCol Malay, a blooded combat veteran of the "march up" to Baghdad in 2003, was determined that his Marines would be up to the task. He instituted a very demanding training schedule that emphasized small-unit realistic exercises.

"You push ... decision making down to the lowest level and give them their boundaries, give them an end state and then turn them loose," Malay said. Darkhorse spent weeks at Stu Segall Productions' "Mean Arab Streets," a hyper-realistic 4-acre mock Iraqi village in San Diego that blended Hollywood magic and artistry with tactical training. Segall was deeply involved with the battalion. "I was never in the military," he was quoted as saying, "but I am serving with the Marines right now."

After being immersed in the urban warfare training, Malay explained, "We learned all that stuff out there at Stu Segall studios [and] exposed them to some very graphic things. We called it stress inoculation."

On 10 Sept., the battalion's advance party arrived at Camp Fallujah (also known as the MEK (Mujahedin-E Khalq) Compound). Four days later, the main body boarded aircraft and flew to Kuwait before crossing over the border into Iraq. For many of the Marines, it would be their second deployment to the "sandbox," since they deployed to Iraq for the 2003 invasion. Within days, Darkhorse relieved 2d Bn, 1st Marines and assumed responsibility for Traffic Control Point (TCP) 1 and Main Supply Route (MSR) Mobile, hotly contested areas on the eastern side of the city. Desgrosselliers said, "The predictions are that they are going to stay and fight us."

## Fallujah Plan of Attack

*"When the politics break down, that is when the fighting begins."*

—Maj Todd Desgrosselliers

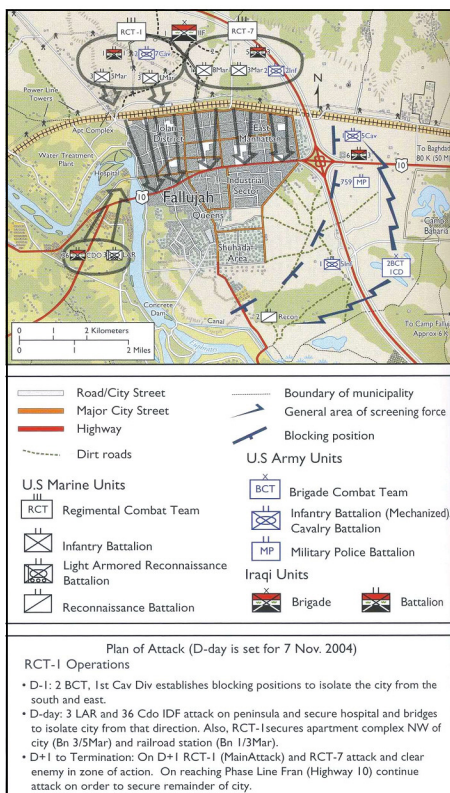
The 1stMarDiv's assault force, under the command of MajGen Richard F. "Rich" Natonski, consisted of two Marine regimental combat teams (RCTs), each with one U.S. Army and two Marine battalions; and 3d Light Armored Reconnaissance (3d LAR) Bn. RCT-1 was designated the division's main effort and was comprised of the U.S. Army's 2nd Bn, 7th Cavalry Regiment (2-7 Cav); 3d Bn, 5th Marines (3/5); and 3d Bn, 1st Marines (3/1). RCT-7 was in support of RCT-1, and the U.S. Army's 2-2 Infantry, 1/8 and 1/3 were its major components. Six Iraqi battalions also were attached to the 1stMarDiv for the fight.

Col Michael A. "Mike" Shupp, commanding RCT-1, was assigned to conduct offensive operations in northwest Fallujah. His concept of operations directed 3/5 on D+1 to destroy the enemy in zone: seize Regimental Objective A, an eight-building apartment complex on the northwest corner of the city; and Objective C, the Ma'ahidy Mosque and cemetery.

## D-Day (7 Nov.)

### Initial Combat Operations

At dusk, Task Force Wolfpack, made up of Headquarters and "Charlie" companies, 3d LAR Bn; "Bravo" Co, 1st Bn, 23d Marines; and the Iraqi 36th Com-



A Marine from 3/5 provides security for the battalion executive officer, Maj Todd Desgrosselliers, center, and commanding officer, LtCol Patrick Malay, on the Old Bridge in Fallujah.



mando Bn, secured the peninsula and seized the Iraqi hospital and the Iraqi National Guard compound. Second Brigade Combat Team (BCT) and 1st Cav Div established blocking positions to isolate the city from the south and east. RCT-1 and RCT-7 moved from assembly areas at Camp Fallujah to covered attack positions north of the railroad station and rail lines on the northern outskirts of the city.

### Movement to Attack Position

Desgrosseilliers described the movement of the battalion from the assembly area. "The initial convoy into Attack Position Dog included vehicles and personnel from 11 different attachments—representing every branch of the armed forces and Iraqi soldiers. A total of 234 personnel and 37 vehicles were part of the first serial during the movement to Attack Position Dog. The second and third serials included 110 personnel and 40 vehicles. The movement occurred without incident."

Col Shupp was pleased, saying, "Many hours of planning went into the movement, and the battalions executed it faultlessly and on schedule."

There was some concern that the insurgents might target the crowded attack position, so the regiment attacked by fire to keep them off balance. "We're putting deadly fire into their positions with precision air [while] at the same time the AC-130s are

working over the attack routes," Col Shupp explained. "Any vehicle in the street, any planter, any garbage pile, anything the Iraqis don't normally have outside their home is being destroyed."

### Darkhorse in the Attack

D+1 (8 Nov.)

#### Objective A (The Apartment Complex)

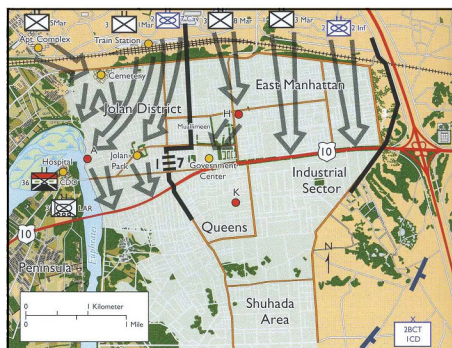
Darkhorse crossed the line of departure at 1100 on 8 Nov. and quickly reached the apartment complex without encountering enemy fire. "We used satellite imagery ... as well as firsthand knowledge of the area to develop a solid plan of attack," Desgrosseilliers explained.

"After we took the apartments," Maj Marshall R. Bourgeois, battalion operations officer, (S-3), recalled, "there was a lot of confusion ... explosions, Marines breaching the rooms and the steel doors with demo to gain access to clear the room." There were noncombatants still in the complex, "approximately 250 civilians, a lot less than the 1,200 to 1,500 that we were anticipating," Bourgeois recounted.

The residents were rounded up, screened for gunpowder residue to determine if they recently had used a weapon and given \$300 compensation for the inconvenience. Desgrosseilliers said, "We treated them with dignity and respect by talking to the head of the household and by allowing them to go back to their apartments



<ul style="list-style-type: none"> <li>— Road/City Street</li> <li>— Major City Street</li> <li>— Highway</li> </ul>	<p><b>D-day (7 Nov. 04)</b></p> <p><b>TF Wolfpack (3 LAR)</b></p> <ul style="list-style-type: none"> <li>• Attack, secure the peninsula, and isolate Fallujah from the west.</li> <li>• Secure and hold north and south bridges (2 and 3)</li> </ul> <p><b>36 CDO</b></p> <ul style="list-style-type: none"> <li>• Attack and secure the Peninsula Hospital (I)</li> </ul>
<p><b>U.S. Marine Units</b></p> <ul style="list-style-type: none"> <li>Light Armored Reconnaissance Battalion</li> </ul> <p><b>Iraqi Units</b></p> <ul style="list-style-type: none"> <li>Battalion</li> </ul> <p><b>Landmarks</b></p> <ol style="list-style-type: none"> <li>Hospital</li> <li>North (Brooklyn) Bridge</li> <li>South (New) Bridge</li> </ol>	



<ul style="list-style-type: none"> <li>— Road/City Street</li> <li>— Major City Street</li> <li>— Highway</li> </ul>	<p><b>U.S. Marine Units</b></p> <ul style="list-style-type: none"> <li>Infantry Battalion</li> <li>Light Armored Reconnaissance Battalion</li> </ul> <p><b>U.S. Army Units</b></p> <ul style="list-style-type: none"> <li>Brigade Combat Team</li> <li>Infantry Battalion (Mechanized)/Cavalry Battalion</li> </ul> <p><b>Iraqi Units</b></p> <ul style="list-style-type: none"> <li>Battalion</li> </ul>
<ul style="list-style-type: none"> <li>• Mosques (not all inclusive)</li> <li>A= Al Kabir Mosque</li> <li>H= Hydra (Hadhrah) Mosque</li> <li>K= Kubaysi Mosque</li> <li>• Landmarks</li> </ul>	

<p><b>D-day Thru D+3 (7-10 Nov. 2004)</b></p> <ul style="list-style-type: none"> <li>• RCT-1 (Main Attack): On D-day secure Apartment Complex (Bn 3/5 Mar) and Train Station (Bn 3/1 Mar). On D+1 attack in zone. Secure Jalan Park (Bn 2-7 Cav) and Al Kabir Mosque (Bn 3/1 Mar). Bn 3/5 Mar clear buildings in zone. Iraqi units support attack. On reaching Phase Line Fran (Highway 10) continue attack on order</li> <li>• RCT-7: Protect left flank of RCT-1. On D+1 attack in zone. Secure Hydra Mosque and Govt Center/Mayor Complex (Bn 1/8 Mar). Other units secure assigned objectives in zones of action. Iraqi units support attack. On reaching Phase Line Fran (Highway 10) continue attack on order.</li> <li>• 2BCT, 1CD: Continue to isolate city from south and east.</li> <li>• 3 LAR and 36 CDO: On D-day, attack and secure peninsula bridges (3 LAR) and hospital (36 CDO). Hold positions to isolate city from the west.</li> </ul>	
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LT COL RICHARD "WILD BULLY" COFFY, USMC (RET)

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**I MEF's air plan, Keyhole CAS, provided highly effective support to 3/5 throughout the operation. Here, the efforts of VMFA(AW)-242 are clearly evident as the berm and railroad tracks are breached as a result of eight GBU-31 JDAMS dropped from four of the squadron's F/A-18D Hornets.**

to get belongings." The residents were transported to the Civilian-Military Operations Center (CMOC). Desgrosseilliers pointed out: "Everything was pre-staged. We had tents that could handle them temporarily until they linked up with family in other parts of the country."

Darkhorse established a battalion aid station (BAS) in the complex. "We determined that we wanted it in the school building in the center of the apartments, which was directly north of the helicopter landing zone," Desgrosseilliers recalled. He also established a detainee collection point.

Maj Stephen Winslow visited it and was impressed with the facility, saying, "The U-shaped structure was located next to the battalion aid station. There was an initial screening area, where I saw detainees in flexicuffs and blindfolds being interrogated by Iraqi translators. Inside, the building was divided into rooms large enough to handle several prisoners. The room next to the screening area held confirmed insurgents. As I walked past, they stared at me with such an intense hatred that I did not doubt they wanted to kill me ... unless of course, I got them first!"

### **Breaching the Berm Aviation Support of Combat Operations in the City**

*I Marine Expeditionary Force devised an air plan called the Keyhole CAS to integrate all the division's fires, close air support, artillery and mortars. It was a template for airspace coordination that provided continuous day and night support for the attack. During*

*the operation, there were 540 air strikes that expended 318 precision bombs, 391 rockets and missiles and 93,000 machine-gun and cannon rounds.*

Once the apartment complex was secure, 3/5 turned to the next phase of its mission: breaching the railroad tracks, which were built on a berm approximately 30 feet high. "The elevated track," according to Maj Christeon Griffin, the S-3 for 3/1, "would effectively prevent any type of vehicle from driving further south into the city, so they had to be breached."

At 1420, four F/A-18D Hornets from Marine All Weather Fighter Attack Squadron 242 dropped eight GBU-31 2,000-pound joint direct attack munitions (JDAMS) on the berms and tracks. The bombs hit just as Desgrosseilliers was evacuating people from the apartment building. "It was pretty intense, but it helped us actually maintain some control over all the people we had there."

### **Concurrent Combat Operations In the City**

*At 1900, 3/1, along with two platoons of the Iraqi National Guard, launched an attack to seize the train station, Objective B. RCT-7 maintained position and supported RCT-1 by fire.*

### **Objective C (Ma'ahidi Mosque And Cemetery)**

At 1926, Darkhorse jumped off in the attack from west to east across the northern outskirts of the city. Its first objective was the cemetery, a limited



**Maj Desgrosseilliers, foreground, calls in artillery during the battle. Desgrosseilliers was awarded the Silver Star for his actions in Fallujah, Dec. 12-23, 2004.**





**Darkhorse's command group—Sgt[Maj] Rudy Resto, LtCol Malay and Maj Desgrosseilliers—confers during a break in the fighting.**

attack to seize a toehold south of the underpass near the train station. The lead company blew through the breach. Maj Bourgeois, with K/3/5, said: "We were the first unit across, jammed in an amtrac [amphibious tractor]. As soon as we got out, we were fired upon ... some light small-arms fire. The battalion continued to press forward, 'India' Company on the left, 'Kilo' Company in the center and 'Lima' Company on the right, on line with no reserve."

Desgrosseilliers indicated: "There was no need for a reserve. The insurgents did not have that capability. Our thought was to destroy them in place by constantly pushing them and by detailed clearing of every single building."

#### **D-2 (9 Nov.)**

##### **Concurrent Combat Operations in the City**

*RCT-1: 3/1 breached the railroad tracks to open holes for 2-7 Cav and to provide it with support by fire. On order, 3/1 followed 2-7 Cav into Jolan Park and cleared terrain of bypassed insurgents. Two-7 Cav conducted a frontal assault on three avenues of attack directly into Jolan Park area. RCT-7 attacked along three axes into northern Fallujah to destroy enemy in zone and to seize Regimental Objectives 1-5 to protect RCT-1's flank. Second BCT and 1st Bn, Black Watch continued to isolate the city from the south and east.*

##### **Task Force Bruno**

As 3/5 passed through the buildup area, it was forced to leave behind a growing collection of weapons and explosive caches—and many well-concealed insurgents. To combat this menace, Darkhorse stood up Task Force Bruno, under the command of Desgrosseilliers. "The task force was formed to go through and

do detailed clearing," he explained, "just behind the front lines. We were usually two blocks back from where they were fighting." The force consisted of primarily explosive ordnance disposal (EOD) Marines and Headquarters and Service Co organized as infantry squads.

"Everybody was trained to shoot their weapons in a 10-second gunfight, anti-weapons manipulation; switching magazines ... gunfighter stuff," Desgrosseilliers explained.

Desgrosseilliers had two rules: "Don't get anybody trapped inside, and if you get somebody trapped, then we're gonna come in and get them." The task force's methodology was quite simple. "We went into each building after the rifle companies had cleared out the insurgents and detailed searched for weapons and ammunition caches," Desgrosseilliers said. "We found an unbelievable amount of stuff. Almost every single building along the river had ordnance in it." Desgrosseilliers was justifiably proud of his men. "No insurgent attacked 3/5 from behind, and the few that did come back ... we killed 'em!"

*Editor's note: Read the conclusion in the December issue of Leatherneck.*

*Author's bio: Dick Camp, a retired Marine colonel, is the former director of operations for the National Museum of the Marine Corps, former deputy director and director (acting) of the Marine Corps History Division and a prolific author. His latest e-book, "The Killing Ground: A Novel of Marines in the Vietnam War," is available online at Amazon.com, and he has two new nonfiction books, "Shadow Warriors" and "Assault From the Sky," available from The MARINE Shop. He is a frequent contributor to Leatherneck.*

