



# BATTLE OF FALLUJAH

*November 2004*

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**A**s a platoon leader in A Company, Task Force 2-7 Cavalry, I participated in the battle of Fallujah in November 2004. My story encompasses the triumph, tragedy, and cumulative effects of this battle on the 35 Soldiers of 1st Platoon.

Fallujah became a breeding ground for the growing insurgency in the fall of 2003, its streets consistently taking the lives of the Soldiers and Marines who ventured in. Following the massacre of four contractors in March 2004, a major operation was ordered to quell this insurgent stronghold. This, however, did not go through due to the well laid defenses of the insurgent opposition. Over the course of the following eight months, Fallujah turned into *the* safe haven, housing notable figures such as Abu-Musab al-Zarqawi and many of his commanders. After the USMC's success in the Battle of An-Najaf against Al-Sadr's Mahdi Army in August 2004, notably due to select 1st Cavalry Division task forces, it was a natural result for the 1st Marine Expeditionary Force to specifically ask for 2-7 CAV in the assault into Fallujah in November 2004.

Alpha Company, 2-7 CAV had the highest of morale following its success in the Battle of Najaf, resulting in numerous awards for valor. I stepped into Alpha Company at the end of the battle, following two platoon leaders' dismissals. Having to reestablish the validity of an officer in the Soldiers' minds, as well as fight the daily fight, did not prove as easy as the vignettes from my Military Science classes. As I gained the trust of the NCOs and Soldiers over the ensuing three months, we saw our battalion moving towards the realization that we would be soon assaulting Fallujah. All I had known previously of the city were stories that had filtered back to me while at Fort Benning of four Blackwater contractors being mutilated and hung on a bridge in the city. I had no idea that a few months later I would be among the first Americans to stand on that bridge since that fateful event.

The first rumors about Operation Phantom Fury started reaching us towards the end of September 2004. We were doing our daily 14-hour plus patrols around the rural Taji area. The next thing we knew, our battalion went to fire Bradley gunnery, and my Soldiers were starting to talk about the possibility of another battle. My most memorable time during our week at gunnery was talking with about 10 of my Soldiers. Looking back, my tone of anticipation to fulfill my childhood dreams of combat was ridiculous to this audience of veterans of the recent conflict in Najaf. One of my squad leaders came up to me later, and we had a good discussion about our Soldiers' reactions to my high level of eagerness. All of those Soldiers knew they would have to fight; that boyhood luster of war that these 19 year olds felt when they first arrived in country was replaced with a deep understanding of the moral, mental, and physical risks that combat held.

*Soldiers with A Company, 2nd Battalion, 7th Cavalry, move tactically as they enter and clear an objective during combat operations in Fallujah 9 November 2004.*

Photos by SFC Johancharles Van Boers



After gunnery, we continued our patrolling for a short time as our orders changed multiple times and the timeline to travel to Camp Fallujah moved left and right. Soon we received our official warning order as well as a few new Soldiers including a new platoon sergeant, who hit the ground running. He helped me and the squad leaders get a great handle on all our requirements and assignments of key positions. He put together all the needed logistics and operational requirements for the upcoming battle within days of taking over. This took so much of a burden off me. If he hadn't been there, I would have been bogged down with this along with the planning the company leadership was conducting.

The initial intelligence reports we received about the enemy situation in Fallujah were quite overwhelming. An estimated 3,000 anti-Iraqi forces (AIF) were said to be operating in the city. This number included multitudes of foreign fighters, disloyal Iraqi Security Forces, well-trained fighters from around Iraq, and disenfranchised local Iraqis who were just tired of the occupation. We expected the enemy to use complex ambushes using debris for obstacles in combination with improvised explosive devices (IEDs) and direct fire ambushes. The risk was also high for well-trained snipers to be operating in Fallujah like the unit had seen in Najaf.

My company's mission was for Team Apache (the initial main effort) to attack to destroy enemy forces in zone to a major route within the city to enable the attack of Task Force 3/1. Team Cougar, the tank company to the east, would also attack south to protect our flank. Subsequently, Team Apache would attack to seize our main objective, and then Team Cougar would attack to another objective to facilitate the destruction of the enemy by Regimental Combat Team-1 (RCT-1). The rules of engagement (ROE) briefed by the chain of command were to engage anything in the city that appeared to be a threat. This ROE allowed the troops in the fight to use their own discretion, freeing Soldiers from any hesitancy in engaging targets (it would prove to be very beneficial, as the insurgents were unafraid to fake surrender or death, and then attempt to kill those Soldiers or Marines nearest them).

We arrived in Camp Fallujah on 3 November and knew we would have to wait



*A Bradley fighting vehicle from A Company, 2-7 Cavalry, provides cover for dismounted Soldiers and fires at insurgents during combat operations in Fallujah 9 November 2004.*

a while before we began our upcoming operation. The ensuing days were again filled with a constantly changing timeline as to when we were to enter the city. We filled the days with platoon and individual equipment preparation, close quarters combat (CQC) flow drills, and further mission planning. My company commander issued the PLs the final order, and we all were soon locked down from outside communication as D-day was set for 8 November.

From the imagery my commander gave me, I had trouble visualizing the narrow, winding streets around the cemetery in the north of the city through which my platoon was to maneuver. Thankfully, our S-2 obtained UAV footage of our entire route as well as our first objective. This footage highlighted the difficulty we would face in maneuvering through the streets in the northern sector of the city.

The insurgents only attacked once during our time in the camp. They fired a rocket from just on the other side of the camp walls, and it exploded right near one of our cement bunkers. It was unfortunate that a Soldier happened to be sleeping in it, probably the safest place he could have been, when a small piece of shrapnel flew into the bunker and killed him.

On 7 November, Task Force 2-7 moved from Camp Fallujah to our tactical assembly area just a few kilometers north of Fallujah. We staged our vehicles in a company coil and waited while targets within the city were

serviced with indirect fire and close air support. At this time, we started receiving attachments: some Special Operations snipers, our joint tactical air controllers (JTACs), and embedded media personnel. We waited for at least 16 hours here, watching hundreds of explosions, as the Air Force and artillery batteries destroyed possible strongholds and vehicle-borne IEDs.

Once the Marines from TF 3-1 breached the minefield in the vicinity of the train station just north of the city, our assault commenced. Once we were to our respective north-south avenues of approach, we turned south and moved along our routes. Unfortunately, 1st Platoon was tasked with moving along a route circumventing the cemetery and winding through a tight neighborhood. With the destroyed vehicles and scattered debris as well as narrow, winding streets, it took us at least an hour to move less than a kilometer in our Bradley fighting vehicles (BFV). I ended up leading our formation because of the trouble the other vehicles had with the navigation in this restrictive urban terrain. While waiting for my Bravo Section to catch up to us, I was scanning through my BFV's Commander's Independent Viewer and spotted a three-man RPG team 75 meters away attempting to maneuver on my section. Our thermal sights and 25mm HE rounds quickly ended the threat, the company's first contact with the enemy in Fallujah.

Our vehicles finally made it to our first objective with minimal contact and pushed on to our primary objective. On our way to it, our CO stopped us at a major intersection, as we had to wait for another unit to get into its position. During this six-hour wait, as the sun rose, the enemy came out in droves. At least eight different RPG teams began firing from all around our positions, and we started the game of cat and mouse — our BFVs firing as they ran between the alleyways and roof tops.

Our primary objective was a school and, as a result, had an open play yard surrounded by open hallways with doors of the classrooms facing the inside. The battalion S-2 templated that this school-complex would be a command and control center for the enemy. As a result, we were expecting a knock-down-drag out, door-to-door fight. Instead the insurgents had retrograded, and again we faced almost no resistance. The only contact at our primary objective was when one of my SAW gunners spotted two insurgents on a rooftop of the objective and quickly killed them. (The photo on page 26 was taken just before this moment.)

When we finished clearing the schoolhouse, we still had two more buildings on our objective to clear; however, we were unable to move to them because of a big wall that separated the main school from the other buildings. Luckily, a tank from our sister platoon was on the other side and crashed a hole through it so we could pass. After clearing the last building, again with no contact, we set up a quick defense, orienting our fires south, and the majority of the platoon quickly went into priorities of work and went to sleep. It was difficult for us to try to stay awake after 36 hours of continuous operations.

Alpha Company's 2nd Platoon found one insurgent in its last building on the objective. This large open-air building held more than 80 rounds of 82mm mortar rounds, explosive making materials, and multiple RPGs. Just outside the building, 2nd Platoon found a fairly new BMW. Upon further inspection from the outside of the vehicle, the Soldiers discovered the doors were lined with wires on the inside. When we had our attached USMC combat engineers inspect it, they found more than 200 pounds of explosives in the trunk. Although there was no resistance on the objective, we realized then that the building was definitely used at one point as an insurgent facilitation and cache site.

Once the company's defense was set, we started to receive accurate mortar fire every 10-20 minutes. One round even penetrated the roof of the building we were in and lodged in the cement floor unexploded. Half my platoon would probably have been killed if it had exploded.

Shortly thereafter, my battalion commander and S-3 came to our objective to gain a view of the situation on the ground. I met up with them and escorted them to my company commander's vehicle, which we had positioned in the center of the objective a couple hundred meters away from a large water tower (which we soon determined was an enemy target reference point). With them came embedded media personnel, and I was immediately snatched for a quick interview at the side of my commander's vehicle. Only a few sentences into the discussion, a mortar round landed 30 meters in front of me with the reporter in between me and the explosion. This was another close call; the reporter caught the shrapnel from the blast, shielding me from any harm.

After he was treated and evacuated out of the city, I focused on surveying the platoon's and company's positions. I went to the two-story building located at the southeast of the objective. I met up there with the JTACs and snipers who had set up their positions. They were conducting counter-sniper operations, but they kept complaining about their fields of fire being disrupted by the large trees in a park to our south. I spoke with the NCO in charge, and we spotted a building two blocks to the east that was three stories high. We were currently in the periphery of the city, and there were not many buildings that were over two stories. This building would afford them excellent visibility and fields of fire to the south.

I went back to my company commander, and we talked about how this could give us some more stand-off from the insurgents who loved to maneuver in close during dawn and dusk. He told me to take my Soldiers and clear the building. The snipers and combat controllers could ride in the BFVs up to the building. I maneuvered with two squads dismounted, with our BFVs in support, then cleared the building's three floors. When we were finished I called back to my platoon sergeant, and he started loading up the snipers to transport them. When they were loading up, an RPG impacted near them injuring one of the snipers and a Marine captain who was an LNO with our TF. Both had to be evacuated due to their injuries.

Once the rest of the snipers and combat controllers came to the building, they prepared their positions while we defended the bottom floor. We stayed there the rest of the night, listening to their sniper rifles engaging targets.



*Soldiers with A Company, 2-7 Cavalry maneuver to their objective during combat operations in Fallujah 9 November 2004.*

Early the next morning, we moved out from our objective as we had completed the battle handover to the Marines from Task Force 3/1. We drove back to our task force assembly area, refueled, and refit ourselves for our follow-on mission. Our CO, in the meantime, received our new order. For the next mission, we pushed further south up to right behind where Comanche Company was and headed west. We cleared these main routes and cleared the two main bridges connecting the city across the Euphrates. We brought with us numerous Explosive Ordnance Disposal (EOD) Soldiers and a Special Operations representative to reconnoiter for IEDs emplaced along these bridges.

We encountered a small contingent of enemy fighters while we were in the middle of inspecting the “Brooklyn Bridge,” the now infamous bridge where the Blackwater employees’ mangled bodies were hung after they were dragged through the streets of Fallujah just months before. With two of our squads and a Bradley section, we quickly neutralized the enemy. We then headed south to the “George Washington Bridge.” Here, 1st Platoon again inspected for possible IEDs. Our company then set up an area defense in two tall buildings adjacent to the bridge to settle down for the night and get some rest.

*“It is the secret of the guerrilla force that, to be successful, they must hold the initiative, attack selected targets at a time of their own choosing and avoid battle when the odds are against them.”*

**— Sir Robert Thompson, Malaya, 1966**

Our next mission was to come back to a main north-south running route and continue the push south. We spent the next 30 hours sitting on this road while Comanche Company, in front of us, was pushing further south as well. After sitting in our vehicles for a few hours more (having been ordered not to dismount), we conducted survivability drills and moved around to avoid being decisively engaged. However, this soon became insignificant as the insurgents easily maneuvered on us, firing mortar rounds and numerous RPG rounds from narrow alleyways and windows.

Early the next morning, we pushed further south, and as our lead platoon turned west again, we found ourselves in the middle of a complex ambush with intersecting fields of fire. My platoon sergeant’s BFV was hit in the driver’s side, with the driver just narrowly escaping the round that flew a few inches underneath him and into the engine block. All the while, every vehicle in my platoon started to engage multiple targets as they kept presenting themselves in alleyways and in windows. Meanwhile, as my CO’s vehicle turned, an insurgent fired an RPG into the rear of his BFV. He had two JTACs and our attached PSYOPs team in the troop compartment. The round went through an interpreter (killing him instantly), tore through the team leader’s left arm, and flew underneath my CO’s feet in the turret, all while spraying spall and shrapnel into everyone in the vehicle. All we heard

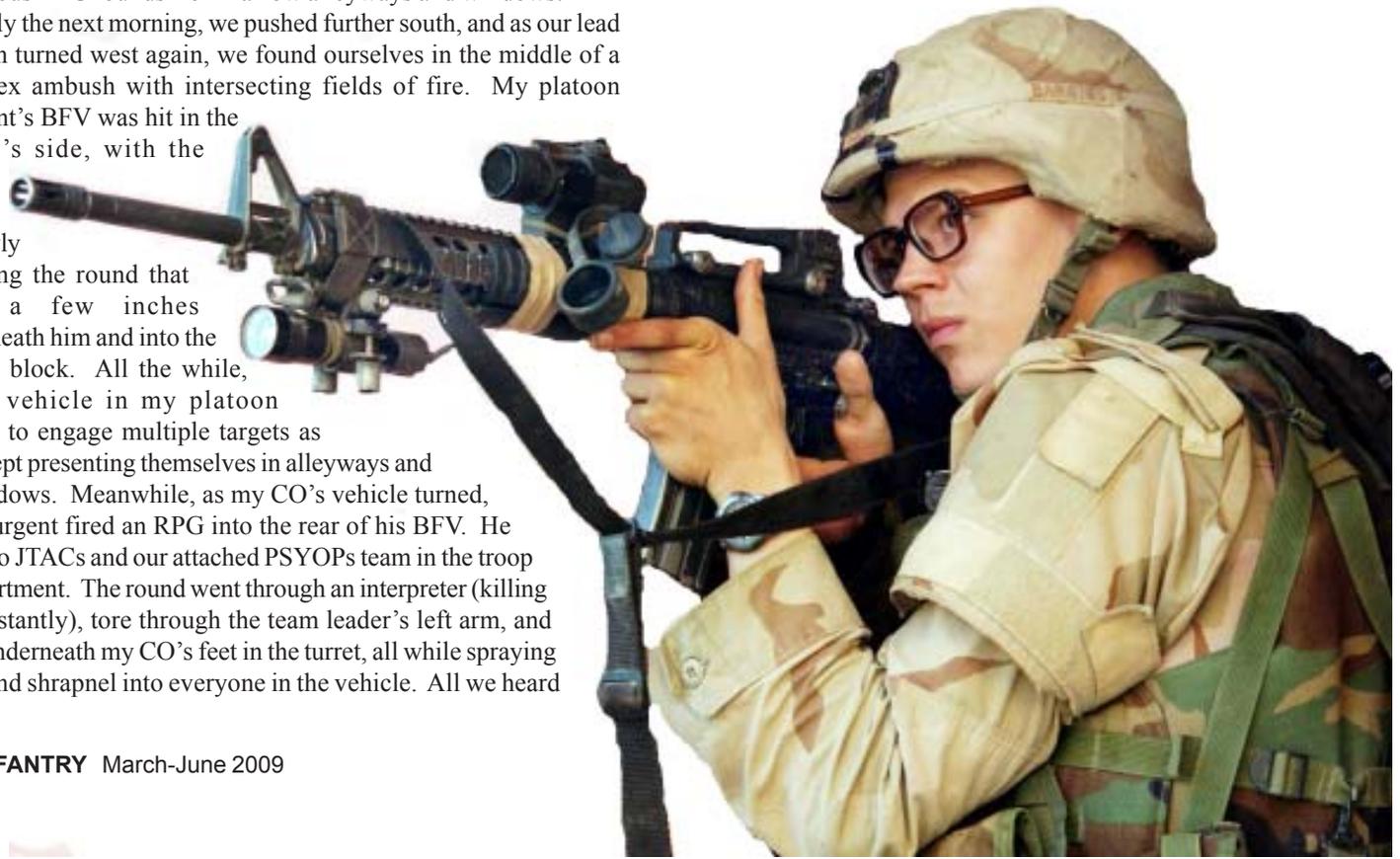
over the radio was “5 this is 6, I’m hit.” I quickly scanned ahead and saw where his vehicle was and watched for anyone to react. I saw the driver pop out of his hatch and open the troop door and stumble back at the sight. My section of BFVs moved around his vehicle and dismounted two squads for security as we began to pull the casualties out.

The CO’s driver was pulling out the most seriously injured when my medic and another Soldier arrived and began to triage and move them, all while hundreds of rounds were being exchanged with the enemy all around them. It is a miracle no one else was wounded as we transported the casualties in the middle of the enemy’s kill zone. If we hadn’t had both our rifle squads on the ground engaging targets and also the BFV sections firing their 25mm HE in support, we would have certainly had many more casualties. Once we moved the casualties into a BFV, we evacuated them to a linkup point with the battalion’s medic section.

Because my platoon sergeant’s BFV was barely running and the CO’s vehicle was also severely damaged, the battalion had us move back to the TF assembly area. Here, we refitted and refueled again, and within a few hours, we were back in the city waiting for the company ahead of us to conduct another movement to contact. We then moved only one to two blocks in 24 hours.

The next morning, after seeing insurgents dodging in and out of alleyways and trading fire with them all night, I had had enough. Although the previous guidance was not to dismount, the current situation with our large BFVs being static made the decision to dismount a clear one. The worst thing a mechanized unit can do is be static in an urban environment (even doing survivability drills, we were still relatively in the same location, as it is hard to hide a Bradley in the middle of a four-lane road). One of my section leaders called me and said he saw insurgents running back and forth from a car parked in an alley, and it looked like they had a cache inside it. I requested that we dismount and received permission from the XO

*A Soldier with 2-7 Cavalry keeps an eye out for insurgents during combat operations in Fallujah.*



who was filling in for our CO at the time. We were parked next to a mosque from where we had received fire throughout the night, and I decided to start clearing buildings beginning with the house next to it. We set up a support by fire with my Bradley section, dismounted, and cleared the house. Here we found three sleeping, military-aged males with IED-making materials. We quickly detained them and sent them out to my platoon sergeant. We then moved into and cleared the mosque. From the second floor, we spotted the car that my section leader had reported earlier and fired 40mm rounds into it. Multiple secondary explosions occurred and hundreds of rounds cooked off from the resulting fire. It was such a large amount of explosions that my platoon sergeant, who couldn't see us due to a wall in front of the mosque, called me on the net and asked how many insurgents we were in contact with.

The platoon continued our clearance of buildings heading back north. We went through two more buildings and found more insurgents, all of them sleeping with their weapons and equipment stashed in hiding positions. The last house we cleared as a platoon should have been a foreshadowing to us as we captured two middle-aged men, one of whom was frantically making a phone call on his cellular phone. Within minutes, my platoon sergeant, still on the main road, called me on the net and said he had an insurgent running into a small house on the east side of the road. He said to send a squad, and he would take it to where he could overwatch its clearance of the building. I had two squads handling over 20 detainees in total and sent my 3rd Squad.



*A view from the gunner's site in a Bradley fighting vehicle as Soldiers with 2-7 Cavalry navigate the streets of Fallujah 9 November 2004.*

Third Squad cleared the first building and, for reasons unknown, decided to keep moving east along a side road, clearing more houses without support from the BFVs and not keeping radio contact with them. I next heard a large barrage of fire and then received the call from the squad leader over the net, yelling for help. I took my 2nd Squad, and we ran as fast as we could to where we heard the fire. As we ran up to the side street, my BFV turned in front of us and pulled up to four Soldiers lying in the middle of the street.

Third Squad had gone into the third house down the street. The first room was an open kitchen with a doorway leading into the rest of the house. The Alpha team leader entered this doorway, throwing a grenade into the room first. The next thing he knew, there were at least eight insurgents who opened fire with their automatic AK-47s and kicked his grenade back at him. He only got a few rounds off by the time he was cut down by their fire through the thin walls and hit by his own grenade. Although taking two rounds in the arm and serious leg injuries, the TL continued firing from lying in the doorway. Another Soldier pulled him from the doorway and started to pull him out of the house into the courtyard. As he was

pulling his TL into the street, this Soldier was shot by a sniper who was in a two-story building across the street. Meanwhile, another Soldier moved toward the side of the house and threw a grenade at 10 insurgents who were reinforcing from the rear of the building. With this grenade and fire from his rifle, he neutralized the reinforcements. He came back to the front of the house and, with the



*SPC Jose Velez prepares to enter and clear an objective during combat operations in Fallujah 9 November 2004.*

M249 gunner, placed suppressive fire into the house's doorways so the rest of their squad could retrograde from the overwhelming fire of the enemy.

As the rest of the squad moved out into the street and into the adjacent house's walled courtyard, the M249 gunner took three rounds from the enemy snipers that were located in the building across the street. The specialist dragged him into the street where the two other wounded Soldiers were lying. Having just been wounded by an insurgent grenade himself, he then lay down next to his fellow brothers and opened fire. He fired magazine after magazine (taking them from his fallen comrades as he ran out) and all his M203 grenades into the building with the snipers across the street. As I ran up to the situation, seeing my Soldiers in a crossfire, I immediately had 2nd Squad open fire into the building with the snipers. It was interesting to see that some Soldiers did not immediately take action, as they were so shocked to see many of their comrades wounded ahead of them. The squad leader and I had to yell at a few Soldiers to get them to take action.

My Bradley gunner, who was parked adjacent to all of this, could not gain communications with us via FM. He opened his hatch and came out on to the turret silhouetting himself on a nine-foot-high Bradley in the middle of the fight. I shouted at him where the threat was in the building across the street from us, and he fell back into his hatch and opened fire with his 25mm cannon. With M203 grenades, 2nd Squad's fire and the BFV's 25mm HE rounds, we quickly neutralized the enemy threat in the building across the street. As we started to carry our wounded for evacuation, we received rifle fire and grenades from the original house and sustained two more casualties. Two of us threw grenades and returned fire again, but I determined that we could not gain enough fire superiority with only five Soldiers left unharmed; we needed to evacuate all our casualties (numbering eight now). We then started loading our casualties into the back of my BFV. Once we piled them and my medic into the Bradley, we retrograded back down the street as our tank platoon's lead tank rolled in to demolish the buildings with its 120mm rounds.

While reconsolidating back in the house with our detainees, I got a call that there were seven people exiting the back of the house where my squad had been ambushed. We ran back, hoping for a little retribution, but these young men (the youngest being around 13 years old) were waving a large white sheet to surrender. We immediately gestured and yelled at them to strip off their clothes (suicide bombers had already killed Marines in other parts of the city) and then detained them. My platoon then took all the detainees that we had not sent up to the holding area (now numbering over 20) and brought them into the mosque. We waited here until our BFVs returned from the casualty evacuation and then took the detainees to the makeshift holding facility the Marines had established. This is when my Bradley gunner told me we had lost the M249 gunner, SPC Jose Velez. For some reason, this didn't really hit me for a long time; maybe it was because I had thought we had possibly lost a few more Soldiers or because I knew the fight wasn't over yet and could easily get much worse.

After this firefight, the battalion pushed Comanche Company, the TF reserve, forward of our company's position, and we established a strongpoint in a house on a major intersection. From here, we ran satellite patrols in and around the area, searching buildings and guarding the area to the rear of our TF's lead elements. After having been in the lead, receiving many casualties, and then being pulled back to the duty of rear guard, my Soldiers' morale dropped dramatically. We ended the battle with this mission and thus began the long road to recovery for our Soldiers who had been injured, physically and mentally.

Over the next five months of our deployment, my Soldiers had serious bouts of Post-Traumatic Stress Disorder. I had read about the symptoms (severe depression, insomnia, and lack of motivation) prior to being deployed but was shocked to see them in real life. Through counseling with our battalion chaplain and consulting with psychologists, my Soldiers would take months to recover (and some continue to deal with PTSD after facing additional deployments).

At the end of the Battle of Fallujah, the members of 1st Platoon earned, in total, two Silver Stars, three Bronze Stars with 'V' device, four Army Commendation Medals with 'V' device, and nine Purple Hearts. CNN, the History Channel, and three major publications told about the tenacity of 1st Platoon's men.

#### Key Lessons:

1. Infantry fighting vehicles and tanks are unbelievably effective in urban terrain at penetrating defenses and gaining a foothold deep in enemy-held terrain. However, due to the three-dimensional terrain of the urban environment, it is paramount to keep the vehicles constantly mobile and have dismounted infantry. They can then mutually support each other. Otherwise, the enemy will easily maneuver using the terrain to their advantage to destroy the vehicles.

2. With dismounted infantry and vehicles in support in urban operations, it is extremely important to have good communications between the two. This will maximize firepower, prevent fratricide, and reduce the probability of one of the two being ambushed.

3. After a unit loses a Soldier or sustains many casualties, it is important to let them grieve, but not for long. Too much time can cause Soldiers to dwell on their losses and lose focus during combat operations.



*Soldiers from A Company, 2-7 Cavalry, prepare to enter and clear an objective in Fallujah November 9, 2004.*

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At the time this article was written, **CPT Daniel Kilgore** was attending the Maneuver Captains Career Course at Fort Benning, Ga. He is currently assigned to the 7th Special Forces Group (Airborne).

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