

**Al-Anbar Awakening**  
*Volume I • American Perspectives*

***U.S. Marines and  
Counterinsurgency in Iraq,  
2004-2009***

*Edited by  
Chief Warrant Officer-4 Timothy S. McWilliams  
and Lieutenant Colonel Kurtis P. Wheeler*



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# Al-Anbar Awakening

## Volume I American Perspectives

### ***U.S. Marines and Counterinsurgency in Iraq 2004-2009***

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# Foreword

*by Lieutenant General John F. Kelly*

Words like “won” or “victory” really do not apply when speaking of counterinsurgency operations. Insurgencies grow from problems and discontent within a given society. Solve the problems, and the insurgency goes away, as opposed to being defeated. The difficulty is that a government is not always willing to address the root causes of the insurgency because it is often the government itself that the insurgents want to eliminate.



In Iraq to a very large degree, we—the U.S. military and civilians—were the source of the insurgency. Honest men and women can argue the whys, what-ifs, and what might-have-beens, but ultimately, it was mostly about unfulfilled promises and the heavy-handed military approach taken by some over the summer of 2003 that caused events to spiral out of control. No doubt the insurgency radicalized over time with al-Qaeda and Shi’a extremists playing a key role, but the insurgents did not initiate the war and only took advantage of the discontent.

If you asked Anbaris during my third tour in Iraq in 2008 why the insurgency began, most would look away and try to find a way not to answer. They would tell you that “we are friends now, and the causes are unimportant. It’s all water under the bridge now.” If pressed, they would talk about mutual misunderstandings and a lack of cultural awareness on both sides. They would say that expectations were too high on the part of the Iraqis about what America could do for them and how fast, but they seldom if ever blamed us directly. Press them further and they would mention the 29 April 2003 “massacre” in Fallujah, but more about the lack of an apology than the 70-plus unarmed citizens allegedly shot that day.

Another factor they would bring up was the shock and humiliation of having their army disbanded. The army was the one institution in Iraq everyone was proud of—Shi'a and Sunni alike—especially for what it had accomplished in protecting the nation against the Iranians in the 1980s. They perceived the disbanding as intentional contempt directed toward Iraq as a nation and as a people. They also saw it as the disarming of the nation. In the minds of many, this is when our status as liberators ended and that of occupier began.

Press the Anbaris one more time, and they would look you in the eye—but only if you are considered a friend—and they would state that after Baghdad fell and throughout the summer of 2003, the Americans overreacted to small acts of resistance or violence and fought in a way that was cowardly and without honor. Here they would talk about the senseless use of firepower and midnight raids on innocent men. They said that by our escalation, we proved true the rhetoric of the nationalist firebrands about why we had invaded, and our actions played directly into the hands of organizations like Zarqawi's al-Qaeda in Iraq and Sadr's militia.

Ask the same Anbari citizens why sometime in 2006 they began to turn against the by-then al-Qaeda-led insurgency, and the answer would be more direct. To them, their alliance with the radicals was a marriage of convenience to fight the U.S. occupation. Al-Qaeda brought dedication, organization, funding, and a willingness to die. Over time, however, it overplayed its hand and wore out its welcome by forcing an extreme Islamic agenda on a generally secular and very tribal culture. Al-Qaeda's campaign evolved from assistance, to persuasion, to intimidation, to murder in the most horrific ways, all designed to intimidate Anbari society—tribes and sheikhs alike—to adopt the most extreme form of Islam. At a certain point, al-Qaeda's agenda became too much for the average Anbari to bear. It was increasingly directed at the sheikhs themselves, and just as importantly, it began to have an impact on the business interests of tribal leaders.

The 17 paramount-dignified sheikhs of the major Anbari tribes and tribal federation turned away from al-Qaeda for survival purposes and toward U.S. forces for the same reason. They will tell you that Iraqis were being hunted down and killed by both the terrorists and the Coalition forces in Anbar. They knew the

unbending terrorists would never meet them halfway, but they were confident that the Americans would—and they were right. Many of these men were once as much a part of the insurgency as Zarqawi was, albeit for different reasons. Over time, it became glaringly obvious to them that it was in their personal interests, and the interests of their tribes, to put a stop to the war.

When I returned to Iraq in February 2008 as commander of I Marine Expeditionary Force and Multi National Force-West (MNF-W), I was amazed at what I found. Violent incidents, once over 400 a week in al-Anbar Province, were down to 50 and had been in steady decline for months. Where Iraqis once avoided us, as any interaction jeopardized their lives and those of their families at the hands of al-Qaeda terrorists or nationalist insurgents, they were now aggressive in wanting to engage with us. Things had turned. The obvious questions were why had the change occurred, and was it sustainable, or was it simply due to an operational pause in the insurgent's effort? For months, Major General Walt Gaskin and his superb II Marine Expeditionary Force team, our immediate predecessors as MNF-W, had been wrestling with the answers. Their conclusions were ours to verify.

For MNF-W's part, since March 2004 we had extended the hand of friendship and cooperation, even as we were forced into a brutal fight that knew no quarter on the part of the Iraqi insurgents and foreign fighters. It was the major theme of our campaign plan, and it never changed. The command philosophy, a philosophy programmed into every Marine and U.S. Army unit that served in al-Anbar since we took the province, was that we had come to Iraq not to conquer, but to free, that we would always endeavor to "first, do not harm." This was often difficult, and sometimes you simply had to do a Fallujah II, even if Fallujah I had been ill-advised and totally counterproductive to what you were trying to do in the first place.

No single personality was the key in Anbar, no shiny new field manual the reason why, and no "surge" or single unit made it happen. It was a combination of many factors, not the least of which—perhaps the most important—was the consistent command philosophy that drove operations in Anbar from March 2004 forward. Each MNF-W commander and the troops under him continued to build upon the work of all those who came before. They took what their predecessors

had done and ran with it, calling audibles as opportunities presented themselves. Consistency counts, and persistent presence on your feet puts you in more danger, no doubt, but also stacks the deck in your favor as you see more, hear more, know more, and engage more. It is these Americans—Marines, soldiers, sailors, and airmen, as well as civilians—who deserve the individual and collective credit for our part in the miracle that took place in al-Anbar Province. They slogged it out for more than six years to help the Anbaris create a miracle that spread to other regions of the country in late 2007, throughout 2008, and now into 2009.

I urge a note of caution to those who might have an overly inflated opinion of the role they played in the Awakening, or to the “experts” who write today as if they, with complete clairvoyance, predicted the change in loyalties in al-Anbar. The sheikhs, politicians, Iraqi security force officials, and even the former Ba’athist members of the military who reside in Anbar have a different opinion. They will tell you it was the sense of hopelessness the war had brought to the citizenry. The only hope for the future they could see was to be found in what members of MNF-W had done and were doing on their behalf despite the heat, the criticism from home, and the killing and casualties. They began to see us as a force that was sharing in their agony. Once they tried reaching out to some soldier or Marine’s outstretched hand in friendship, it was over.

The interviews collected in the two volumes of this anthology do what no previous work has done—they attempt to tell the story of the al-Anbar Awakening from both sides, American and Iraqi. Not all the voices could be included, but there are many pertinent ones. The story they tell is a complex but important one, and it should be read with interest by all who want to truly understand what happened in Iraq between 2004 and 2009.

John F. Kelly  
Lieutenant General, U.S. Marine Corps

## **Preface**

This two-volume anthology of interviews tells the story of the al-Anbar Awakening and the emergence of al-Anbar Province from the throes of insurgency. It presents the perspectives of both Iraqis (volume two) and Americans (volume one) who ultimately came to work together, in an unlikely alliance of former adversaries, for the stabilization and redevelopment of the province. The collection begins in the 2003-2004 time frame with the rise of the insurgency and concludes with observations from the vantage point of early-to-mid 2009.

The anthology demonstrates that there is not one history of the Awakening, but several histories intertwined. It is not a complete collection, but one that provides a broad spectrum of candid, unvarnished perspectives from some of the leading players.

The American volume focuses on the roles and views of U.S. Marines, who were the primary Coalition force in al-Anbar from spring 2004 onward. At the time of their arrival, many military experts considered the province irredeemable. This collection chronicles the efforts of the Marines, and the soldiers, sailors, airmen, and civilians who worked with them, to consistently employ counterinsurgency tactics and to continue to reach out to the Iraqis during even the darkest days of the insurgency.

The Iraqi volume collects from many of the key Awakening players their views on how and why Anbaris came to turn against the insurgency that many had initially supported and seek the aid—both military and economic—of the Americans. Those interviewed include former Ba'ath Party military officers, senior officers in Iraq's new military, tribal sheikhs, Sunni imams, governmental representatives, and civilians.

This anthology is drawn from oral history interviews collected by field historians of the U.S. Marine Corps History Division, based at Marine Corps University in Quantico, Virginia. Field historians assigned to the History Division have collected hundreds of interviews since the beginning of Operation Iraqi Freedom I to serve as primary resources for future scholarship. In support of this anthology project,

Colonel Gary W. Montgomery and Chief Warrant Officer-4 Timothy S. McWilliams deployed to Iraq in February and March of 2009 to interview Iraqis and additional American military and civilian personnel. Lieutenant Colonel Kurtis P. Wheeler had conducted more than 400 interviews in earlier deployments.

Like courtroom testimonies, oral histories are told from one person's perspective and may include discrepancies with, or even contradictions of, another witness's views. They are not a complete history, but they provide the outlines for one, to be fleshed out with documents and other sources not often collected or declassified this soon after events.

The interviews in this collection are edited excerpts drawn from longer interviews. They have been transcribed and edited according to scholarly standards to maintain the integrity of the interviews. Only interjections, false starts, and profanity have been silently omitted. Details added for clarity and accuracy are indicated by brackets. Omissions are noted by three-dot ellipses for partial sentences and four-dot ellipses for full sentences or more. With the Iraqi interviews, the interchange with interpreters has been omitted except in a few cases where the interpreter is attempting to clarify a point. Much of what has been left out of the American interviews is material that is duplicated in other interviews in the anthology. The full interviews and complete transcripts are part of the oral history collection of the Marine Corps History Division.

Ranks of officers, particularly American officers, reflect the rank at the time of the deployment under discussion. We have not tried to insert "then" in front of the ranks of all officers who have since been promoted.

We have attempted to verify the Iraqi person, place, and tribe names as best as possible, but undoubtedly there are several discrepancies, particularly in the Iraqi volume, where language barriers, dialects, the use of interpreters, and the mentions of many minor actors and areas made accurate transcription and identification challenging. There are also many variations in the transliteration of Iraqi names and terms.

\* \* \*

The editors of this anthology acknowledge and thank a wide array of people for their support on this project. First and foremost, we thank the people whose stories are included for their time and candor. We particularly acknowledge Lieutenant General John F. Kelly, who wrote the foreword and who expedited the 2009 deployment of Colonel Montgomery and Chief Warrant Officer-4 McWilliams. In addition to the editors, those who conducted interviews included in the anthology are Colonel Jeffrey Acosta, Colonel Stephen E. Motsco, Colonel Michael D. Visconage, Lieutenant Colonel Craig H. Covert, Lieutenant Colonel John P. Piedmont, Lieutenant Colonel John R. Way, Staff Sergeant Bradford A. Wineman, Dr. David B. Crist, and Dr. Charles P. Neimeyer.

Dr. Neimeyer, director of the History Division; Mr. Charles D. Melson, chief historian; and Dr. Nathan S. Lowery, Field History branch head, provided guidance for the project. Mr. Kenneth H. Williams, senior editor for both the History Division and Marine Corps University Press, oversaw the editing and publication, assisted in the editing by Ms. Wanda J. Renfrow. Mr. Vincent J. Martinez provided layout and design for both volumes. Mr. Anthony R. Taglianetti, the History Division's oral historian, coordinated the timely transcription of the interviews. Lieutenant Colonel David A. Benhoff and Gunnery Sergeant Michael C. Coachman provided logistical support. Dr. Nicholas J. Schlosser, History Division historian, and Mr. Colin M. Colbourn, History Division intern, helped verify information.

Beyond the History Division, we are especially grateful to the interpreters. Those currently working in Iraq shall remain anonymous because of the inherent vulnerabilities peculiar to their vocation. Sometimes underappreciated and often overworked, their knowledge and perseverance was absolutely essential to our effort.

Many others labored to bring this project to fruition. Those who work outside of the normal publishing process are listed below. If we omitted anyone, it was inadvertent and not from lack of gratitude.

***I Marine Expeditionary Force (Multi National Forces-West):***  
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Lieutenant Colonel Todd W. Lyons (G-9 Foreign Affairs  
Officer/Marine Corps Intelligence Activity); Major Adam T.  
Strickland (Engagement Officer); 1st Lieutenant Timothy J.

Malham (Economic and Political Intelligence Center); Sergeant Luke O. Vancleave (Economic and Political Intelligence Center); Corporal Travis L. Helm (Economic and Political Intelligence Center); Corporal Lamont J. Lum (Economic and Political Intelligence Center); Lance Corporal Cassidy C. Niblett (Economic and Political Intelligence Center); Lance Corporal Orell D. Fisher (Economic and Political Intelligence Center).

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***Marine Corps Base, Camp Pendleton, California:*** Captain Scott M. Clendaniel (Aide to General Kelly); Sergeant Eric L. Alabiso II (Combat Camera).





# Introduction

“If you help me get rid of those who mean me harm, then you’re obviously my friend,” a sheikh in al-Anbar Province told U.S. Marine Major General Walter E. Gaskin Sr. in 2007. “If you fight along with me and shed your blood, you’re my brother.”<sup>1</sup> A year later, the Americans returned al-Anbar to provincial Iraqi control and turned over Camp Fallujah to Iraqi forces.



Such a return of relative stability to al-Anbar Province seemed unthinkable in the midst of the 2004 urban battles in Fallujah, the sustained insurgency of 2005, and the rising violence in 2006 and early 2007. This two-volume oral history collection offers firsthand perspectives from many of the primary actors, both American and Iraqi, who worked together to accomplish this unlikely transformation.

The pivotal realignment that shaped the future of western Iraq for its residents and for Americans serving there was the Sahawa al-Anbar, or al-Anbar Awakening. This indigenous movement to partner with U.S. forces to rid the region of al-Qaeda in Iraq grew over time from multiple sources, coalesced in mid-2006, and blossomed in 2007. The Iraqi origins of the Awakening are captured in the second volume of this collection, while the efforts of Americans in al-Anbar, primarily U.S. Marines, to establish conditions conducive to such a shift are chronicled here in the first.

The pivotal realignment that shaped the future of western Iraq for its residents and for Americans serving there was the Sahawa al-

Marines and their Coalition partners in al-Anbar developed and persistently employed a strategy that grew from the doctrinal seeds of the *Small Wars Manual* and from the Marines’ 2003

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<sup>1</sup> MajGen Walter E. Gaskin Sr. intvw, 11Jan08, Marine Corps Historical Center, Quantico, VA (hereafter MCHC).

experiences in Baghdad, Tikrit, and southern Iraq following the fall of Baghdad. That strategy, now preserved in Marine Corps Warfighting Publication 3-33.5 (Army Field Manual 3-24) *Counterinsurgency*, included proactive engagement of sheikhs and local leaders, respectful treatment of the populace, and sustained efforts to restore essential services and infrastructure. By working to reestablish local governance and by devoting extensive resources to build Iraqi security forces, the Marines sought to demonstrate that they did not seek to become a long-term occupation force. At the same time, by pursuing opportunities to provide humanitarian aid, developing ties at the neighborhood level through active patrolling, and recognizing the role of traditional leaders, the Marines forged relationships that would pay dividends in 2006-2007.

The parallel challenge amid all of these “nonkinetic” approaches was to eradicate the foreign Islamist fighters and domestic insurgents who could not be convinced to lay down their arms—the “irreconcilables,” as they came to be described. This task was essential to create the security and stability that would allow other elements of the plan to succeed. Underlying all of these actions was a foundation of information operations to communicate Coalition intentions.

The path to counterinsurgency success was not straight or smooth. The initial choice of many Sunni tribes and nationalist insurgents to partner with al-Qaeda in Iraq enormously complicated efforts to separate insurgents from the population. The Coalition Provisional Authority’s decision to disband the Iraqi military and conduct de-Ba’athification in 2003 was especially disruptive to al-Anbar Province given the concentration of Sunni military officers and former regime members there. Errors by some Coalition forces that included cultural insensitivity and heavy-handed responses combined with widespread attention on stories such as the Abu Ghraib prisoner abuses to help fuel the insurgency and its information operations. The April 2004 orders from higher headquarters to conduct Operation Vigilant Resolve in Fallujah ran counter to the Marines’ plan, while initiatives such as the summer 2004 overture to engage insurgent leaders went unsupported. Al-Qaeda in Iraq’s February 2006 bombing of the Golden Mosque in Samarra ignited Sunni-Shi’a strife that undermined progress across Iraq. Although there was no sectarian

infighting in al-Anbar, developments such as these delayed Coalition efforts to build trust and partnerships with Iraqis both in al-Anbar and across the country.

## **2003 Actions and Their Impact**

I Marine Expeditionary Force began its efforts toward relationship-building even in the midst of Operation Iraqi Freedom I. The decision to establish a civil-military operations center immediately after the fall of Baghdad to coordinate restoring essential services demonstrated an underlying belief in the military value of winning the peoples' support. Marines employed the same approach in the unwelcoming environment of Tikrit, Saddam Hussein's hometown, as the Marines of Task Force Tripoli moved northward to conduct security and stability operations in April 2003. The task force placed an early emphasis on meeting humanitarian needs, such as providing fresh water, and on engaging local leaders.

That combination was replicated by all of I Marine Expeditionary Force as it moved into a dramatically different environment, taking over security operations in southern Iraq later that month. In this predominantly Shi'a region encompassing seven provinces (nearly half of the country), the security situation was largely positive in the aftermath of the collapse of Saddam Hussein's Sunni Ba'athist regime. Brigadier General John F. Kelly, assistant 1st Marine Division commander, recalled that "we took advantage of this lull without realizing we were doing it. And you know the division's motto, 'no better friend, no worse enemy,' worked out for us very, very well."<sup>2</sup>

A key theme dating back to 2003 was a determined effort by Marines to build capacity for local control and to develop relationships with Iraqis that defied the image of "occupier." The most kinetic portion of the Marine expeditionary force's new zone was in northern Babil Province, which included a significant insurgent presence. It was there that the Marines learned how to balance the iron fist of targeted operations with the velvet glove of civil affairs and engagement. Task

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<sup>2</sup> BGen John F. Kelly intwv, 31Mar04 (MCHC).

*Al-Anbar Awakening*

Force Scorpion, built around the nucleus of the 4th Light Armored Reconnaissance Battalion (reinforced), proved equally adept at tracking down improvised explosive device makers and reaching out to local sheikhs and imams. This formula worked, as incident levels dropped to near zero by the end of July and stayed at that level until I Marine Expeditionary Force turned the sector over to the Army's 82d Airborne Division in September 2003.



## Returning to Iraq—The Plan for al-Anbar

As the Marines of I Marine Expeditionary Force prepared to return to Iraq in 2004, their leaders sought to apply the lessons of their 2003 experiences while also recognizing that they would be in a more hostile environment. “We thought that would be different in al-Anbar,” recalled Lieutenant General James T. Conway, who was commander of I Marine Expeditionary Force at the time. “It was a different sect of the population,” and the people were “much more unsettled, unhappy with the scheme of things.” According to Conway, “We went back to the *Small Wars Manual* for our initial doctrinal guidance. When we had conducted operations in the south, it seemed pretty valid to us, and we thought that we could do a continuation of the same type of thing in the al-Anbar Province.” They knew that the challenge “would be tough, we acknowledged that, but we really thought that, in time, those principles . . . would still be applicable.”<sup>3</sup>

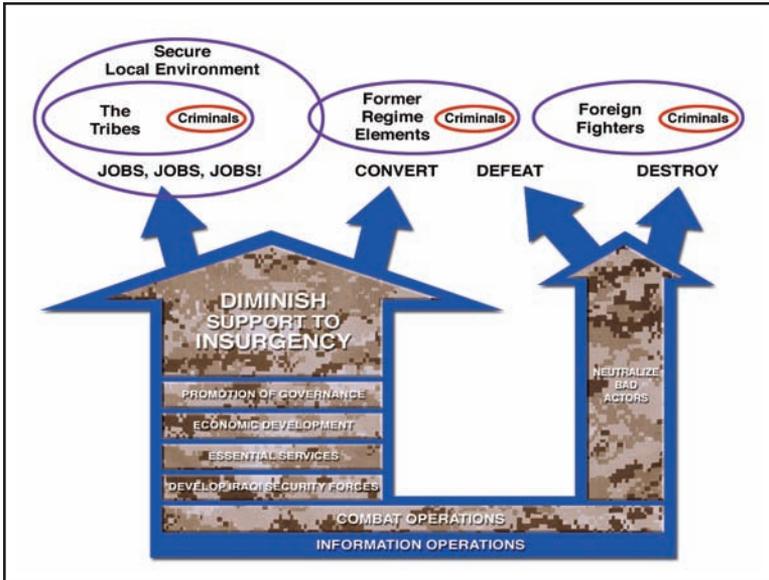
Prior to the return of 1st Marine Division to Iraq for Operation Iraqi Freedom II (2004-2005), Major General James N. Mattis, the division commander, sought to create an approach to guide his troops’ actions. Recognizing that the key terrain in any insurgency is the population, Mattis and his staff began by assessing the demographics of al-Anbar Province. Taking into account the cultural differences in western Iraq in contrast to the Marines’ 2003 experiences in predominantly Shi’a southern Iraq, they identified three key groups: the tribes; former regime elements; and foreign fighters. Each of these groups required a different set of approaches.

The tribes, which made up the largest group, were guided by a network of sheikhs and elders. Success in undermining support for the insurgency within this core group would take not only enhanced security to allow economic development and restoration of services, but also engagement with traditional leaders. Former regime elements, a smaller but influential group, consisted of prior military and civil leaders with ties to the Ba’ath Party who sought a restoration of the old order. Some within this group could be converted to support the Coalition by appealing to their self-interests. Others would have to be

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<sup>3</sup> LtGen James T. Conway intvw, 21 June/7 July 2005 (MCHC).

defeated militarily. The final group consisted largely of foreign fighters with Islamist goals. The only effective approach for this most extreme and dangerous minority was eradication. The presence of purely criminal elements within all three cohorts further complicated planning and implementation of the counterinsurgency strategy.



**1st Marine Division's operational design for Operation Iraqi Freedom II**

Interviews with Marine leaders at all levels from 2004 on reveals the integrated application of the principles described within this overarching plan. Posters summarizing the core philosophies of the approach hung in virtually every command post across Iraq. Mantras such as “first do no harm” and “no better friend, no worse enemy” were ingrained from the Marine expeditionary force staff to the fire team level. Given the diverse and decentralized nature of the western Iraq battlefield, the commitment to these core beliefs was noteworthy.

The Marines saw that the greatest challenge to their overarching strategy was the persistent level of violence and insecurity. Without stability, it was virtually impossible to create jobs and economic opportunities, which were key components for winning over the population.

## 2004—Fallujah I and Its Impact

The Blackwater USA murders on 31 March 2004 and their aftermath waylaid the Marines' operational plan. General Conway soon saw that "decision makers in Baghdad were being heavily influenced by public perception." His plea to higher headquarter to "not overreact to this" went unheeded, and the increasing pressure resulted in the Marines' plan being set aside in favor of Operation Vigilant Resolve, which Coalition forces mounted in April 2004 to clear insurgents from Fallujah.<sup>4</sup>

Although ordered in against the Marines commanders' better judgment, the "troops made great progress," according to Conway. "The snipers owned the streets, and . . . we were getting intercepts that they were about to run out of ammunition. We had killed a significant portion of the leadership, the rest were confused . . . arguing among themselves in terms of what they needed to do." What the insurgents did have going for them, however, was information operations, and soon Al Jazzera and others were erroneously reporting heavy civilian casualties in Fallujah, stories that many Western media outlets picked up. Despite Conway's message to higher headquarters that "we can give you the city in three more days," the Marines received orders to call off the attack.<sup>5</sup>

While the first battle of Fallujah hampered the Marines' efforts to directly implement their plans to engage the Anbaris, Colonel Michael M. Walker, commanding officer of 3d Civil Affairs Group, cites this period as yielding the first engagements that helped lay the groundwork for the Awakening. At a conference in Amman, Jordan, in July 2004 with many Iraqi business and tribal leaders, a Japanese investment banker told this group that "you can trust the Americans. When they say they'll work with you, they mean they'll work with you. They don't lie. They helped rebuild my country." Walker observed that among the Iraqis, "All of a sudden, the lights were going on that maybe the road out of this thing is with the Americans instead of with al-Qaeda"<sup>6</sup> The concept did not find fertile ground with the diplomatic

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<sup>4</sup> Conway intvw.

<sup>5</sup> Conway intvw.

<sup>6</sup> Col Michael M. Walker intvw, 24Mar09 (MCHC).

and political leadership in Iraq at time, however, and there would be many more months of fighting, but a seed had been planted with an influential audience.

## **Fallujah II—Operation al-Fajr**

The abandoned assault in April led to the establishment of an insurgent stronghold in Fallujah, which could no longer be ignored by the fall of 2004. The operation to clear the city, initially named Phantom Fury, was changed to al-Fajr by Iraqi Prime Minister Ayad Allawi shortly before the battle. Al-Fajr translates as “the dawn,” or “the new beginning.”<sup>7</sup> Al-Fajr tied directly into the Marines’ counterinsurgency plan by destroying the most committed insurgent elements—those who could never be won over by other means—and by paving the way for improved security and economic opportunity for the majority of the population.

Even in the heat of the most intense combat of the Iraq War, the Marines were mindful of the implications of civil-military operations for the long-term success of the operation. Lieutenant General John F. Sattler, commanding general of I Marine Expeditionary Force during the battle, recounted that “we were phase-four oriented before we went across the line of departure.”<sup>8</sup> This focus on civil-military operations at the highest levels went hand in hand with the tenacity and tactical success of the combat forces. While the civil affairs operations helped to deny the enemy the human terrain, the seizure of the city denied the insurgents a physical safe haven. Fallujah, explained Major General Richard F. Natonski, commander of 1st Marine Division during the operation, “offered the insurgents the ability to rest, rearm, refit, plan, and then go out and launch their attacks and then come back to a secure environment.” It was essentially a forward operating base for them. “By taking down Fallujah,” according to Natonski, the Marines denied “a sanctuary for the insurgents.”<sup>9</sup> The operation also revealed more about the barbarism of some elements of the

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<sup>7</sup> LtGen John F. Sattler intvw, 8Apr05 (MCHC).

<sup>8</sup> Ibid.

<sup>9</sup> MGen Richard F. Natonski intvw, 16Mar05 (MCHC).

insurgency, the types of things that would ultimately lead the population of al-Anbar to turn away from the savagery of al-Qaeda in Iraq.

The brutal tactics of the insurgents created an opening for Marine civil affairs operations. The contrast between the actions of al-Qaeda's foreign fighters in Fallujah and the Marines' and the willingness to help the Fallujhans opened a fissure that would be exploited during the Awakening. As combat forces reached the southern side of the city, the Marines began the removal of rubble, bodies, and unexploded ordinance and took the first steps to restore water and other public works while other units were still conducting clearing operations. It would be weeks before the city could be systematically reopened for citizens to return. When they did, the Marines were ready to extend a hand with aid, including cash payments to help repair damages.<sup>10</sup>

## **2005—Elections, Named Operations, and Tribal Success in al-Qaim**

While 2004 was dominated by events in Fallujah, efforts in 2005 centered on the October constitutional referendum and the December national elections. In contrast to the 3,700 votes cast in al-Anbar during January 2005 for the Provincial Council, approximately 500,000 Anbaris voted in the December elections, an exponential turnaround in less than a year.<sup>11</sup>

While preparing for the elections, II Marine Expeditionary Force also conducted direct action against insurgent forces. In western al-Anbar, the Marines undertook eleven named operations, including Matador, Iron Fist, and Steel Curtain, from May to December 2005. The purpose of these operations was to drive al-Qaeda fighters from the western Euphrates River Valley and deny them that terrain as a place from which they could operate freely.<sup>12</sup>

Colonel Stephen W. Davis, commander of Regimental Combat Team 2 (RCT-2) during 2005, noted the challenge that his small force

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<sup>10</sup>. Ibid.

<sup>11</sup>. BGen Charles S. Patton intvw, 25Jan06 (MCHC).

<sup>12</sup>. MGen Stephen T. Johnson intvw, 26Jan06 (MCHC).

faced in an area of operations the size of South Carolina, observing that “we like to say [that] this is an RCT with a division mission in a MEF-plus battlespace.”<sup>13</sup> In al-Qaim region, Davis and his Marines found that the foreign al-Qaeda fighters had “come here to kill Americans, so they’re not doing anything for Iraq.” The nationalist insurgents were “fighting for Iraq, they’re fighting for themselves, they’re fighting for their families, for their tribes.” They’re not necessarily fighting for the Jihad, and that’s where this big schism comes in.”<sup>14</sup> Coalition forces would ultimately exploit that gap between the Iraqis and al-Qaeda by appealing to the self-interest of the indigenous Iraqis. Tactical successes cemented the status of the Marine Corps as the “most powerful tribe in al-Anbar,” a point that was not lost on the province’s traditional leaders. Simultaneously, al-Qaeda’s interference with western Iraq’s ages-old and highly lucrative smuggling business contributed to the growing gap between al-Qaeda in Iraq and the Anbaris.

In addition to the success of Marine-driven combat operations, gradual progress continued with the development of Iraqi security forces. Iraqi and Coalition forces proved to be most effective in tandem. Coalition forces made the Iraqis more effective operationally, and the Iraqis provided cultural savvy to help separate insurgents from the population. By the end of 2005, the combination of military effectiveness, Iraqi security force development, and engagement of local leaders was emerging as the formula for long-term success.

It was not always possible to see the significance of events as they occurred. Commanders during 2006 were able to look back on the actions of their predecessors in 2005 and see the foundations that had been built. Lieutenant Colonel Scott C. Shuster, commander of 3d Battalion, 4th Marines, was quick to give credit for the improved environment in the al-Qaim region during late 2006 to the effective engagement of the Abu Mahal tribe by his predecessors. “Just prior to Steel Curtain,” Shuster recounted, “the internal and external insurgents had a showdown, the external insurgents essentially won, and the internal insurgents decided that they would ally with Coalition forces

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<sup>13</sup>. Col Stephen W. Davis intvw, 20May05 (MCHC).

<sup>14</sup>. Ibid.

to push the external insurgents out and then cooperate [with us] for a stable area.”<sup>15</sup> The significance of these events, which paralleled later actions in Ramadi, may not have been apparent in 2005, but they stood out by 2006 when the strategy of “clear, hold, build” had clearly taken root in al-Qaim.

## **State of Affairs in 2006**

While tribal cooperation and the named operations during 2005 enhanced security in the western part of al-Anbar, and the situation in Fallujah had improved following al-Fajr, much of the province remained gripped by violence and insurgent activity. This state of affairs was captured in a briefing prepared by the I Marine Expeditionary Force Intelligence Officer, Colonel Peter H. Devlin, for Joint Chiefs Chairman General Peter Pace, who visited al-Anbar in August 2006. As Devlin recounted, “I just wanted to tell him precisely what’s going on here in Anbar Province regarding what the insurgency was and why our incident levels had increased.” The briefing sought to explain the paradox of progress amidst some of the highest levels of violence of the entire war.<sup>16</sup>

Brigadier General Robert B. Neller, I Marine Expeditionary Force deputy commanding general for operations, observed, “We have killed a very substantial number of these guys, and yet the level of attacks has continued to go up. So we can attribute that to the fact that we’ve gone in areas where we weren’t located before and we’ve dispersed the force and we’ve got more surfaces for them to contact against.”<sup>17</sup> Anticipating follow-up questions from General Pace or others, Colonel Devlin collaborated with Major Alfred B. “Ben” Connable at the Marine Corps Intelligence Activity to expand the briefing into a more detailed assessment of the situation as of August 2006. The classified report, portions of which were leaked to the media once it reached Washington, depicted al-Qaeda in Iraq at the height of its power.<sup>18</sup> The irony was that, at the moment the situation looked most bleak, just as

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<sup>15</sup>. LtCol Scott C. Shuster intvw, 28Dec2006 (MCHC).

<sup>16</sup>. Col Peter H. Devlin intvw, 31Jan07 (MCHC).

<sup>17</sup>. BGen Robert B. Neller intvw, 23Jan07 (MCHC).

<sup>18</sup>. Devlin intvw.

much of the media and political leaders in Washington were ready to abandon al-Anbar and Iraq as lost causes, three years of investment by Marines and their Coalition partners were about to pay off.

## **Onset of the Awakening**

In September 2006, Sheikh Abdul Sattar Abu Risha announced the formation of a tribal movement, the Sahawa al-Anbar, or al-Anbar Awakening. Frustrated with the extremism of al-Qaeda in Iraq and its disregard for the traditions and leadership of the Anbar tribes, Sheikh Sattar and his allies began to target al-Qaeda militants in their area and cooperate with Coalition forces. The tribes' most influential role was encouraging their military-age males to volunteer for the Iraqi police. The movement grew steadily, first in the Ramadi area where it began, and then in other parts of the province. Unlike the largely localized 2005 effort of the Abu Mahal tribe in al-Qaim, the Awakening became a province-wide phenomenon.

Colonel Sean B. MacFarland, USA, commander of the 1st Brigade Combat Team, 1st Armored Division, in Ramadi, described the accelerating pace of change in a December 2006 interview. "One by one, the local tribes are beginning to flip from either hostile to neutral or neutral to friendly," he observed. "That's been probably one of the most decisive aspects of what we've done here, is bringing those tribes onto our side of the fence." MacFarland noted the impact of tribal cooperation on recruiting for the Iraqi police. With the blessing of local sheikhs, monthly volunteer totals went from 20 or 30 per month to several hundred.<sup>19</sup> With those additional forces, "inkblots" of stability, in the form of combat outposts or security stations, soon spread across Ramadi as the strategy of "clear, hold, build" was implemented.

At the heart of that effort in central Ramadi during the winter of 2006-2007 was 1st Battalion, 6th Marines. Commanding officer Lieutenant Colonel William M. Journey described the battalion's focus in terms that paralleled the key themes of the Marines' campaign plan developed three years earlier. "We focused on . . . three lines of operations

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<sup>19</sup> Col Sean B. MacFarland, USA, intvw, 13Dec06 (MCHC).

in our battalion. First and foremost is to neutralize those criminal and terrorist threats that would choose to do us harm.” The second was on employing Iraqi security forces, and the third was civil affairs operations, to bring “life back to a sense of normalcy.” One distinction that Journey noted was the battalion’s belief that “clear, hold, build” were not sequential, but concurrent efforts, with civil-military operations to build in one area setting the conditions to clear the next, and combined U.S.-Iraqi efforts to hold neighborhoods influencing both.<sup>20</sup>

While most attention during the Awakening period focused on the Ramadi area, the Marines and their Coalition partners were applying the same fundamentals across al-Anbar. The Regimental Combat Team 5 commander, Colonel Lawrence D. Nicholson, observed of the collaboration in Fallujah that it was “quite a sight to see Iraqi police, Iraqi army, Marine planners hovering over a map, looking at intelligence, looking at names, comparing notes.” Like many other commanders, Nicholson understood that the battle in al-Anbar was one the Marines would not win directly. “Victory” would come when the Anbaris were willing and able to win the fight themselves. He emphasized the role of engagement, even with former adversaries, noting that “I’ve met with resistance leaders, I’ve met with guys who said, ‘Hey, I was fighting you for two years. Now . . . we’re fighting [al-Qaeda].” In addition to engagement, Nicholson emphasized the impact of civil-military operations, reminding his troops to “treat everyone with dignity and respect, and we’ll get a dividend from that.”<sup>21</sup>

## **Engagement and Economic Development in 2006**

While the focus of the Awakening was on the tribes, Marine leaders at all levels continued to balance engagement with the tribes and support for the elected governments. Major General Richard C. Zilmer, I Marine Expeditionary Force (Forward) commander during 2006, described efforts to support both traditional and newly elected leaders, noting that “to make those city councils, provincial councils .

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<sup>20</sup>. LtCol William M. Journey intvw, 17Feb07 (MCHC).

<sup>21</sup>. Col Lawrence D. Nicholson interview, 3Jan07 (MCHC).

. . . successful, there's going to have to be a strong buy-in from the tribal sheikhs, because that is the custom. . . . The most important social feature, I think, of the Anbar people, is that tribal sheikh relationship, and I think we had to learn that."<sup>22</sup>

A vital component of the tribes' engagement was the ability to promote enlistment in the Iraqi security forces. As Brigadier General Neller observed, "We've had really great success with the police out west and now with the police in Ramadi because of tribal engagement and civic support."<sup>23</sup> During I Marine Expeditionary Force's year in theater, the number of Iraqi police in al-Anbar grew from 2,000 to 13,000, the maximum authorized at the time. Combined with two increasingly effective Iraqi army divisions, these police forces not only had a direct impact on stability and security, but they led to an improved flow of reporting from the populace to enable targeting of remaining insurgents. Al-Anbar Province was rapidly becoming an inhospitable environment for the insurgents who had destabilized the region since 2003.

While General Neller focused on security operations for Multi National Force-West, his counterpart, Brigadier General David G. Reist, pursued economic development opportunities. Whether meeting with Iraqi expatriots in Amman, Jordan, and beyond or helping Governor Mamoon San Rashid al-Alwani obtain funding from the central government, he fought to resuscitate the Anbar economy. General Reist noted in early January 2007 that "the governor just . . . got his first allocation of reconstruction dollars from the federal government, and it equated to just under 40 million dollars. . . . Projects are starting as he distributes that money to his mayors."The synergistic impact of creating jobs, improving security, and undermining support for the insurgency envisioned in 2003 was becoming a reality by early 2007.<sup>24</sup>

## **Capitalizing on Success in 2007-2008**

As anti-Coalition incident rates dropped from 300 to 400 per week in early 2007 to near zero by spring, II Marine Expeditionary Force

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<sup>22</sup> MajGen Richard C. Zilmer intvw, 3Jan07 (MCHC).

<sup>23</sup> Neller intvw.

<sup>24</sup> BGen David G. Reist intvw, 3Jan07 (MCHC).

had to move quickly to satisfy the emerging desire for self-government and economic opportunities. Just as tribal leaders had helped to improve the security situation, their influence also played a role in enabling U.S. efforts to improve the economy. Sheikhs urged their followers to capitalize on American efforts to help rebuild during the window of time that remained and noted that attacking U.S. forces and contractors would undermine those efforts. Major General John R. Allen explained the key to understanding that dynamic: “Tribes and tribal leaders and sheikhs are all guided by self interest. Not selfish, necessarily, but self interest. . . . It is the nature of Arab tribes that sheikhs are concerned about the interests of their people.”<sup>25</sup>

The 2007 “surge” improved the security situation across Iraq by giving the Iraqi government and security forces room to consolidate their gains. Major General Gaskin, commander of II Marine Expeditionary Force, described the shift in the al-Anbar security situation early in his tour as surge forces arrived in theater. “What really grabbed us is that as we were able to take the population centers back,” he said. “The incidents, whether it be IEDs [improvised explosive devices], small-arms fire, indirect fire, dropped precipitously.” The Coalition consolidated those gains by backfilling the secured areas with Iraqi police, who had familiarity with their communities and could leverage loyalty from local citizens that Coalition forces could not. Suddenly, al-Qaeda’s ability to stifle cooperation through intimidation and murder was eliminated. The police were instrumental in separating the insurgents from the population, a central principle of effective counterinsurgencies. The police grew not only in effectiveness, but also in numbers, increasing from about 11,000 to 24,000 during 2007 and serving in every population center in the province.<sup>26</sup>

By 2008, al-Anbar was also able to leverage two greatly improved Iraqi army divisions. After years of investment in them by military transition teams, the 1st and 7th Iraqi Divisions demonstrated their readiness during a short-notice deployment to Basrah to restore order there. The improved state of the Iraqi security forces and the

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<sup>25</sup> MGen John R. Allen intvw, 27Jun07 (MCHC).

<sup>26</sup> Gaskin intvw.

dramatically better stability allowed reductions in Coalition forces no one would have thought possible two years earlier.<sup>27</sup>

John F. Kelly, who had been promoted to major general, commanded I Marine Expeditionary Force (Forward) during 2008. Looking back on his multiple tours, he noted the sustained commitment of Marine forces to the phrases emphasized by General Mattis, “no better friend, no worse enemy,” and “first, do no harm.” Kelly recalled that “the sheikhs would tell me that ‘in spite of the fact that we were killing you guys . . . you were still trying to force us to work with you.’”<sup>28</sup> That commitment to engagement paid dividends throughout the war.

Major Adam T. Strickland, who served as General Kelly’s engagement officer from December 2007 to December 2008, related that “our motto was, ‘There are no good and bad people. There are just self-interested people.’ So individuals chose courses of action in the past because they thought it was in their best interest. Now, we hope to show them that regardless of what they’ve done in the past, [through reconciliation there is] a path to a better future with the government.” It was that spirit that led to cooperation with many of the Coalition’s former adversaries.<sup>29</sup> By 2007 and 2008, the misguided policies that disbanded the Iraqi military and made enemies of those most able to reconstruct Iraqi society were finally being reversed. The “conversion” of former regime elements recommended in the Operation Iraqi Freedom II operational design has led to a reconciliation that benefited both Coalition forces and Iraqi society. The late 2003 vision of local governance, economic development, restored services, and employment of Iraqi security forces to create a stable environment for the people of al-Anbar is an increasingly secure reality in the western Iraq of 2009.

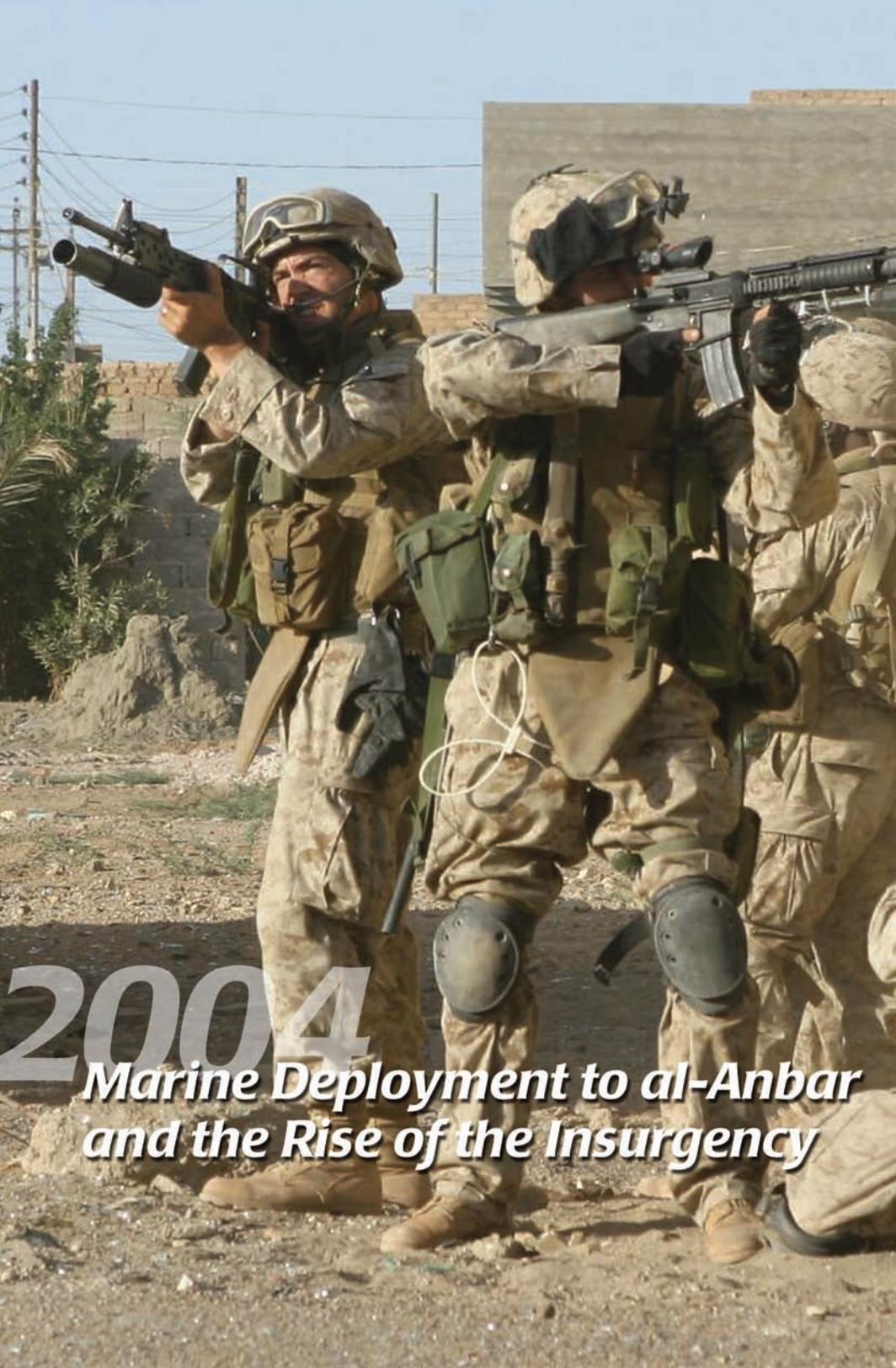
Kurtis P. Wheeler  
Lieutenant Colonel, U.S. Marine Corps Reserve

<sup>27</sup> BGen Martin Post intvw, 18Mar09 (MCHC).

<sup>28</sup> BGen John F. Kelly intvw, 26Mar09 (MCHC).

<sup>29</sup> Maj Adam T. Strickland intvw, 26Mar09 (MCHC).



A photograph of three Marine soldiers in full combat gear, including helmets, goggles, and tactical vests, standing in a desert environment. They are holding rifles and appear to be in a tactical position. The background shows a simple building and utility poles under a clear sky.

**2004**

***Marine Deployment to al-Anbar  
and the Rise of the Insurgency***





Interview 1  
*Preparing for Counterinsurgency*

## Major General James N. Mattis

*Commanding General  
1st Marine Division  
Multi National Force • West*

August 2002 to August 2004

Major General James N. Mattis is a career infantry officer who commanded 1st Marine Division from August 2002 to August 2004. While serving in that capacity he completed two tours in Iraq, leading the division's attack toward Baghdad during Operation Iraqi Freedom I and then during subsequent stability and support operations as part of Operation Iraqi Freedom II. Following that assignment, he commanded I Marine Expeditionary Force, where he served concurrently as the commander of U.S. Marine Forces, Central Command. In November 2007, he assumed command of U.S. Joint Forces Command, where he serves concurrently as Supreme Allied Commander for Transformation for the North Atlantic Treaty Organization.

In this interview, Major General Mattis discusses preparations undertaken in anticipation of the 1st Marine Division's redeployment to Iraq in March 2004, the development of a counterinsurgency strategy designed to engage the Iraqi people, and security operations conducted throughout Anbar Province, including the first battle for Fallujah. He notes that a key element in the division's counterinsurgency effort was to "try and turn down the cycle of violence." This was pursued through a two-pronged, intelligence-driven approach, designed to neutralize their adversaries' influence over the population while simultaneously promoting governance, economic development, and essential services within the community.

Major General Mattis was interviewed by Dr. Charles P. Neimeyer, director of the Marine Corps History Division, on 17 June 2009 at the Pentagon.

**Charles P. Neimeyer:** What was the plan for the return of I MEF [I Marine Expeditionary Force] assets back into Iraq in the 2004 time frame?

**Major General James N. Mattis:** Well, some of the ships were still at sea with our equipment and would not arrive in southern California ports until November [2003] and even December, early December, with our gear. So initially there was a two-pronged approach. One was on planning, and one was on logistic preparations of gear that we knew we had to get turned around. In many cases, the mechanics and all from the FSSG [force service support group] and even our own were sent down to the ports, where they would work on the gear there and basically reload the ships. This is during the holiday period, Thanksgiving, Christmas of 2003.

As soon as I received the warning order, and I believe it was on November 7th, . . . I immediately directed my deputy, [the] assistant division commander, Brigadier General John [F.] Kelly, to get over there right away and determine what needed to be [done], get the lay down of where the 82d Airborne was at, size up the mission, and do all the initial planning things that you need to do to starting filling in assumptions with information, rather than having information gaps. The plan for the deployment was basically that we would get an advance team in. They would start integrating with the 82d Airborne Division. We would ensure a good turnover of the battlefield situation, understand what they were doing, and try to exploit and move along the lines that 82d Airborne Division had underway.

[Kelly] got there and returned. We decided that I would go out next—this is in early December—and take with us engineering officers, intel[ligence] officers, who would actually start working on the camps that we would need, making certain that the camps were ready for us to move into them, handle the turnover from 82d Airborne to I MEF. All this is going on under the auspices of I MEF's efforts. The intel aspect was twofold. We had to get the enemy's situation, so we understood what was going on, which was a little unclear, since we had not operated in western Iraq before. But we also needed to organize the intel effort correctly, and this was really done by the MEF intel officer, Colonel [James R.] Jim Howcroft, who determined that the nature of this fight would require a fusion center of all intel assets at the division level, SigInt [signals intelligence], HumInt [human intelligence], analysis, this

sort of thing, so that it was closely connected to and integrated with the operational effort. So you'd have a logistics preparation going on, you have a planning preparation going on, and inside the planning there's a specific focus on intel.

Additionally, we immediately set up a rudimentary orientation that our units had to go through at an abandoned housing site up in the March Air Force Base housing area that had been shut down. We had Marines play-acting like what we expected to have going on over there. This was the start of what eventually grew, by the way, into . . . Mojave Viper, eventually gaining great support out of the Marine Corps Warfighting Lab at Quantico. They were the ones who really helped us. Eventually, TECom [Training and Education Command] came in and helped further, but the efforts that they had conducted on urban warfare back in the '90s, some of that expertise was still there. The thinking was fresh to them, and they were a great help. So we also have a training effort underway, which also included in each battalion trying to craft one platoon that would be organized to work as a CAP [combined action program] platoon and [on] how could we get language and cultural appreciation improved.\*

We contacted the best Arabist we could find, Barak [A.] Salmoni, . . . at the Naval Postgraduate School. . . . He had a unique ability to talk to Marines about the culture they were going into and try to start the cultural and linguistic preparation of units going in with the idea [that] some of the units would actually live in amongst the Iraqis. . . .

We identified three groups of enemy, or potential players on the battlefield. The tribes, there were criminals amongst them, and what we thought we needed for them was jobs and securing them, the locals. Then we had the former regime elements. These were the recalcitrant ones, the ones who chose to be irreconcilable. There were criminals amongst them, too. And then we had the foreign

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\* The combined action program emerged during the Vietnam War where a platoon of Marines integrated with local Vietnamese force to protect a designated village. In Iraq, these CAP platoons would be embedded with Iraqi security forces [ISF] and evolve into police and military transition teams [PTTs and MTTs], partnering with ISF as mentors and trainers.

fighters, not many, when you ran into them, because you generally didn't take prisoners. They fought to the death.

*Neimeyer:* You wanted to destroy these guys?

*Mattis:* These we would destroy. We would defeat or convert, try to move the former regime elements into the reconcilable ranks. The ones we could not, we would defeat, destroy them. But the main effort was to diminish support to the insurgency [by] promoting governance, economic development, essential services, and the supporting effort was to neutralize the bad actors. In other words, take them out, either imprison them, kill them, whatever it took, the irreconcilables.

These were how we constructed what we called combat operations. You can see the main effort was diminishing support to the insurgency, and the whole thing . . . was done inside a bodyguard of information ops [operations]. And this would be the scheme that would eventually have us addressing situations like Fallujah, that we knew was going to be a tough nut. And we had an idea of how we'd diminish support for the insurgents there by doing things around the periphery, for example, that sort of thing, as we continued to maintain this effort, to include strong interaction with the tribes.

Immediately, how could we get a hold of the tribes? Down south [in the southern provinces where the Marines had been], the imams and some of the tribal leaders were the main people we had dealt with. Out in the west [al-Anbar Province], we were aware—this was based on our reconnaissance and 82d Airborne's superb briefings to us—we were aware that the tribes would be the center of our efforts out there from the very beginning. And this is reflected a few months later. Even on the worst days of fighting in Fallujah, I would oftentimes return to Ramadi and meet with the tribal leaders there, who were very upset. But I just kept working with them, kept listening to them, and all of my officers were doing that as we were working with the tribes. The tribes, the tribes, from the very beginning—that [was] the plan going in.

The Army Special Forces, Major Adam A. Such, came in, linked up with us. I believe it was in December, before we deployed. . . . Adam

would be the one who, with his guys out in the Hit/Haditha area, made initial contact with the Abu Nimer tribe and actually began what eventually morphed into the Anbar Awakening. This is, by the way, in April-May-June of 2004. Also, Colonel [Arthur W.] “Buck” Connor [Jr., USA], who commanded the 1st Brigade, 1st Infantry, that held Ramadi, served under us for our first several months there. He also had a vigorous tribal engagement going on there in the Ramadi capital. So you see, Army and Marine efforts to engage with these folks, and that’s kind of how the planning was coming together as we went in.

*Neimeyer:* Let me ask you about the SASO [stability and support operations] training that you organized prior to going back in. I noticed LAPD [Los Angeles Police Department] was assisting you in some of this street gang stuff and things of that nature, understanding criminal elements.

*Mattis:* The LAPD was superb. . . . They flew us over the city [Los Angeles] in their own helos [helicopters], showing us how they police, what kind of issues there are. We sat in classrooms with them. We spent the day with them. It was very, very helpful, and their counter-IED [improvised explosive device] guy basically helped train our people and then deployed with us. [Notes that he helped train 55 infantry battalions.] But the LAPD, based on a good working relationship, was most beneficial, from the chief down to the detective level.

*Neimeyer:* This SASO [security and stabilization operations] thing . . . is a rather unique approach. Did it just come to you, or did you basically understand that you were going in the second time in a completely different than you did on the march up?

*Mattis:* We knew it was a very different environment. We had pulled off the preceding five and a half months and sustained I believe one killed and 55 wounded. Out of the division, I think it was two killed. [Referring to Phase IV Security and Stabilization Operations in 2003 during Operation Iraqi Freedom I where Marines governed seven Shia provinces in southern Iraq at the end of decisive operations]. . . . But going back in, it was clear that we would be facing a much more entrenched enemy in al-Anbar.

However, we were still very optimistic after General Kelly's initial visit that we would earn the population. We didn't know how long it would take, and, frankly, it probably took longer than we imagined, but that's why you see the immediate main effort being to diminish the reasons for the insurgency, why we were training our troops, not just to be "no better friend, no worse enemy," but [what] we'd applied by this point during the preceding deployment and reemphasized now was first do no harm and protect the people.

I'd studied the [French] 10th Parachute Division in Algeria in 1960, and trying to turn down the cycle of violence is one of the lessons I drew from that. We kept doing that, even, like I said, during the worst fighting in Fallujah. We were still working with the sheikhs, even though we knew many of them were actively operating against us, to try and turn that down. So this was based on a study of history, understanding of COIN [counterinsurgency] doctrine, and a recognition that this was going to be an ethically and morally bruising environment that we had to prepare the troops for. The lessons were pretty obvious. But we had to prioritize working with the tribes and providing a secure local environment, which was going to be very difficult, with the number of troops we had.

**Neimeyer:** Did you find it hard to hold the Marines back and switch from a mostly kinetic sort of attitude, when they did the march up, to a nonkinetic sort of avenue?

**Mattis:** No, I did not, and part of the reason was we were able to go back in—do you have a copy of my letter to the troops?

**Neimeyer:** I do. I do have that.

**Mattis:** You'll see where we actually say . . . that the enemy wants you to hate all of the Iraqis. Don't allow the enemy that victory. We put it in terms that Marines understood [about] how the enemy was going to try to manipulate them. It was not difficult, although the excitement of that combat for young Marines, you always want to bring everything to bear. We just had to keep stressing to them, "Be careful. Don't allow a single innocent person to be injured. We're the good guys." The Marines, it took a lot of talk, but it's a balancing act.

**Neimeyer:** Could you describe the situation on the ground when you arrived back in country for the second time? I mean, was it the way you expected it, or did you find any surprises that hit you when you got back there?

**Mattis:** It was pretty much as we expected it, although the infantry-rich formations that Marines bring, where we have in some cases hundreds more infantrymen than the Army units we were replacing, allowed us to do foot patrols and to go into areas they had not been in. In Ramadi as we did that, we uncovered a significant enemy presence that was probably not as well defined during the turnover as I thought it had been. I thought I had a pretty good idea what was in Ramadi, and then Lieutenant Colonel Paul [J.] Kennedy's 2/4 [2d Battalion, 4th Marines] kicked over a real hornet's nest, even while we were fighting down in Fallujah.

Fallujah we knew would be a tough nut, and our approach was going to be to get the lights turned on in one nearby community, get jobs in another one, working around it in that manner, so that we did not go charging into Fallujah. The theater commander, General [John P.] Abizaid, [USA], and General [Charles H.] Swannack [Jr., USA], the 82d Airborne commander, had been attacked on their latest visit there, so we knew it was going to be a tough one there. But our idea was to use agents inside the city to identify enemies, support special forces operations to go in and kill those people, but continue to do good works outside the city, where it was a more benign environment, and draw people's attention to those things.

We were not naive about it. We didn't intend to convert the hard core, but we knew that there were a lot of people that we could convert, that were not committed to being adversaries. However, we knew too we were taking an American, largely Christian force into a part of the world where that combination did not play well, so we would have a very skeptical audience. We were going to have to be very stoic, and it was going to be hard. But we were very confident we would eventually turn them. So the Fallujah situation was understood by us from the beginning. We had Colonel John [A.] Toolan [Jr.], the regimental commander responsible for the

area, he had a very good plan to deal with it. We were all on the same sheet of music, and of course the Blackwater [USA] thing had an impact on that plan.

But I think there [in Fallujah], and even further west, we were unaware of just how deeply, not entrenched, but how well the enemy had organized and the numbers of troops he had. We had some serious challenges as that threat manifested itself from Husaybah, near al-Qaim, on the Syrian border, to Haditha area, on down to Ramadi, that 2/4 stumbled into, and then of course Fallujah.

Furthermore, at this very time, as we're turning over, this MSR [main supply route] between Kuwait and Baghdad is cut, and significant numbers of our troops under General John Kelly had to be committed to restoring the bridges and reopening those lines, even as we were fighting in Fallujah. Obviously, 2/4 had one squad overrun and decimated, and meanwhile, we have the situation in Husaybah, where we have a company lose its company commander and five staff NCOs [noncommissioned officers] killed in the first hour, then has to fight its way back through this. It's all going at about the same time, immediately following the turnover with 82d Airborne.

*Neimeyer:* We talked a little bit about Fallujah, and we're going to get back to that, but were there any areas in Anbar when you got there that you considered what you'd call no-go areas, where you weren't going to go there yet, and you were going to wait until you'd figured out the situation or built up more forces on the ground?

*Mattis:* No. No, there weren't. We had the forces we had. We did make requests for additional forces. For part of the fight, there were forces shifted around. First Armored Division was actually turned around. General [Martin E.] Dempsey's [USA] division was turned around and sent back up to relieve some of our southernmost units, Army and Marine, that were then brought up closer into the fight for Fallujah.

But I mean, obviously, when you're in the middle of fights, there are no-go areas. There was no area that we said we're going to surrender. There were just areas we could not address because we didn't have enough troops. The area north of the Euphrates River

Valley, the area up towards Lake Tharthar, areas like that. For Fallujah itself, a city of 350,000 people, all I could bring to bear initially were two infantry battalions. We eventually got four, and that would have been sufficient because the enemy hadn't prepared for this. Of course, then we were stopped.

*Neimeyer:* One of your hallmarks, I think, in the march up [to Baghdad] was your demand for speed. Did you have that same attitude in the midst of the fighting the second time around, or were you more deliberate?

*Mattis:* Well, we are now going into what we consider to be a counterinsurgent effort, and that required what I called the three P's: patient, persistent, presence. Patience you understood. That word sends a message. Persistent, you can't go in and come out, you can't be episodic. And presence, you've got to be there or you're not influential. And this included building Iraqi security forces, which unfortunately had been basically put together with uniforms and a modicum of training, rather than taking the time to build them correctly. And they basically collapsed pretty much—not everywhere—but basically pretty much collapsed or joined the enemy's side during the uprising there in March-April.

*Neimeyer:* Did you find the historical example of combined action platoons useful to you in the second time you went in?

*Mattis:* We did. We had attempted to organize in each battalion one platoon, for example, that would be given extra language training, extra cultural training. Remember, we have very little time. These troops have just returned home. We've dropped people who under stop-loss or whatever had to go home or extended for the deployment to fight with their buddies. We're getting recruits in. We're repairing gear, and getting it back on the ships, and sending it back over, [and] meanwhile trying to train these units. So the CAP units in each battalion, and that approach of being out among the people, was our basic approach.

*Neimeyer:* Did you make adjustments once you got on the ground? Is there anything that popped up that you had to adjust to that you didn't really think about?

**Mattis:** No, no, not really. Obviously, the fighting, frankly, the fighting piece became heavier than I desired, but I mean, to me that's the normal give-and-take of war. But we maintained. Even, like I said, on the worst days of fighting, I would come back from Husaybah and visiting there, or from out in town in Ramadi, or most often down in Fallujah area. We'd come back, and routinely there'd be anywhere from two to 40 sheikhs wanting to see me. And I would continue to talk with them. I would talk with them down in Fallujah, outside of Fallujah. It was just constant discussions, keeping the dialogue going, but the whole emphasis was on the tribes out there. . . .

**Neimeyer:** How would you describe the enemy at the beginning of the deployment? How did the enemy react to the presence of Marines in Anbar, once you started becoming more effective?

**Mattis:** Well, the enemy didn't like us. But at the same time, we did not have a lot of interagency support, so all we had to offer them—the people there—were some projects that were being planned, or CERP [Commander's Emergency Relief Program] funds, where they could pay people to work, and this sort of thing. Or we could provide a generator for the Abu Nimer tribe, because they were helping us.

The enemy obviously didn't like us, but we kept believing that most of this enemy was actually reconcilable. We didn't use those words then, but we kept thinking. We used the word "convert," but "reconcilable" was probably the better word, which General [Graeme C.M.] Lamb, the British three-star, eventually breaks the enemy's logic train. At this point, we've not broken it, and we can't define the enemy. We hear "former regime elements," "dead-enders," "former Ba'athists," all this sort of thing. Eventually, a couple of years later, General [David H.] Petraeus [USA] comes in, and General Lamb, and he'd come up with this reconcilable/irreconcilable, [which] is really the definition here, and keep moving as far as you can to bring reconcilable people [to your side]. Those you cannot, you take them out—out of the fight.

**Neimeyer:** The enemy, in reacting to you, stepped up their murder and intimidation campaign against folks who were on the fence. How did you deal with that? I mean, how do you deal with

especially the foreign fighters who were assassinating some of the guys who were potentially reconcilable?

**Mattis:** Well, that's where ambushes and working intel, HumInt and all, as we had efforts underway to create HumInt. Some of the intel support we got, nonmilitary, was not that good. But you try to identify who's doing it, and you try to secure—consistent with our going-in proposition—secure the local environment. That's very difficult when you have an area that big, as big as probably North Carolina, and you have the paucity of troops we had, and the untrained and questionable loyalty troops of the Iraqi security force at this point, who have been thrown together, cobbled together, as best both 82d Airborne and we could, but without the time to vet them, with the enemy message gaining credibility, our message getting muted. It's just a very, very difficult time.

**Neimeyer:** Did you observe any indications that Multi National Force-Iraq, government of Iraq, U.S. government, regarded Anbar Province as a hopeless situation? I recall the intelligence assessment of one colonel that said Anbar was most likely lost.

**Mattis:** First of all, that colonel did not speak for the Marine view. I thought it was an unfortunate assessment, and inaccurate. From the very beginning, General Kelly and I, Colonel [Joseph F.] Dunford [Jr.], who became the chief of staff, eventually the deputy commander, assistant division commander, we were of one mind—as we were right down through battalion and company and platoon commanders—that in these areas, we could turn these people. Some were more convinced than others based on where they were at. Inside Fallujah, it was going to be tough. But in many other areas, we were seeing progress already.

**Neimeyer:** So you believe that, in fact, the assessment was inaccurate?

**Mattis:** That assessment comes years later, right at a most unfortunate time. But the bottom line is, there was a sense that Anbar would be the last area, I think the word used was “pacified,” or “stabilized,” that we would just hold on. It was an economy-of-force theater throughout. It was never the main effort.

We believed that if we could turn Anbar, we could set a new tone for the whole war, and we were convinced that we could do that from the very good briefings that 82d Airborne Division gave us. That was our assessment. I'm not saying it's theirs, but they gave us good briefs, we considered what they were saying, and we thought we could do it if we had the right approach, which I lay out here.

Numerous times, . . . the priority for bringing in more forces seemed to go elsewhere. During the surge itself, we received two more Marine infantry battalions—several years later—but it was difficult across the country. The command in Baghdad had prioritized other areas, and we did sense that the Sunnis were seen as the most recalcitrant and least likely to come over to our side. We disagreed, seeing with the same data reasons why they might be the first to flip.

For the first time in this war since 9/11, and probably if you go back to when this war really started, which was in the '80s, . . . this is really the first time that you see an entire Arab Middle Eastern population turn against al-Qaeda and the extremists. We never doubted we could do it. How long it would take, we knew you can't calculate these things, [that] you can't predict the future of these things. The tipping point would come probably due as much to our own restraint as it would have to do with the enemy's mistakes.

And the enemy, they were so stupid. They made mistake after mistake. And eventually we, by maintaining our ethical stance, our moral stance, the people there—watching the reality of us versus the enemy—shift. It starts with Adam [A.] Such, Army Special Forces major, in Hit, Haditha, out west of Ramadi, with the Abu Nimer tribe. It then leapfrogged somewhat, although many people are staying with the program, Marines keep rotating back time after time to al Anbar. But Dale Alford's battalion, Lieutenant Colonel [Julian D.] Alford, out in the al-Qaim area, then guts the enemy's program in terms of its information message and all, and he makes great progress out there, clearly a man extremely attuned to the counterinsurgent mindset.

But you see this throughout the battalion commanders who simply, stoically take the casualties, hold their troops in check, do not allow the enemy to drive us too far, although some battalions fighting in

downtown Ramadi during the difficult days are literally fighting every day. It's not counterinsurgency in the sense of winning hearts and minds. It's firefights. . . . But the fact is the Marines are able to adapt and quickly shift to nonlethal activities, and it is the forbearance of the troops, the self-discipline of the NCOs and junior officers, that almost always keeps us on the side of the angels here, and the people are watching this. And as the enemy cuts off the heads of young boys, as they kill a sheikh and leave his body to sit out there in the August sun for four days, as they continue this sort of behavior, these forced marriages, what you and I would call rape, where they marry someone for three or four days, these are all telling. . . . And so eventually these mistakes, and our forbearance, pay off, and in a very short period of time, all of a sudden the tribes realize whose side they're really on, and it all shifts. . . .

*Neimeyer:* Give me your assessment and role of, or intentions of the Anbari sheikhs in 2004. How did they strike you?

*Mattis:* They were angry. Their Sunni domination of the political life of Iraq obviously was jeopardized by us coming in and dumping Saddam [Hussein]'s regime out. We, by going with the de-Ba'athification campaign, we had basically disenfranchised all of those who had been in authority, which is obviously many of the Sunni sheikhs. By disbanding the army, many of the Sunni boys out there, they're very tribal, had joined the army. They were now out of work. They had been trained, trained quite well, and so it was a difficult time for them.

At the same time, we had time to get into very strident discussions. I was asked on one occasion, during a negotiation outside Fallujah, by several, "When are you going to leave?" I said, "I'm never going to leave. I found a little piece of property down on the Euphrates. I'm going to retire there." But my point was that I wanted to suffocate any hope that the enemy had that we were temporarily there. [I wanted them to believe] that we were going to stay as long as necessary. That was difficult, because at times they'd be reading things off the front pages of U.S. newspapers about pulling out and all, but I told them that we would not leave them adrift and that they had bought in with the wrong people.

I knew they couldn't admit that publicly right then, but the fact is that they had bought in with people who said no cigarette smoking, who would marry their daughters if they wished, whether or not the parents wanted that. These were people who had no interest in the good of the people. In fact, they would try to get innocent people killed by firing from their homes and all on Marines. But the bottom line was that eventually they were going to see that we were their only best friends.

**Neimeyer:** I'd like to talk a little bit about the Blackwater [USA] incident. . . . On two sides of the question, the first is, how important is this? How did you handle this incident, the bridge incident? And then the second thing is, did you feel pressure coming from the American high command to do something about it?

**Mattis:** Our first warning of it, I was out on the road, and . . . someone called saying on CNN [Cable News Network] there was this incident being broadcast around the world. I said, "Okay, just continue with what we're doing and do what you can to recover the bodies. Let's find out who did it and then we'll kill them." I talked with General [James T.] Conway. I said, "I don't want to go into the city." He agreed. He said, "That's exactly what the enemy wants us to do right now. We will continue the operations around the periphery of the city."

We had people actually in the city at the time, but only for short periods—in and out—and we would do our best to recover the bodies and to identify who had done it, and then continue the special forces raids. . . . I said, "Steady as she goes." We were working with the police chief and the then-mayor to do this sort of thing. There were a lot of tribal factions that didn't necessarily get along in the city, so we were able to work that. We had fairly good information come out of inside the city. For several days, we continued along these lines, recovered some of the bodies, starting to get names and this sort of thing.

Then, eventually, I was ordered to have a sustained U.S. Marine presence inside the city within 72 hours. And I don't know all of the background as far as who did what. . . . And so we basically were ordered to go into the city, with two infantry battalions available at that point.

**Neimeyer:** And obviously you probably would have preferred to have more. But the incident itself, how did it affect the overall lay-down of forces? Did this affect your ability to do other things in other areas, because now you've tied up two infantry battalions?

**Mattis:** Oh yeah. See, at the same time that we tied two infantry battalions here, and that's insufficient to even put a ring around, we can't even isolate the city at this point, don't have enough forces. At this point, the supply lines are being cut. Bridges are being dropped between Baghdad and Kuwait, including going through our southern sector.

Meanwhile, 2/4 is in a hell of a fight in Ramadi and Husaybah, out near the Syrian border. I eventually tell RCT-7 [Regimental Combat Team 7] to get one of its battalions—it turned out to be 3/4 [3d Battalion, 4th Marines] on its way back—chopped to Colonel Toolan. The Army 1st Armored Division, under General [Martin E.] Marty Dempsey, comes in—thank God for them—and frees up 2/2 [2d Battalion, 2d Marines], that moves against the southern sector of the city, and the 1st of the 32d and 10th Mountain Division that moves up on the peninsula. Those soldiers were helping to isolate there. But already, 1/5 [1st Battalion, 5th Marines] and 2/1 [2d Battalion, 1st Marines]—1/5 from the south and east and 2/1 from the north—are moving into the city. Many people have been evacuated, this sort of thing, and I then tell RCT-7 to leave detachments—left them out across its zone—and move swiftly down south of the lakes because we're losing control around the city outside of that.

As I pull these units in, 3/4 actually initially has to go into the Karmah area, north of Camp Fallujah, before I can even bring them in, in order to at least throw the enemy off balance there. So Colonel [Craig A.] Tucker [of RCT-7] leaves elements at all locations and comes south of Ramadi, south of the lakes, up into the peninsula area, to the west of Fallujah, drops down and pushes through an area . . . and then turns towards Baghdad, goes through the western fringes of Baghdad, and comes into the Karmah area. And what he's doing this whole time is he's trying to put enough of a threat to the enemy that they cannot get braves in areas I've

had to denude of troops. And, eventually, I move him back to the west, where we are again having trouble. So we're trying to stick our fingers in all of the holes of the dike, and we don't have enough troops to go around.

**Neimeyer:** Yes sir. Can you give me an overview of Operation Vigilant Resolve, . . . the two battalions going into Fallujah?

**Mattis:** Basically, my intention was to squeeze in at the enemy. I knew we would eventually find where they have hard points, where they tried to hold, and then we would take them out. I had been, as you know, I thought this was not the best way to handle it, but I was ordered to do it. No problem. I did ask to receive the order in writing, which we eventually got, and I asked that we not be stopped once started.

We went into the city, [and] 1/5 and 2/1 made good progress. We were not fast, because I didn't want to push so fast that we couldn't secure behind them, or we just pushed the enemy elsewhere in the city where I didn't have troops. I wanted to do it methodically at this point. We used no artillery, no matter what Al Jazeera put on TV. That was manufactured, or bought tapes from some other fight somewhere else, but we were not firing artillery into the city. As we were pressing in, we were bringing up the 32d [Infantry Regiment] to block the peninsula area, where the enemy was running a good propaganda campaign out of a hospital. We brought 2/2 up from the south. That sealed that area, which had been wide open, and eventually 3/4 came in for the east side.

At that point, we were poised to really crush them. I would say that we were probably 24 hours away from the time when I'd say "go" and all of it would now move against the enemy. They had not had time to pre-stage ammunition. I don't think they had expected us. They had not built bunkers in most of the homes. And at that point, we were stopped. . . .

This is some of the most primitive kind of fighting, I guess you'd call it. It's house to house, it's street to street. Probably the best thing was the snipers. . . .

When I was stopped and told to start negotiating, I had no terms of reference that were given to me. So I would go in, and basically, I'd get guidance from General Conway, who tried to filter and refine to me what I was supposed to do there. They would oftentimes say, "Gosh, you have to pull your snipers back," and I wouldn't do it because without a doubt the most effective force in there were the Marine riflemen and snipers. . . .

*Neimeyer:* How did you measure progress [in the overall effort]?

*Mattis:* Well, it is very difficult, because what matters most in war is oftentimes the least easy to measure. We were looking for a tipping point, and we knew we had to simply maintain our self-discipline and our fire discipline, maintain our faith that it would work, observe what was going on, and look at the numbers of attacks, the number of IEDs found, the number of IEDs exploded, the casualty rate on our side. We tried to color-code areas for what was getting more stable, what was getting more normalized. But really, during my period there as a division commander, it was very, very difficult to do, because just getting ground truth from the ground was difficult, and you had only episodic involvement with the people because the troops are spread too thin. I've got to move 7th Marines out of its area just to regain control of the countryside around Fallujah.

It was very, very difficult to measure. Much of the measuring came from my discussions with the sheikhs, and that is very hard to quantify, again, but I could sense if they thought we were surging—our side was surging, [if] it was gaining or not. And when we started having good effect on the enemy in Fallujah, they [the sheikhs] were quite upset, because they'd kind of pitched in with the enemy, and this would not look good for them. So they're trying to bring pressure on us to say you've got to quit this, you have to leave, you have to stop killing all the innocent people. We weren't killing innocent people. That sort of thing. So I could gauge a lot from the kind of the tone of my talks with them.

Come back two and a half years as [commander of] MarCent [U.S. Marine Forces Central Command] and I'm meeting with people, two of whom came up in suits and said, "You threw both of us in

Abu Ghraib prison, but you were right, and we're with you to the end now." This was at a meeting at Sheikh [Abdul] Sattar [Abu Risha]'s house, where there were over 70 sheikhs and sub-sheikhs out there.

Really, in this kind of a war, you do the best you can, quantifying various measures, and you apply your military judgment. At this point, you're as well off if you've read *Angela's Ashes*, and Desmond Tutu's writings, and if you've studied Northern Ireland and the efforts for rapprochement there, [and] in South Africa following their civil war, as you are if you've read [William T.] Sherman and obviously [Carl P.G.] von Clausewitz and all.

It's a very humanistic war, this war amongst the people. So it's hard to measure, but the indicators that I would consider most significant were when I walked down the street, did people look me in the eye and shake my hand? That was more significant than whatever.

There was almost an over-quantification. We had a checklist of 77 questions to ask police stations, in each police station. We went out and asked those questions, and one of them that had the most yeses, when the fighting broke out badly against us, they joined the enemy. One decrepit little station with a half-dozen officers who shared two weapons and had zero yeses on training, uniforms, radio equipment, anything, stuck with us out on the highway. So it just shows that when you go with this idea of effects-based operations, you're very likely to be measuring the wrong thing.





Interview 2

***U.S. Marine Security &  
Stabilization Operations***

# Lieutenant General James T. Conway

*Commanding General  
I Marine Expeditionary Force*

November 2002 to September 2004

Lieutenant General James T. Conway is a career infantry officer who commanded I Marine Expeditionary Force [I MEF] during Operation Iraqi Freedom I in 2003 and the first half of Operation Iraqi Freedom II in 2004. Following this assignment, he went to the Pentagon as the J-3, Director of Operations for the Joint Chiefs of Staff before being promoted to general and becoming the 34th Commandant of the Marine Corps.

In this interview, General Conway describes the role I MEF played in operations in post-Saddam Hussein Iraq and circumstances that led to I MEF returning to Iraq in 2004, including the decisions to move the headquarters to Iraq. He recounts the situation in Fallujah, the relief-in-place, transfer of authority with the 82d Airborne Division, and the state of Iraqi security forces in 2004. He also describes I MEF's reaction to the Blackwater USA murders and the circumstances leading to the first battle of Fallujah and the premature unilateral cease-fire. General Conway provides a commander's-level overview of the battle and describes the role of the western and Arab media.

Lieutenant General Conway was interviewed by Major John P. Piedmont and Dr. David B. Crist on 21 June and 7 July 2005 at the Pentagon.

**Major John P. Piedmont:** When did I MEF [I Marine Expeditionary Force] receive word that it would be returning to Iraq for OIF II [Operation Iraqi Freedom II]?

**Lieutenant General James T. Conway:** I can tell you exactly when it was. I was sitting on the BG [brigadier general promotion] board in probably the first week of October [2003] when I received a call from the Commandant [General Michael W. Hagee]. His initial question was would I MEF want to send three battalions back to Iraq. The thought process was that the commitment would be fairly

small. At that point, I said absolutely. We had had two battalions who had not had the opportunity to go out of 1st Marine Division, and I knew we could come away with another one. So I said, yes, we would take that, as opposed to II MEF [II Marine Expeditionary Force], which was the option at that point.

Well, three grew to six pretty quickly. Six became nine, thanks to what we call the Wolfowitz Regiment. [Deputy Secretary of Defense Paul Wolfowitz] wanted to see an addition to the force, felt that more Marines was probably better. I think we actually deployed eleven battalions. With that you wind up with an aviation component, a CSS [combat service support] component, necessarily, and a headquarters component. And within probably two months, we realized that 63 percent of the MEF was going to be there, so there was no question in my mind as to where the MEF CG [commanding general] needed to be at that point. So we took the whole group back to Iraq.

**Piedmont:** Once you had received the word and you began planning, what were your greatest operational concerns in preparing the MEF for this second mission?

**Conway:** Well, when we went over for OIF [I], clearly we were going to be in the attack. It was a very different construct for what we call reconstruction, or nation-building, or Phase IV operations. So we needed to look at those things, those lessons learned if you would, that came out of our five and a half months in the Shi'a provinces after OIF and try to determine which of those would be applicable to what was likely to be a different environment in the al-Anbar Province. So that was our essence.

Certainly, the division went about immersing themselves in language training, civil affairs types of efforts, all those manner of things, I would say enhancements over what we had done in the southern provinces. We looked again at lessons learned, how we would reorganize, and those manner of things. We consciously made an effort to push all of the intelligence down from MEF level to division level. We really felt that large intelligence-gathering meant for large-scale units, and a large-scale conflict would not necessarily be the best approach in this environment. In fact, we

wanted to get it as low as we could, and the lowest level where that eventually made sense was in the division.

We looked at how we would do the lay down—it's a very large province—what would be the best lay down of those available forces to accomplish all those types of things that we thought had to be done, maintain security for logistics lines, MSR[s] [main supply routes], those types of things. There was a whole assortment of things, as you can imagine, that we needed to look at . . . [in] a fairly brief period of time, [particularly after] we finally realized that that percentage of troops was going to go.

***Piedmont:*** Why was the MEF sent to al-Anbar Province, and what was your commander's estimate of the situation there?

***Conway:*** Well, we had spent five and a half months initially with the provinces in the south. We initially took over nine. Eventually, the British came out from under MEF command and control. So they took two, [and] that left us with seven. And then there was a further adjustment that gave us five, so we were continually downsizing our presence. Although we sustained a significant number of attacks there, we were fortunate. There were some Marines that were grievously injured, but nobody [was] killed.

We thought that would be different in al-Anbar. It was a different sect of the population, people much more unsettled, unhappy with the scheme of things. We thought that it would probably be a more competent enemy than some of the folks we had faced in the south because Saddam [Hussein] drew his leadership for his own military out of the west and out of the Sunni populations. So our assessment was that it would be a nastier place.

That said, we went back to the *Small Wars Manual* for our initial doctrinal guidance. When we had conducted operations in the south, it seemed pretty valid to us, and we thought that we could do a continuation of the same type of thing in the al-Anbar Province. It would be tough, we acknowledged that, but we really thought that in time, those principles, out of that 1920s doctrine, would still be applicable.

**Piedmont:** Sir, if you would, give us a sketch of the MEF's plan of operations for the campaign for OIF II.

**Conway:** Well, we knew that there were certain population centers in the province that were going to be critical to our scheme of operation. Ramadi is the provincial capital, and that's where we decided to lay down the division. There was much discussion as to whether or not division and the MEF needed to be at the same location. We had done that after the division moved from ad-Diwaniyah over to al-Hillah in OIF II, and it seemed to work well for day-to-day coordination, communication, those types of things. In this instance, because partly of the lay down of the 82d [Airborne Division] and partly because of the projection at the theater level of continuing bases, continuing facilities that would be used for some time, we didn't do that.

The MEF took shape at Camp Fallujah, and the division moved into Ramadi. And that was principally because, again, of the lay down the 82d had, but as importantly, and probably more so, is we realized that there would need to be close coordination with the governor and his folks, and they operated out of Ramadi. But Fallujah was also critical to us. Fallujah is on the road between Ramadi and Baghdad. Fallujah was clearly causing the 82d a good deal of difficulty. So we knew Fallujah was going to have to be high in our sight picture as well.

The other area was out on the border at Husaybah and al-Qaim. And we realized, of course, that the foreign fighters, the cross-border activity that we saw between Iraq and Syria, had to be curtailed, and we thought that we would have to position a sufficiently powerful force out there to be able to do that. So that was our initial look. We needed to control the population centers. We needed to take on the insurgents where we could find them. We needed to provide a level of stability and security to the people [and] at the same time improve their quality of life through CA [civil affairs] efforts. . . .

**Piedmont:** What were your relations with higher headquarters?

**Conway:** That's an interesting question. When we were in the south, CFLCC [Coalition Forces Land Component Command]

had transitioned to CJTF-7 [Combined Joint Task Force 7]. General [David D.] McKiernan became General [Ricardo S.] Sanchez. On a personal level, our relationship was good. There were some things that happened that gave me cause for concern. I went back to the States three times. Two out of the three times, [General Sanchez] visited and poked my number two in the chest, Major General [Keith J.] Stalder, and said essentially I want you to do this, do that, do some things that are very different to the approach that we were using at the time.

We were paying particular concern to the northern Babil Province. It was probably the most hostile of all the areas that we owned south of Baghdad. And on one occasion, [General Sanchez] wanted to completely change our method of operations and have us sweep through the province. On another occasion, he wanted to sign over the province, or that portion of the province, for a period of time and let the 1st Armored Division roll tanks and tracks through there for a period of two weeks and then give it back to us. And we said no, those things are absolutely not going to happen. But I didn't like the idea that they tried to bludgeon the MEF into doing certain things while I was gone.

So that led to my belief going into OIF II that we needed to have a Marine three-star on deck. We had our ways that were probably more akin to the British method of operation than the U.S. Army methods, and we probably needed a three-star to provide top cover to our ground combat element and others to be able to do those things. The relationship continued to be cordial, but we stood on principle any number of times. I was convinced after a period of time that it was a wise move on the part of the Commandant to put a three-star in there, again, not the least of which is because we had a very tough province to deal with, and that 63 percent of the MEF was there. I mean, it's hard to justify sending your people forward and sit back in California or elsewhere not being a part of that.

I and others have attempted to convince the Commandant we probably need to retain a three-star presence there so long as there are 25,000 Marines, but I think he was chastised once by the Secretary of Defense [Donald H. Rumsfeld] over it. The Secretary

asked why I was there. The Commandant gave him an answer, maybe not an answer he was comfortable with. But I think that has altered the thinking some in terms of the senior Marine in theater. Maybe the conditions are better than what they were as we went back. I don't know that, but I tend to think that where you've got that number of Marines operating as a MAGTF [Marine air-ground task force], you probably ought to have the MEF commander there. That's a personal perspective.

**Piedmont:** Do you think that the higher headquarters, especially when it's headed up by one of our sister services, fully understands the capabilities of a MAGTF, or was that something you had to continually educate them on?

**Conway:** I think they understand it. It was very interesting, and I never got the full story, but at the end of OIF [I] when General McKiernan had his first commander's conference in Baghdad, and we used an old palace there for the appropriate setting, he had probably 20 Army generals of all sorts of background sitting around the table. All of his commanders and me, a couple of Air Force guys, I don't remember there being any Navy being there. But he kicked off the conference saying, "I don't want to hear any more about this g\*\*d\*\*\* MAGTF." He said, "We don't have it, we are not going to get it. I want that to end the conversation." And I thought that was very unusual, and I had no idea what he was talking about. And I looked at him, and I didn't know where that came from at all.

From what I could find, our sister services were fairly impressed with the blitzkrieg effort of the MEF. They were particularly impressed with the direct air support that we were able to get on a continuing basis; our ability to use the other air [elements] that came our way. And I think they liked the idea of combined arms supported with your own air, your own logistics, the self-containment that we have as a MEF. That's all I can draw from that. So I think at least during the war, if they didn't appreciate it initially, they certainly came to.

In an insurgency environment, the MEF as a MAGTF is still effective, but it's less obvious to most folks because you are going to get air support from the Navy and the Air Force and all that

type of thing. You are not gaining ground. You are doing the day-to-day things that have to be done to overcome an insurgency. So it may be less apparent, but I think people still understood it better than ever before, perhaps after OIF II.

**Piedmont:** Was the Marine Corps' rotation plan of six to seven months, vastly different from the Army's, ever a contentious issue?

**Conway:** Well, it was contentious when the Commandant fought and won the issue. He initially was of the thinking that our folks needed to be there a year. I didn't believe that way at all. I thought six months—what we initially proposed—would be sufficient, especially when you looked at the percentage of the people that were going back. So we argued for six months. I got great support from [Lieutenant General Wallace C.] “Chip” Gregson, who was MarForPac [Marine Forces Pacific] at that point. He did the rigor, if you will, in showing what it would mean, the preservation of the force over time, and we eventually convinced the Commandant, and then the Commandant had to convince SecDef [Secretary of Defense]. But he did so against all odds, against all expectations of the people in this building [the Pentagon] at that point. It has since been heralded as the way to do business. I am satisfied the Army would change in a heartbeat given the opportunity. I've talked to any number of soldiers, . . . and I don't think I've talked to a single one of them who didn't say you guys have got it right.

We're going to break the Army, and this whole thing of reenlistment and retention is going to get real ugly over time with these one-year assignments. And what you lose in terms of the continuity, the spatial orientation of the troops, those types of things, I think are well out-balanced by the morale aspect of it. The fact that Marines traditionally do six-, I'll argue now seven-month deployments, you can recock, refresh, all those kinds of things. It has caused some gear issues, what you leave behind, what you bring out with you, and those types of things. Headquarters is working through that right now. I still think we made a good decision there, too, in terms of stay-behind equipment. Not having to transit without armor protection in or out of the country, those types of things, make it advantageous.

No, it never really caused contentiousness on the part of our higher headquarters, although I got a couple of odd comments. I think in the end, those people would have traded what we were doing in a heartbeat, so they couldn't say much about it.

**Piedmont:** Move on if you would to the RIPTOA [relief in place/transfer of authority]. The MEF begins to flow in February [2004], the division subordinate units begin the very detailed RIPTOA with the 82d. What did the 82d Airborne brief you on the situation?

**Conway:** Well, I had read before we went over there, and I think it was probably generals trying to paint the best picture they could in terms of the effort that their troops had accomplished, but the 82d highlighted to the media that they had broken the back of the insurgency in the al-Anbar Province. We took that with a grain of salt, and we realized that Fallujah was still the "Wild, Wild West." And we said before we ever went over that can't be because there's no place in our AO [area of operation] that we're going to say we can't go. And yet the word that was getting to us on the West Coast that you really can't go into Fallujah, and you can't go there and stay long because you are going to get shot at. And in fact that very much was the case. General [John P.] Abizaid [USA] was nearly assassinated there. Our regimental commander who had responsibility for Fallujah got shot at on the way into town, got shot at a meeting, got shot at on the way out.

**Piedmont:** And that was very early on?

**Conway:** That was his orientation to Fallujah. That was his first meeting downtown with the membership. And when we started peeling back the onion, and realizing that you sort of dash through Fallujah if you were part of the 82d and call it a patrol—that let us know that we had a problem. Anyway, it was a good turnover. Good guys in the 82d.

The second night that I was in Camp Fallujah, unfortunately, we lost five soldiers and a corpsman to an indirect fire attack. In fact, there was a lot of indirect fire coming into Fallujah. It made us realize again that it was going to be a very different place. I highlighted to you earlier that we didn't lose a single Marine in [the southern

provinces] in five and half months. By the time we had turnover with the 82d Airborne, we lost five Marines in the al-Anbar Province. The awareness that they [the insurgents] had contested the turnover, if you will, and that it was going to be very different for us in the al-Anbar Province was quite real even by the time of the turnover. . . .

***Piedmont:*** General, I would like to talk about Fallujah right now. You just set the tactical stage. Here we are roughly at the end of March [2004], the final RIPTOA went on the 26th of March, I believe, and four days later, the four contractors were murdered in Fallujah, thereby presenting us with something of a conundrum, a quandary. What were the courses of action that the MEF staff presented to you in response to this?

***Conway:*** Let me highlight for you that on the same day that we lost four contractors in Fallujah, we lost five soldiers in Ramadi, and they were literally blown away. They hit what up to that point was probably the biggest explosive device that we had seen. They were riding in a [M-]113 [armored personnel carrier], and all we found was the tailgate and a boot. The size of the explosion was monstrous, 15 to 18 feet across, 10 to 12 feet deep. We don't know for sure what they hit, but it was certainly something very large, probably stacked.

I need to characterize for you our first reaction to the contractors because that will, I hope, make what else I say make more sense. We started seeing the reports initially on TV. And that fit, because we had no idea these guys were going into Fallujah. And the first of the effort was that we had to get those bodies back, and we did that. We had three bodies back by the end of the day, a fourth body that the police chief helped us with that we recovered the next morning. So we got the bodies back very quickly.

Our next questions, then, as military people responsible for the area, is who were these guys? Where did they come from? Who sent them into Fallujah, and why didn't they tell us, because quite frankly, four white guys in a soft-skinned vehicle could die in a lot of cities in Iraq at that point, and Fallujah was no exception. Now, how they died was absolutely terrible, but we felt like there had been a serious mistake made in causing that to happen in the first place, and one that was very avoidable through some very simple coordination.

So that was our first reaction. And at the same time we are dealing with what's happened to the 1st of the 1st [1st Engineer Battalion, 1st Brigade, 1st Infantry Division, USA] with the five soldiers out in Ramadi. It didn't take long at all for us to sense that the public reaction to this thing was significant and that in some regards, decision makers in Baghdad were being heavily influenced by public perception. So we cautioned people, started saying at the outset, "hey, let's not overreact to this, okay? We've got a plan for Fallujah." We [had] already . . . launched a battalion-sized operation up on the northwest side of the city to ensure freedom of movement. We were in close coordination with the Special Forces in the area. We felt like that we were going to solve Fallujah. There was no place in our AO that we wouldn't go. . . . [We believed that] our courses of action of developing the intelligence, developing a credibility with the people, gaining additional tactical intelligence from them, would eventually lead us to the leadership of what we thought was an enclave of foreign fighters there . . . and we would take the head off of the insurgency in and around Fallujah.

And so we cautioned people, "let's not overreact to the death of the contractors." That was a mistake, frankly, and one that should not drive our policies, or our strategies in and around the city.

In the midst of trying to push back against that, we got word to attack Fallujah—a division-level attack, whatever amount of force that we thought we needed. . . . Once again, we pushed back, and I went to certain levels in the chain of command to try to determine where this was coming from. Again, harkening back to an earlier question, I felt the Army could be fairly heavy-handed, and I wanted to make sure this just wasn't CJTF-7 telling us we had to attack. In fact, it came from higher than that, and once we discovered that, we said, "Okay, if this is well understood by everyone up and down the chain of command, we're Marines, and we will execute our orders."

We looked at various ways to conduct the attack. Essentially, we looked at a feint to the south, the main attack coming in from the north, and in the end three battalions in an attack on the city. We were about three days in the attack; we had taken about a third of

the city. People talk about Marine casualties associated with Fallujah. In fact, the casualties were light. We had six Marines killed in three days of attacking the city and I want to say 18 wounded. . . . But if you look at what our guys had done, they had done very well. There were some other deaths outside the city. They continued to attack our convoys. We had a very unfortunate incident where we lost four Marines to a large IED [improvised explosive device] south of Abu Ghraib. So total MEF casualties were mounting. But strictly looking at those forces attacking Fallujah, [the casualties] were not bad over a three-day period, and we killed a lot of bad guys. They were doing some really stupid things in the city, [like] 40 to 50 guys skylarking at a roadblock inside the city that our AC-130 picked up. Groups walking down the streets trying to move into attack positions that our people could see that were flying with the close air. Snipers were introduced to the Iraqis. We brought in a lot of snipers, realizing that they would be a very viable weapon in a built-up area. [It was the] first time we had to fight in a heavily built-up area really since Baghdad.

So these troops made great progress. The snipers owned the streets, and we felt like, in fact, we were getting intercepts that they were about to run out of ammunition. We had killed a significant portion of the leadership, the rest were confused . . . arguing among themselves in terms of what they needed to do. They were starting to look at how to slip out of the city. We could never, just based on the numbers of forces, put a complete cordon around the city, so there was some filtering out down by the river. We had not had time to evacuate the civilians, so we had young military-aged males coming out with some of the civilians at the checkpoints. We couldn't confirm or deny. Probably if we had had some Iraqis there, they could have helped us, but they really, once again, as I said, the Iraqi forces had essentially dissolved, although the 36th Commando, they were tigers, they did their part.

But in any event, after about . . . three or four days, we got word to stop attacking the city, and that at that point was the entirely the wrong thing to do. What had happened in the process was that Al Jazeera and some other Arab media had worked their way into the city, and they were reporting that we were killing hundreds of

women and children and old people, when in fact just the opposite was true. I think probably some women and children did die. We were dropping bombs and shooting artillery, counterbattery, into Fallujah, no question about it. But we were being very careful. We were checking all of those missions to try to make sure that collateral damage was absolutely minimized, and I am satisfied that we did that.

There were a couple of doctors over at the hospital who were bigger insurgents than the insurgents were. So they were only too happy to make comments about how we were filling the hospital with women and children, and so the whole myth was precipitated, and just the hysterical, I would say irresponsible, reporting of the Arab press I think inflamed the whole region. In fact, it started giving me some cause for concern that not only did you have the Sunnis who were being agitated by it all, but the Shi'a down south were reading these reports [and] believing them. And about the same time, [Muqtada al-] Sadr and his people came to life in Najaf. We never wanted to see a general uprising of both Shi'a and Sunni because we did not have enough forces in the country to handle both of those writ large.

So anyway, there was cause for concern that the whole thing was potentially going to get out of hand. I think we owe that all collectively to the Arab media and their lack of journalistic integrity in terms of reporting of what they were actually seeing.

Once again, we thought we had gotten some bum steer out of Baghdad, so we pushed back, saying hey, you know, "you couldn't anticipate that you were going to have Sunni objection to this in the governing body?" It was pretty shortsighted. Okay, you've got this attack into motion now. You don't just call off three battalions of Marines just like that, especially when they have lost some of their fellow Marines and they want to see this thing done. It would be a huge mistake at this point to cease the attack. We can give you the city in three more days.

And yet our orders were our orders, so we were told to hold what we had and go into a series of negotiations. We did that with the city fathers, but they never swung any weight. They were very heavily influenced by the insurgents that were still there. They had

no real authority over the people. They were just trying to cut the best deal they could, and delay, and do some other things to try to draw the thing out, which I think they successfully did. So after a time it was pretty much just stalemate. We thought at one point that the national will was going to be there again to go back into the city, and we tried everything imaginable. We tried to get them to turn in their heavy weapons, to turn over the insurgent leadership, those kinds of things. Again, they could not have possibly pulled that off, I am convinced of it, because they had no real authority or couldn't indicate any ability to make those things happen. Anyway, we negotiated with them. They sent some people out of Baghdad. Between them and me, and a number of others, we talked to them, but the talks never came to anything substantial.

We in the process . . . evolved to the Fallujah Brigade in an effort to try to take advantage of what we called a charismatic old Iraqi general that could muster forces in the area, and bring security to the city, and turn over the insurgent leadership, and that type of thing. That was essentially a concept that was, General Abizaïd and I, had talked about it before, and we always thought that was a key to putting this Iraqi lead in place out there with a competent and capable force. On the heels of that, we had a suggestion. I met one night with General [Mohammed Abdullah Mohammed] al-Shehwani, who was the head of Iraqi National Intelligence Service, and he said that he and his people knew of some Iraqi generals like that in that area, and that he thought it was worth the effort. It matched the thing General Abizaïd and I had talked about. It gave us a way to break the standoff, if you will. We were dealing with no aces in the deck after it was determined that we would not reattack. We were always bluffing to say that if these things don't happen, American forces will resume the offensive, but they didn't know that, and so they were inspired to try to do some other things.

Once again, the Fallujah Brigade indicated sort of the ineffectiveness of locals attempting to do a security thing. We appealed to the honor and nature of the Iraqi army, any number of things, to try to get these guys to, to get the old spirit back, but they just would not—could not—do it, and after a time, once again, when we saw we were killing some of these guys in uniform right

alongside the insurgency, we took back the weapons and equipment that we had given them, and that was sort of the quiet demise of the Fallujah Brigade. . . .

[Further discussion of the stalemate before General Conway had to end the conversation. The interview resumed three weeks later.]

**Piedmont:** We left off last time toward the end of the battle of Fallujah. The very last thing we were discussing was your concern that the stalemate you were involved in was locking down three battalions that could have been used elsewhere. Please pick up on that thread and take us through.

**Conway:** What we had found was we had about the right amount of troops for service in the al-Anbar. But that said, we didn't have enough to bring in for a focused attack on Fallujah and take care of the rest of the area of responsibility. So the division commander massed his troops to the extent he could from areas that were not as affected as others. But in the process, we saw that the bad guys started to come in behind us and exact some retribution on people who had been contributing and cooperating with us. We were concerned that . . . we were going to start having large numbers of troops sitting in positions and baking, in the sun, achieving no measurable purpose. So we wanted to get past the impasse that we saw starting to develop.

A couple of interesting things I would add to it. One is that there was reporting, much later after the fact, that Marines were driven out of Fallujah based on casualties and some other factors. In fact, if you go back to check your record of those three battalions in the fighting in Fallujah, they lost some other Marines and sailors outside of the city through IEDs and that type of thing, but actually fighting inside the city, we had six Marines killed and six wounded as a result of their attacks. And we were pretty satisfied with that. We hated to lose anybody, but at the time we stopped, [we] own[ed] about a third of the city, and [for] the casualties to be that relatively insignificant I thought was a testament to the good tactics-and-operations use of combined arms and so forth by the small-unit commanders. The other thing of course was the nature of the press reporting. . . .

**Piedmont:** What role did the media play in shaping the battle? If I have it right, there was a scarcity of “embeds” versus OIF I. Is that correct?

**Conway:** I don’t think we ever saw the number of embeds in OIF II that we saw in OIF I. And by embeds by the pure definition of the term, we had some people that came and lived with us for a couple of days, and did what the troops would probably classify as a “drive-by shooting,” and then left. That caused us to say, “hey, either you are an embed or you are not.” If you’re just here to do a story, there’s a difference between calling yourself an embed. An embed lives with, sleeps with, gets to know the troops over an extended period of time. I don’t think you can reach that status in a three- or four-day period, which was some of what we were seeing.

Our concern wasn’t so much with the U.S. press as it was with the Arab press. That was where we came to understand that some of these folks—not all—but some of these folks have absolutely no journalistic integrity, and they were not the least bit hesitant to virtually be the enemy combat camera. I mean, there were reports—and this is what [reached] part of the people in Baghdad, and especially the Sunnis as a part of the transition government—that we had killed 750 women and children. And these guys are only too happy to go interview the doctor at the hospital, who by the way was probably one of the biggest insurgents in the town. But the credibility associated with the doctor at the hospital “who says” was obvious.

In fact, we were pretty pleased with the efforts [to avoid civilian casualties] in the attack. There probably were some women and children who were killed, frankly, because we dropped bombs on hard targets in the city. But we were also quite precise. We had AC-130s up at night, and this was the first time that they had learned to deal with that weapon system. In one instance, we had a radio call back, “We’ve got 50 guys loitering around a roadblock in the middle of town. Do we take them out?” We said yeah, take them out. Another instance we had 40 or 50 come out of a mosque headed toward positions. Again, an F-16 saw them. Again, we put a precision weapon in the middle of them and hit large numbers.

Anyway, this hysterical and irresponsible reporting got to the Sunnis in the country, the rest of the Arab region. . . . It was just, it taught us that these bastards cannot be trusted, and we tried different things over time, embedding them, making sure that they had proper reporting, and so forth. I confronted, and that's the only word to use, one of our battalion commanders with a statement that he had made in Al Jazeera, and he said, sir, those people were with me all day, and you can ask anybody, I didn't say anything like that. All they got right is his name and his hometown. So they used that to fabricate whatever they wanted to say that would continue to inflame, and just print it.

Things like that were just incredible to us, and again, it brought us to realize that this whole IO [information operations] aspect of the fight was indeed important, and very well understood by our adversary. . . .

**Piedmont:** The final question on the actual battle of Fallujah and the immediate aftermath as the whole thing was going on—what was your greatest concern?

**Conway:** Well, we had a concern for civilian casualties, of course, and we had a concern for what was happening in the outlying areas. I never had any doubt as to how it was going to turn out. But I think on a larger scale, I had a concern that we were going off plan, in that we had gone in there with the idea of trying to employ the same techniques that we had seen work in the south. And we felt that given our head that we could have done things differently in Fallujah, not overreacted to the idea of contractors, which I consider as sort of the root of all evil here, but by being on deck five days after turnover and then assaulting the town of Fallujah.

Okay, that's not exactly in accordance with our doctrine out of the *Small Wars Manual*. Once we had Fallujah, what were we going to do with it? There was no police force. There was no army. So we were going to have to garrison Fallujah and tie down large numbers of troops in a city that would probably be seething and hostile to our presence. So we were concerned about what was going to be the aftermath of that. And again, the fact that the Marines come to the al-Anbar, and the first thing we do is start killing people. We had

said before we ever got there that we knew the Army didn't go into Fallujah, and thought that was a bit of travesty to be saying the insurgency was broken—you know, we've got complete control of our AO, and yet nobody goes into Fallujah. There's a reason for that. So, a little bit transparent. And we had said we'll go anywhere in our AO, whatever that takes. And we certainly will have freedom of movement for our convoys, and that type of thing. That's what started piquing our interest almost right away. But we knew that we were getting away from this whole idea of developing the trust and confidence of the people, and trying to win him over through what was both reducing the insurgency and creating a better quality of life.

The thing that probably should be posted for the record before we leave Fallujah is that as late as the 25th [April 2004], we thought we were going to reattack the city. You know, we sat for about two, two and half weeks, with these useless conversations that were taking place with the city representatives and leadership. They were under the gun of the terrorists and the insurgents. We knew that. And it was a cat-and-mouse game that was being played, but okay, that's all right because when this fails, unfortunately, we are going to get orders to attack anyway. We thought that those were coming on about the 25th, only to find out that apparently in Baghdad, and maybe even in the capitals, the Brits and later the Italians had said, and I think it was again subject somewhat to what they were reading out of the Arab media, that you are being too heavy-handed there, and if you do that, you risk us leaving the Coalition. And that was a bucket of cold water in the face of a lot of people. Immediately, the whole thought process changed about us going back into Fallujah because whatever else we were doing there was not going to be worth the breakup of the Coalition to include our best ally.

So you know, it gets back to this whole idea of overreaction, and the fact that we should have taken the deaths of the four contractors much more in stride, realizing that . . . our reaction was exactly what they wanted it to be. We should have been smarter than that, and it's unfortunate that it simply served to inflame the nation, and probably the region, and now we've got what we've got. . . .

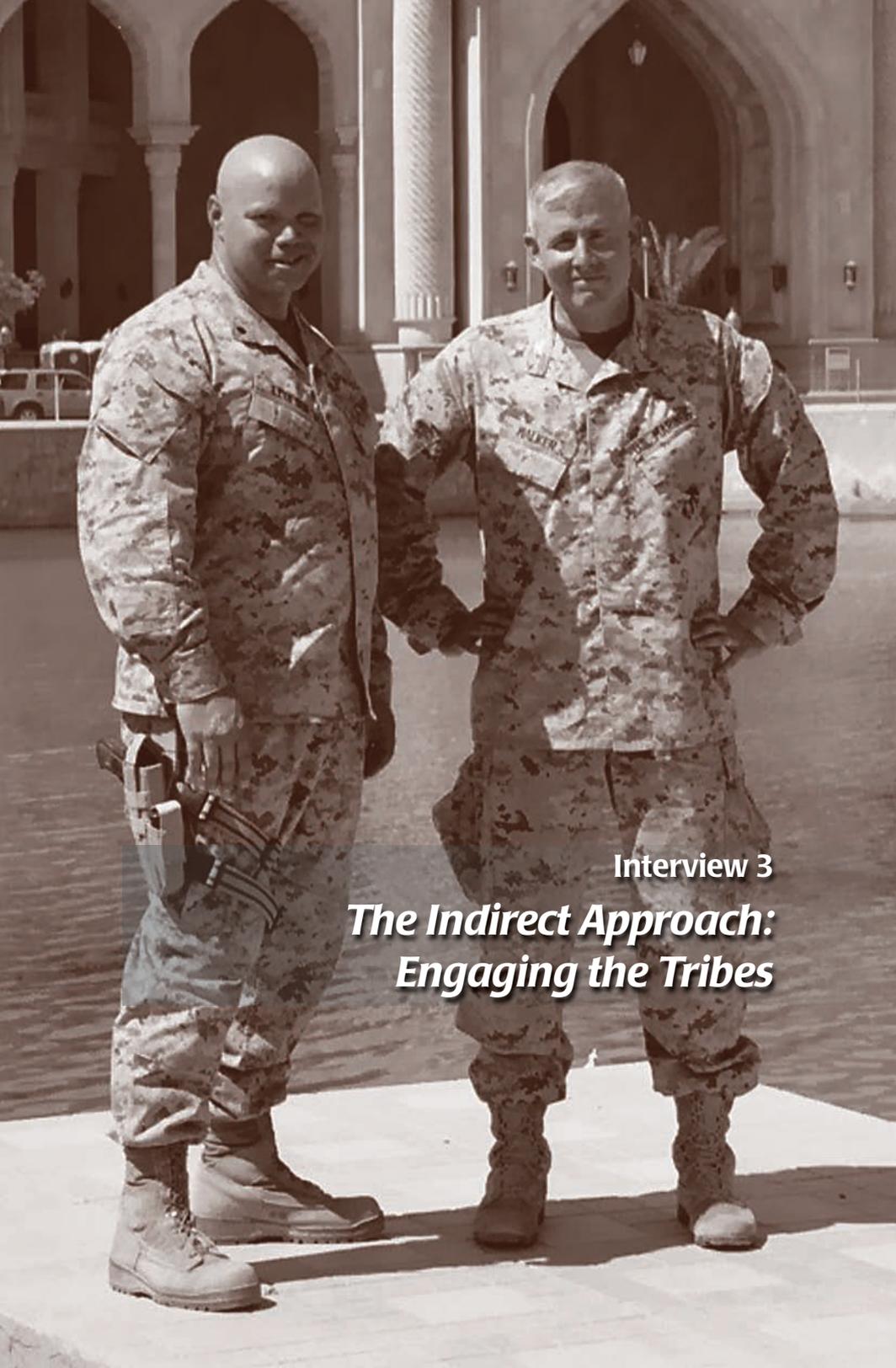
**Piedmont:** As we wind down your tenure, your personal tour of command of the MEF in Iraq, how would you characterize the situation when you left? Had you seen the point at which the initiative had passed back to us?

**Conway:** Yeah, listen, we were always optimists, guardedly optimistic at times, but they could only hurt us in certain ways, and I think that we always had the initiative. They were reacting in great part to what we were doing, and we sensed that, and it made the troops feel pretty good about things, feel pretty good about Iraq.

You can't just talk about the kinetic aspect of things; there's an economic line, a governmental line. There were five lines of operation that really we were operating on. We were having intermittent talks with some of the bad guys who said, thought that they represented a Sunni insurgency. We were creating business conferences with Iraqi businessmen, some of them right out of Fallujah, both in Bahrain and in Jordan. We looked for a way to try to secure the contractors who would come to our area to build the projects.

We had a method. It needed some tweaking, I think, before it was all over, and security is still the principal issue there. But we were looking for ways to try to generate business growth, and employment associated with that.





Interview 3

***The Indirect Approach:  
Engaging the Tribes***

## Colonel Michael M. Walker

*Commanding Officer  
3d Civil Affairs Group  
I Marine Expeditionary Force*

October 2003 to September 2005

Colonel Michael M. Walker commanded 3d Civil Affairs Group during the first deployment of Marine forces into al-Anbar Province from February until September 2004. Previously, he served with the Defense Intelligence Agency, Defense Intelligence Service, and in 2003 he was in charge of captured document exploitation for the whole of Iraq. In this interview, he describes the first battle of Fallujah and initial efforts to engage Anbari leaders and split the insurgency.

Colonel Walker was interviewed by Colonel Gary W. Montgomery on 24 March 2009 at Twentynine Palms, California.

**Colonel Gary W. Montgomery:** What was your impression when you first got there? What was Anbar Province like, and what was your impression of the insurgency?

**Colonel Michael M. Walker:** Well, actually, I had an opinion that the insurgency was far more sophisticated and developed. . . . The previous tour, I saw how sophisticated the Iraqi intelligence service was, . . . and all these guys were out there. And we saw them connecting themselves back together again in the summer of 2003. . . .

That whole first Fallujah fight fiasco—that was probably the single most frustrating experience of my entire career, bar none, nothing even close to being second. So here you go. You have probably the best-prepared Marine combat organization in the history of the Marine Corps going back with a great campaign plan, approved all the way up through the whole friggin' chain of command. Set to go, set to execute. . . . We did the transfer of authority between I MEF [I Marine Expeditionary Force] and the 82d [Airborne Division, USA], . . . I'd say the last few days of March. And either the next day or the day following, those Blackwater guys drive into Fallujah. . . .

So the Marines were saying, look, we've got a campaign plan that's going to win here. Why in the hell would you deviate from your campaign plan four or five days into its execution? It's a 190-day plan. Realistically, probably it was longer than that, because it was obviously built for continuing operations. And you're going to throw that thing out of the book and go make a major fight in Fallujah? And . . . we did. . . . But now we're tied up in this terrible fight in Fallujah, and the same guys who ordered us to attack now order us to quit, so they stopped the fighting. . . .

Reacting to those four guys getting killed in Fallujah immediately handed the tactical and operational initiative to the enemy because now we were reacting to what they were doing. Now we were on their agenda. Like I said, I'm endlessly frustrated, and it's not like the Marine Corps didn't see it, that we didn't know that, and we weren't fighting tooth and nail not to execute that operation, OVR, Operation Vigilant Resolve.

So we did that, so now what do you do? Well, now you really better start thinking out of the box, because we've got a mess on our hands. We threw our campaign plan away. Now we're going to go try to start it up again. . . . What are we going to do since we're not going to go in militarily? So we started opening up lines of communication, went through a whole series of negotiations. They were going to hand over the prisoners, and they were going to turn over their weapons, and all this other stuff, and we all knew that it was hokum.

I've been to negotiations in my civilian work, and I studied negotiations at Harvard. . . . You've got to have something to be able to negotiate with somebody, and they knew we had no cards. Our card was, "Well, if you do this, we're going to go resume military operations," and they knew we couldn't. So we did that kabuki dance for a number of weeks, but the good thing that came out of that is we finally started talking to these guys. And the thing that General [James T.] Conway did that I thought was so keen was that he would not only have you talk to the guys while you're working, but during the breaks, and everything else. . . . He had us start to talk to these guys, and a number of things came out of that.

We found out that a bunch of military officers were interested in going back into an Iraqi army in the future, and these guys, right now, their alternatives were: starve; try to make ends meet in a desperate way for my family; have no future; or try to get back in the army.

At this point, there were a lot of guys I spoke to up in Baghdad at CPA [Coalition Provisional Authority] who I think were looking at life through rose-colored glasses and going, “The Iraqi army was a bad thing, and we don’t need it, and the worst thing we can do is bring back the Iraqi army.” From the Iraqis I spoke to, even up in the Kurds, the Iraqi army had always been considered one of the most respected professions in Iraq. It certainly wasn’t [like] being in the intelligence services. It certainly wasn’t [like] being a Ba’athist Party guy for the Kurds. The Iraqi army was a respected organization. It was respected by the Sunnis, it was respected by the Shia. Bringing back the Iraqi army was an important thing, so we started seeing this as a possible way to crack the insurgency.

Some of those conversations led to the famous Fallujah Brigade. That was out of the box. That was highly controversial. A lot of people just went nuts when the Marines did that. I think that was a great solution. I’ll defend that to my dying day. First of all, it created a crack—again, which was one of General Conway’s goals—in the insurgency, because now at least you had some of these guys saying that, “Hey, I’m going to work on a day-to-day basis with the Marines,” and you had some of their guys saying, “No we won’t.” Well, prior to that, it was all “No we won’t,” so we started to create that dialogue. . . .

One of the things General Conway did was to have us integrate economically back into the region, so we had an LNO [liaison officer] office in Kuwait, we had an LNO in Jordan, and we were using those guys to try to get the economy going by having the regional Arabs integrate with the Iraqi local economy here in al-Anbar and see what we could get going through that end. . . . So then we started these [discussions], “Try to get the economy going again. The fighting’s over. Let’s try to carry out the campaign plan as best we can.” We put together the idea of trying to identify

leaders in al-Anbar, and we'll take them out of al-Anbar. We'll get them out of that place, because it's like a kid who was growing up in a gang environment. You live your whole life in a gang environment, you think that's the only world there is. . . . So maybe if we could get these guys out, we could broaden them to a different way of seeing it, a different future for Iraq, and embrace that, and take it back with them.

So we arranged to have a trip to Bahrain, and we brought a bunch of these business guys and leaders and so forth to Bahrain, and one of our rules was that anybody could go as long as they all agreed to it. The insurgency wanted to figure out what the hell we were doing, so we knew we were bringing some bad guys along.

So we got there, but now we're in a setting where there's no flak jackets, no incoming, no nothing. You're in another Arab country. . . . Saddam [Hussein] wouldn't let people leave Iraq. A couple of these guys in the delegation had been to Bahrain, but the last time they'd been in Bahrain was in the mid 1970s, so we're talking 30 years earlier. When they left Iraq in the mid-'70s to go to Bahrain, Iraq was the country with the higher per-capita earnings. Iraq was the country with the nice buildings. Iraq was the country of wealth and stability, and Bahrain was a kind of backwater. And now Bahrain's got skyscrapers, and everyone's driving fancy cars, and there's landscaped highways and fancy hotels. And all of a sudden they see, for the first time, some of these guys saw what the hell happened to them. They went from being the top of the pile in the mid-'70s to being way behind by the 2000s, mid-2000s.

And I remember we were up in this one holding company, a major corporation in Bahrain. Their first business deal in the '50s had been exporting rice from Iraq into the Middle East and into India. And they said, "Hey, my family started doing business with Iraqi guys half a century ago. We'd love to start business again up with Iraq." And these guys were all anxious—"yeah, let's do it"—and all this stuff. And then we would sit there saying, "Wait a minute. I don't think the security situation in al-Anbar is appropriate for you to bring your business in right now. No, we've got to get the fighting under control. We've got to make this place a safer place to be

before we start closing these business deals.” So we still closed some business deals, but we wanted to keep sending that message that if you want this for your future, you’ve got to change the reality that’s back in al-Anbar. At that time, also we would have dinners and stuff so we could talk informally, and that’s when we first got the first kind of overtures of some quid pro quos: “If we come work with you, can you do this for me?” And they didn’t go too far, but it was just some feelers.

So then we decided, okay, that was launched out of Kuwait, so . . . the Kuwait guys started integrating. What’s going on in Jordan? We’ve got an LNO sitting there in Jordan. What’s going on there? So I took a trip to Jordan to meet with our officer there, by the name of [Lieutenant Colonel Roy D.] “Dave” Harlan. Dave takes me all these places, and we start meeting those people, and he’s got a list of connections of people in al-Anbar that I’m just like going, “I can’t believe this.” But nothing’s happening. It’s all talk, and it’s all contacts, but we’re not getting anywhere.

And that’s when I realized that tens of thousands of Iraqis from the al-Anbar had gone to Jordan. And not only just tens of thousands, tens of thousands with talent: engineers, doctors, scientists, former high-ranking government officials, guys with PhDs in economics, guys with—you name an American university, they’ve got a degree there. And they’re all sitting there, and they want to do something. So I’m like, “He’s sitting on a pile of golden eggs here.” So we came back, and I got my econ guys and said, “Look, Dave is a great salesman. He is great at finding contacts. He’s got contacts out the yin-yang. We need to start closing some of this.” So I sent the econ team over there to go start putting something together, and that led to our first economic development meeting, which was okay. And I say okay in the sense that it accomplished all of our goals of economics, but it was still, it wasn’t a major step forward. But they liked what they saw, evidently, so then they said let’s schedule another one in late July—18, 19, 20, somewhere around there.

So then all of a sudden I’m getting these e-mails from the former ambassador to France who is a senior vice president for Citicorp, . . . and I’m getting an e-mail from a guy who led one of the USAID

[United States Agency for International Development] projects for reintegrating Eastern Europe after the fall of communism. And they're saying, "Hey, we're getting some Iraqis [who] are contacting us and saying they want to come to this business meeting, and it's supposed to be with the Marines." And I'm going like, "Oh, the more the merrier," but I'm letting the chain of command know there's an unusual list of characters coming to this thing. . . .

So, I arrive the first day, and an Office of Secretary of Defense White House liaison was there, Jerry [H.] Jones, and Ambassador [Peter W.] Galbraith, and a number of other guys were there. There was representative, what's the name of the U.S. bank? It's like the U.S. bank for international development. . . . And then there was the Japanese bank for international cooperation, or whatever. They were there. . . . And Jerry Jones calls me over and says, "Hey, look, one of the Iraqis here says that there's going to be a representative from the insurgency in al-Anbar that wants to talk to you guys, open up an informal line of communication." So it was, "Okay, fine." So then I sent that e-mail off to J.C. [Colonel] John [C.] Coleman, [I MEF] chief of staff. . . .

So then, the next day we go in—and this gets back to your earlier question about how organized did you think the insurgency was—I thought they were fairly organized militarily. I was a clueless wonder on how well organized they were until this meeting the next day. So we go in there, and these guys have got five or six committees organized. They've got a political committee, an economics committee, a governance committee, a military committee. . . .

**Montgomery:** They've got their own lines of operation.

**Walker:** They're ready to take over the country. I mean, so these guys are totally organized. They're not just organized militarily. They're totally organized economically. They're organized politically. They're organized from a governance standpoint. They've got all three of our lines of operation matched. They've got a security line of operation. They've got an economic line of operation. They've got a governance line of operation. It's up and running and set, and some . . . PhDs in economics are on their economics team, and their military committee's got former

Republican Guard corps commanders and other generals, and things like that. These guys are ready to go. . . .

So we sent that message back to MEF, and they're going like, "Well, that's pretty interesting," and now J. C. Coleman is like chomping on the bit. He wants to get on a plane and fly out. But during lunch that day, Jerry Jones gets pulled aside, said, "Hey, the representative from the insurgency's arrived. They want to meet you guys up in his hotel room this afternoon." So he tells me that as we're going out to lunch. So we eat lunch, go back, head count, more of this stuff. . . . We were no longer running that conference. They were running the conference. They were having their committees come up and discuss what their vision of Iraq was going to be, their vision of al-Anbar, and what role they wanted us to do. And it was pretty enlightening. . . .

The other thing that amazed me was the gentleman from Japan gave an impassioned talk about becoming the friends of America. . . . He's saying, "You can trust the Americans. When they say they'll work with you, they mean they'll work with you. They don't lie. They helped rebuild my country. They said they were going to rebuild the country after the war. No one believed them. They did. We expected them to occupy our country and take everything we own, and leave us destroyed, and they didn't, and now they're one of our best friends." I'm paraphrasing, but no American could have made that speech to another audience.

Again, that showed a vision of maybe being with the Americans instead of being with al-Qaeda—and I'm talking Sunnis now, because screw the al-Qaeda guys. These are Sunnis—and these are the diehard Ba'athists for the most part—all of a sudden, the lights were going on that maybe the road out of this thing is with the Americans, instead of with al-Qaeda, and al-Qaeda was Frankenstein's monster. They brought them in, thinking they were going to be able to control them, and they were not. They lost control of the beast, and al-Qaeda started taking over them. So that all started helping us.

**Montgomery:** The campaign plan that was diverted because of the Blackwater incident, as a consequence of that and the first fight in

Fallujah, you said it caused them to start opening lines of communication.

**Walker:** That's correct.

**Montgomery:** But was that consistent with the campaign plan you already had?

**Walker:** Absolutely. . . .

**Montgomery:** Let's see, this meeting, you said there was a meeting in August, and this one is after that, right?

**Walker:** No, this was in July. This one set up the August [meeting]. . . . Let me back up just a second. What we did was we wanted to establish the bona fides of the insurgent guy we met with, the representative of the resistance, which I never pause calling terrorists, because they hated it, which I think did us a lot of good. And I said, "Well, if you do this, you're a terrorist." So, anyway, he was going to go back to his guys, and I got all of the stuff, the list of demands that they had and so on and so forth, and we were going to go in, and we were going to see if he was really, truly representative, so they were going to do a cease-fire. And if they could do a cease-fire in Anbar, then we believed that they had control, and that therefore you're a legitimate player, and we'll take it from here.

For a number of reasons, it just didn't work. We tried to do it towards the end of the following week in July, which is a very tight timeline. We really didn't connect on their demands and our demands, on what we thought was supposed to happen, what they thought was supposed to happen. I don't think the trust was there. You don't build trust and rapport with somebody in one two-hour meeting, not for something of this magnitude, not for a cease-fire in the entire province.

So we waited for the cease-fire. We didn't see it. We were doing statistical—how many IEDs [improvised explosive devices] went off, how many firefights, how many contacts were reported? Was there a statistical drop during the cease-fire period? And then it didn't happen. We didn't buy it. We had notified up the chain of

command because they also claimed to control part of the area around Samarra, north of Baghdad. The Army commander said he didn't see anything happening there. I think we both set conditions that were impossible to meet. . . .

We said okay, let's try it again in August, so we'll meet again in August. So we set up another meeting. . . .

So I go back, report to the deputy chief of mission [James F. Jeffrey, at the U.S. embassy in Baghdad]. I'm thinking he's going to want to talk about, "Do you know what we just saw—about how organized the Sunnis are? Do you know that they're having one of the armed resistance wants to come talk to us about a potential cease-fire?" No. He didn't want to talk about that at all. He was interested in "what in the Sam Hill was some guy from the Office of Secretary Defense doing there in Amman?" That this should all be Department of State, not Department of Defense. And "what do those guys think they're doing?" And "what was he doing here?" And "when is he leaving?" And "what's his name?"

And I'm sitting there going like, "Am I or am I not sitting here in the U.S. embassy in Baghdad, and aren't we in a kind of nasty little shoot-'em-up right now?" I didn't say any of this, of course, because I'm just sitting there. But I'm going, like, "You're talking some turf war back between Foggy Bottom and the Pentagon. And here we have an opportunity to possibly exploit a big crack or seam in the enemy in the war here that might start moving us forward toward resolving this thing." I tried my best to pitch all that stuff, and he would just brush that stuff aside, yeah, yeah, and go back to the OSD-DoD-DoS turf battles. So I said my piece and I left.

Now, I said that to compare the reception that I got at the U.S. embassy in Baghdad in the last days of July in 2004, and how I MEF was looking at this, and 1 MarDiv [1st Marine Division]. And they were looking at this thing very seriously, and looking at this as a real avenue to try to pursue. But you can see the disconnect. It's going to be really hard for the MEF to go off on a policy if it's not in sync with the mission [of the U.S. embassy]. And even more so, now I'm wondering how are we going to sell this to the Iraqi interim government and PM [Prime Minister Ayad] Allawi,

because if the U.S. mission isn't on board, Allawi is certainly not going to be on board with this thing, and we're liable to kill this thing. It's going to be a stillborn opportunity here.

So we went back in August. Now by August, we know that the second Fallujah fight is coming. I don't know what date it is, but everybody's gearing up for it. That train's left the station, and it's going to happen. And we kind of viewed the August meeting as the last chance to maybe avoid this fight. But again, the first Fallujah fight had warped their perception of how strong they were. At that August meeting, there was a special Fallujah delegation that came, and our position was we weren't going to talk to them. . . . They were even a separate delegation from the rest of the Sunni resistance because they had gone off on their own world. They were being run by [Abu Musab al-] Zarqawi . . .

**Montgomery:** [Abdallah al-] Janabi, maybe?

**Walker:** Yeah, yeah. . . . Those guys were just a bunch of bad actors, and we didn't want to talk to them, but we did. . . .

So these guys [Fallujah delegation], they were totally convinced they were going to beat us again, which they don't realize they lost the first time. They won because of politics. They won because the Iraqi governing council at that time, which was the advisers under the CPA [Coalition Provisional Authority], said that they were going to resign, four of the council were going to resign if we didn't stop operations. So [Ambassador L. Paul] Bremer had said, "Look, stop it." They viewed that as they thought they beat us cold. They thought they had fought us to a standstill, . . . and they weren't interested in negotiating. They were basically just giving us ultimatums. . . . I knew there was no way that there wasn't going to be a second Fallujah battle. . . .

This Fallujah delegation gave us a real interesting description of how Fallujah was being governed at that time. And I can tell you that the closest comparison I can give to you, if you're a student of history, is the Reign of Terror in Paris after the [French] Revolution. It was a bone-chilling description of how to run a population. . . . Things that were just horrific, and it was all star chamber,

informants and counter-informants, executions and summary executions, and torturing. It was just terrible what was going on inside that city. The term we used was a cancer growing on the face of Iraq. Fallujah was a cancer that had to be eradicated. . . .

We came back the second time from the meeting. This was the first time they gave us a detailed proposal arming the Sunnis to fight with us, and it's sad that that [idea] got sidetracked for about a year, year and a half. And their proposal, in my personal opinion, was unrealistic, even unrealistic for the future. But not only was it unrealistic for that time frame, it was an unrealistic solution. But it had the key components to create an armed Sunni force in the Sunni provinces; northern Babil; al-Anbar; I think Samarra Province, I mean, the Sunni province that has Samarra in it; and parts of western Baghdad, that they would do that and join with us and do that, follow that out, which in essence became the Sunni Awakening.

By that time, my tour was coming to a close. Fourth CAG [civil affairs group] was coming on board, and the State Department was not interested in this line of communication, and I felt that it would probably get picked up again after the second Fallujah fight. I know subsequent Marine rotations attempted to rebuild those lines and re-create that dynamic again, and eventually we succeeded. . . .

Before Brigadier General [David G.] Reist deployed, he was keenly interested in reviving this, and he kept it going. I don't know if he was able to move the pot from the back burner to the front burner, but he certainly kept the flame on it. And a number of people just kept working it and working it. I would still get e-mails from these guys two years later, three years later. . . .

This just goes to show you how much trust the Marines built up with the Sunnis at this time, and how much they really, truly trusted the Marines to do the right thing by them. Al-Qaeda was really taking over the western end of al-Anbar, and they were absolutely savage to the Iraqis. . . . These guys were [really bad], and they'd always have a torture chamber set up, and they always had their informants and executions going, and it was rule by terror. And then absolute rigid, extreme Islamic proselytization. And so that's what I'm saying. The Marines were offering security,

governance, economy, and al-Qaeda's offering a trip back to the Dark Ages. . . .

So what finally happened, and I believe this was in 2006, one of the local tribes [near al-Qaim] said, "We've had enough with al-Qaeda," and without the Marines or anything, they started going after al-Qaeda, and they were losing the fight. And they called back to the guys in Jordan, the Sunnis that we had been talking to, who knew how to get a hold of the Americans, who got a hold of John Coleman, who was now the base guy [at Camp Pendleton]. . . . And they're literally calling him from Iraq to tell him, "Help us. Send air support so we can beat al-Qaeda." And J. C. [Coleman] knows all the numbers. He calls the command center at I MEF (Rear), who knows they can immediately contact I MEF (Forward), and they work the comm[unication]s through, and the Marines were able to bring in air support.

My personal opinion was that was the tipping point. That was where it hit the tipping point for the Sunni Awakening, because that's when they reached out to the Marines and said, "Come help me." Now, there were a lot of fits and starts after that, and steps forward and steps back, and progress gained and progress lost. I'm just saying it was an amazing continuum that started through that. . . .

We weren't able to get, initially, the U.S. [State Department] mission behind it, which is the number-one reason why we couldn't build, because at the end of the day, you follow orders. If the mission's saying this, then that's what you're going to do. But where you have your own latitude within your own AO [area of operations], you continue to keep that pot on the oven.

Well anyway, that's my view of how the whole Sunni Awakening continued on. So then, of course, then General Reist kept it going, and then it started hitting real success. I remember Colonel [Michael F.] Morris, before he deployed. I gave him a data dump as best I could. I always gave the data dump to any CAG guy, CAG commander, who says, "Hey, what's going on?" [I'd say,] "Here's names, here's people, here's lessons learned, here's whatever we've got." And I'm saying that as a representative of a whole host of people who were doing that. So I'm saying everyone who got

connected with that stuff all tried to keep building the network, and building the network, and keeping that thing alive, and working it, and keeping it going.

I'd like to back up and tell one short story. We've talked about when we tried to do a cease-fire to see whether or not the people we were talking about were legitimate, and that didn't particularly work out. But there was a second unintentional sequence of events that seriously proved that the people we were talking to were who they said they were. During the afternoon of one of the dates in July, the Iraqi gentleman, [Talal] al-Gaood, who was a sheikh, and who also had, I believe, a PhD in engineering, brought out the mayor of Ramadi into a room where I was. . . . The mayor of Ramadi had had a falling out with the insurgents. Now I'm talking the Sunni insurgents, not al-Qaeda. Al-Qaeda was gunning for them, too. But they did not trust him, and they were looking at him as not someone that they wanted as part of their organization. And so they had a reconciliation meeting there, where they made up, and the mayor of Ramadi then became acceptable to the resistance.

At that exact same meeting, the discussion of the governor of al-Anbar came up, Governor [Abdul Karim] Burghis [al-Rawi]. . . . The insurgency was livid with Governor Burghis, and they said he had to go . . . because they felt he'd taken too much money, and he was corrupt. . . . [After returning to Iraq,] all of a sudden I get this report [from the provincial support liaison team in Ramadi] on learning about the relationship between the governor of the province, the mayor of Ramadi, and what that authority is. And it was as if someone was starting to delineate who was who in the pecking order. And I'm going like, "why is this coming up right now?" I mean, a week and a half ago I was in Amman, and they were talking about they wanted the mayor of Ramadi, [and] they wanted the governor out. . . . So now all of a sudden I'm getting this thing out of Ramadi saying that they're having all of these discussions about the role of the governor and the role of the mayor of Ramadi, and yadda, yadda, yadda. It had nothing to do with the day-to-day operations; it was a completely out-of-the-ordinary report. So I'm wondering what's going on in Ramadi. . . .

Well, several days later, they broke into the governor's home, kidnapped his kids. Then they made him go down to Fallujah, resign his office, and make an anti-American video. These guys would have knives and clubs and things. So he did that, and he was out.

Now, for those of us that knew about the July meetings, that was all the bona fides we needed. Skip the failed cease-fire. These guys said, "This guy's gone. This guy needs to go," and within two weeks it's a done deal. So then we knew that these guys were what they said, and the amount of influence they had in al-Anbar was every bit as significant as they proposed it to be. . . .

I would just close by repeating what I said earlier, was that in my opinion the Awakening began in the summer of 2004, and through some very difficult up times and down times, and good times and bad times, a whole host of Marines always picked it up. And if they didn't advance the torch forward, they at least kept that thing lit and held onto it until someone else could move it forward. I think the Sunni Awakening that eventually happened is an unbroken chain from what happened in 2004, and who knows how many unknown Marines, whose role is important in that, who we never get a chance to talk about, played a role.





Interview 4  
***Fallujah—  
The Epicenter of the Insurgency***

# Lieutenant General John F. Sattler

*Commanding General  
I Marine Expeditionary Force  
Multi National Force • West*

September 2004 to February 2005

Lieutenant General John F. Sattler assumed command of I Marine Expeditionary Force in September 2004, midway through Operation Iraqi Freedom II. At the time, Marines were beginning to shape the battlefield for the decisive fight against the insurgents. Prior to this, Sattler commanded the 2d Marine Division and was the J-3 operation officer for U.S. Marine Forces, Central Command.

In this interview, Lieutenant General Sattler describes assuming command following the conclusion of operations in an-Najaf the previous month and applying the lessons learned from Najaf and the first battle for Fallujah in planning the second battle for Fallujah. He notes the role of information operations, Iraqi security forces, and joint forces in the second battle for Fallujah.\*

Lieutenant General Sattler was interviewed by Lieutenant Colonel John R. Way on 8 April 2005 at Camp Pendleton, California.

**Lieutenant Colonel John R. Way:** One of the things that I was struck with when I first got to Fallujah was the importance of information operations and what was being done. Please talk a little bit about your guidance in terms of conducting information operations.

**Lieutenant General John F. Sattler:** Well, we found out that if you're going to wait for guidance to come down, a strategic communications plan, which was going to push information operations down to us with themes, that in some cases, the themes were too late in coming or weren't applicable to al-Anbar. So when

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\* For more detail, see the article that LtGen Sattler coauthored with LtCol Daniel H. Wilson, "Operation Al Fajr: The Battle of Fallujah—Part II," *Marine Corps Gazette*, July 2005.

we took our IO [information operations] team, Colonel [Robert M.] Mike Olivier was designated and came in to run the IO campaign. [He] came in about the same time I did.

When we bombed targets during the shaping phase, whatever target we hit, even though we did positive identification, we did the collateral damage assessment to make sure there wouldn't be collateral damage to noncombatants, and we deconflicted friendly forces. . . . We watched the hit and we knew who we killed, and we knew what collateral damage was done.

The next day there was going to be a press release coming out from the insurgents that would show [that] we killed women, children, and elderly men. And there would always be pictures of hospitals with children, women, and old men in it as they talked about who we had bombed, and that [our bombs] never killed any insurgents, they never killed any of [Abu Musab al-] Zarqawi's [al-Qaeda] network. It was always a standard thing.

And then we would try to rebut that. Well, we figured out that . . . even if you have the moral, legal high ground, you're not going to win, because you're trying to put a genie back in the bottle, [which is] much harder than letting the genie out of the bottle. So a couple of weeks after taking over, [we brought] all the smart folks together. There has to be public affairs, and I know public affairs and IO are separate; they have two different missions in life. The way you attack the theme is different when you're IO or public affairs, but the themes can be relatively the same. And they need to know each other's themes so they can play off 'em inside their own arena. So we had public affairs, civil affairs, and IO all sitting down at the same table, working through the themes, to make sure we were getting the effect that we wanted.

What we basically did, before we dropped a bomb, after about the two-week mark, [a] press release went out from us, telling what we did, why we did it, [that] the individual was a thug, a two-bit criminal who has killed over "X" number of Iraqi civilians, has destroyed this much of Iraqi infrastructure, and has kept this much off the table in the form of contracts that would return essential services to your town. So every time we struck, we told 'em who

went after, who we thought we killed—i.e., a member of the Zarqawi network—and then we were able to also remind everybody that this is not Robin Hood. . . . We twisted that over time; we turned it around to play the way it should be played. And believe it or not, after about a week of us getting the first shot out, their IO campaign fell apart. . . . We started to drive a wedge between the terrorists and the local residents, and then we drove a wedge between [Omar] Hadeed, one thug lord; Zarqawi, another thug lord; and [Abdullah al-] Janabi, another thug lord. Each one of our themes was set to open the gap. . . .

**Way:** You invited some of the media deep into the inner sanctum of the MEF [Marine expeditionary force] at one point. Can you talk about that?

**Sattler:** Well, they [the reporters] were [using] words like “indiscriminate bombing,” and that would be words that the insurgents, or thugs, or murders would use, because it “played ball.” And I was going to press conferences, and they would say, “well, you bombed.” You know, you “indiscriminately bombed.” And I’d say, “Stop. We have never indiscriminately bombed. Every bomb that we have dropped has been a precision munition.” Not one armed bombed was dropped during the whole fight, the workup, or the campaign. Well, then we figured out that we need to get “truth in lending.” Transparency works well. Embedded media, tell the story. They’re going to tell the good, the bad, and the ugly. And you can’t censor the ugly, or then you’re no longer perceived transparent. . . .

It paid off during the Fallujah fight. We had them in the town to show [that it] was not a humanitarian crisis in the town. The people had left. They had gone out, based on the IO campaign and the shaping campaign. They voluntarily left the town of Fallujah because they saw the signs, and we made it clear, that if they don’t cooperate, we’re coming. They did not want to be there in the middle of the fight like they got caught up [in] last April [2004]. So they left on their own. But that was all driven by the IO campaign and alerting them to the fact that we’re going to come, and you probably do not want to be here. . . .

**Way:** At one point there was an ABC reporter . . .

**Sattler:** It was Martha Raddatz. What we decided to do, I looked over at General [Thomas F.] Metz [USA], my boss, and said look, let's bring in somebody who has tremendous credibility, who is not pro or con, who has been very balanced, and let's bring them in and show 'em the whole targeting procedure, show them how we build targeting orders, show them how we update the folders, and when we hit the culmination point, when the positive identification and the criteria that we've established for that particular target's met, how we clear it, how we discuss it quickly, and how we strike it. So we brought her into the COC [combat operations center], and she actually showed it on *Nightline*, where she's sitting there with myself and General Metz . . . and all the fires guys right there, and we're watching the last phases of the target unfold to where we strike it, where we're watching on the gun camera of the aircraft that actually struck the target.

So she saw the pains we went through to ensure we limit the collateral damage, to include the lay of the fuse, the size of the warhead on the bomb, the angle of approach that the aircraft's gonna use, and that we knew by a mathematical model, how many noncombatants may be injured, and that balanced as to what target we were going after. Some targets might be worth a risk of noncombatants being injured, other targets aren't. So she got a chance to see that. She also had a chance to see how accurate the system was when it hit. And she also got a chance to see that you can take out a building with buildings on four sides of it, . . . and when the dust clears, only the building you wanted to strike is rubble. It imploded on itself, and the other one might have a cracked window, or a crack in the wall. She was just amazed that our systems could be that accurate and our targeting was that painstaking. So, again, it's transparency. . . .

**Way:** Sir, talk a little bit about the issues and, perhaps, some of the frustrations in terms of the process of defining when [Operation Phantom Fury/Operation al-Fajr] was going to happen and the involvement of higher headquarters and the Iraqi government.

**Sattler:** Well, we were working very closely with both Multi National Corps, General Metz, and Multi National Force, General [George

W.] Casey [Jr., USA], on the timing issue—gonna go, not gonna go? And, if you remember, it was during Ramadan. And it was: “Are we to go before Ramadan? Do we prepare ourselves to do it during Ramadan? Do we start, and if we don’t finish, we stop? Do we have a pause during Ramadan?” All those things were being discussed.

But the bottom line was, it was an Iraqi call. Prime Minister [Ayad] Allawi had to be the one that set the conditions, with not only the Iraqi people, both the Shi’a and the Sunni. He had to exhaust all opportunity for a peaceful conclusion, and then he had to let the international community know he had done so; mainly the GCC [Gulf Cooperation Council] countries, which surround Iraq. He had let Muslims worldwide know that he was only going to fight other Muslims because it had to be done. We had to paint the picture of what was going on inside Fallujah, and was being exported out of Fallujah. We were going have to go [into the city] because it wasn’t working.

The prime minister knew it wasn’t going to work, either, but he had built a timeline, and he even came out two days before we attacked and met all the Iraqi warriors, and then sat down and looked me in the eye. And that was the night when he said, “What is this operation called?” And we said, “Phantom Fury.” And he said, “That’s not an Iraqi name. That doesn’t tell Iraqi people why we’re fighting this epic fight.” And that’s when he changed it; he’s the one who changed it to al-Fajr, which means the new dawn, the new beginning, because he saw the crushing of the insurgency inside of Fallujah as the breaking of their dream, as the elimination of their battle cry, “Remember Fallujah” . . .

And the prime minister, when we talked to him, the night right before he made the decision, we told him. I looked him right in the eye and said, “You know, Mr. Prime Minister, don’t tell us to go and expect us to stop. When you have exhausted all the political, all the opportunities to solve this problem, and that we can no longer let them export their terrorist ideas, their VBIEDs [vehicle-borne improvised explosive devices], their IEDs [improvised explosive devices], their raids.” They were exporting terrorism out of Fallujah and bringing people in, hostages, etc., that they were terrorizing

inside Fallujah. “When you reach that point,” I actually said, “Just tear your phone out of the wall. Don’t think about calling us and telling us to stop because once we get going, we’re going to have to go all the way. We’re not gonna stop ‘til we hit the southern end of the town.” . . . And, he said, “I understand. When I tell you go, we will accomplish the mission, we will complete the mission.” That was right from the prime minister.

[During the first battle of Fallujah in April 2004], the international community got involved because of the insurgency IO campaign that painted all the death, all the destruction, and all the humanitarian crisis in the town. During the shaping operation [for the second battle], we were aware of that, and [as] we continued to shape, we brought all the press in. We had over 70 to 100 embeds with our forces so that the world could see it live, not through me, standing up at a press conference at the Pentagon, but through daily, hourly press releases coming back from cameras held by noncombatants and people who were sworn to an oath to tell the true story. And it worked.

**Way:** As Phantom Fury, or al-Fajr, kicked off on 7 November, what were your lingering concerns? What were your thoughts on that day?

**Sattler:** My lingering concern was casualties. Obviously, casualties was number one, casualties was number two, and casualties was number three. I’m sure if you cascade down to the platoon commander, everyone was concerned about casualties. Not fear of not doing your job, but fear of having your warriors injured or killed because could have done something better. Because you only get one chance in this. . . .

**Way:** At this point, stepping into the battle of Fallujah, if you could recall your recollections of how those first couple of days went and how you tracked it.

**Sattler:** Well, the first the attack up the peninsula was executed flawlessly, to include the takedown of the hospital. . . . [The initial attack] was based on the shaping and the feints, the turnaways we had done before. We were convinced that the Iraqis still weren’t real sure what was going on. Not the Iraqis, but the thugs in the

town. When the sun set that second day, when the sun rose the next morning, we had moved all the forces into position. The town was completely encircled. And then we shaped about 17 targets during that day, took 'em out daylight, which we had never done before. We always struck at night. We took out targets in daylight, and we had been working these targets for a long period of time, and that sent 'em another message. And then when we actually worked to shut down some of the communications, the electric power, etc. And then we crossed that LD [line of departure] that night; that would have been the night of the 8th, after sunset.

Then, it was, we just came leading with the two [U.S.] Army battalions, the Army mech[anized] battalion in the front, with two Marine battalions on each side of them. So it was a six-battalion Coalition attack coming from north to south, with two regimental combat teams. Then we also pushed five Iraqi battalions in behind them, and then eventually out to the side. During the early phases, we reached MSR [main supply route] Michigan, where the phase line [Fran was] which bisects the town, running from east to west. We figured it might take 48 hours or a little more to get there. We actually eclipsed that within the first 24, especially on the eastern side, with the Army mech forces. There was still a lot of heavy fighting, house to house, with Marines and soldiers involved, mainly Marines. We continued the attack [until] the sun came up on the 10th . . .

We had to stop and hook back to clean up some isolated pockets that had either gone into rat holes and popped up behind us or had worked their way through [our] lines. So we were fighting a 360-degree fight, to be totally candid, north of Michigan. So we turned around, and we had to attack back towards the north while forces were still coming north to south. And we were also sweeping east to west, along the Jolan District, because we did do a hook there to clear out the Jolan and the old city there\* . . .

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\* Originally, the Marines were going to execute a turning maneuver when they reached MSR Michigan (Phase Line Fran), driving the insurgents into the Euphrates River. However, LtGen Sattler met with BGen Richard F. Natonski and decided to execute a branch plan to have both regimental combat teams continue south, driving the insurgents into the anvil of the Army's Black Jack and Stryker brigades.

They [the insurgents] went back, and we just kept a force oriented [toward] the south. We paused, went back, cleaned up the insurgents who snuck in behind us, and then continued with the six battalions pressing north to south. Actually, we left one battalion in each sector north of [MSR] Michigan to go ahead and continue to clean up along with the Iraqi battalions. Then we pushed on south to go ahead and culminate the fight at the southern end, and we blocked the southern end with the Black Jack Brigade out of the [U.S. Army] 1st Cav[alry], which was already in a position on the southern side. They also had [U.S. Marine] 2d Recon[naissance] Battalion, which was cross attached to them, fighting with them in that southern sector. The [1st Marine] division executed it flawlessly. They did a great job.

**Way:** Was the planning to return the city of Fallujah to its [original state]?

**Sattler:** Phase IV [security and stability operations] was totally planned before we crossed the line into Phase III [decisive combat operations], to include getting guarantees from the prime minister and our higher headquarters, these resources and assets would be available. . . . During the ROC [required operation capacity] drill and during the planning phase, we planned a civil-military operations phase: the rebuilding, the reestablishment of the central services, to include the reestablishing of the Iraqi security forces to run the town. Not us, but them. And we thought we had 10 days. We thought after we secured the town to the southern end, we would have 10 days before we would become targets of the people, and we would no longer be liberators, we'd be occupiers. That was our assumption, [but] we were wrong there because the people had all left the town. So until we opened the gates to bring the people back, we really had more time to occupy with Iraqi army and Coalition forces.

We sent two Army battalions back out, so we had four [Marine] battalions up through the reoccupation phase, which we wanted to start as late as possible. The prime minister wanted to start as soon as possible, building the town back up. He wanted to do it ubiquitously, just open the gates and let everybody come back. We

wanted to do it very orderly. They already had 18 districts defined. . . . We came forward with a plan to populate by subdivision so we could clear rubble and establish water and minimal essential services in a sequential way. In other words, instead of having to have the whole town ready, we could start with one district, and keep the rubble clearing and the water and everything coming in, plus the removal of standing water. We could populate the town as we cleared. We got it ready to go, and that's what we were able to do.

The only place we disagreed is we were not going to permit any cars to come in. We had built park-and-rides. We had hired buses, where you stop, park your car, go through your bedding, go through the protection system, whether it was BAT [biometric assessment tool] scanner radar or some other system. And then once you proved where you were from, you got on the bus, and they took you down to that district. But two days before [the Marines were to allow citizens to return to Fallujah], the prime minister cancelled the park-and-ride, so we had to redo the berms, redo the barriers, build a serpentine, and be prepared to let private-owned vehicles into the town. That obviously opened it up for easier smuggling and vehicle-borne improvised explosive devices; somebody making a vehicle bomb, getting it through a check system, or building it in the town. . . .

**Way:** The planning for Phase III, combat operations, and Phase IV, the rebuilding, were done in a parallel manner?

**Sattler:** Correct. Simultaneous.

**Way:** At what point did your focus switch from combat operations to civil-military operations and rebuilding?

**Sattler:** Before we crossed Route Michigan to continue the attack towards the south. Once we took the governor's complex, the civil-military operations Marines, the CAG [civil affairs group] moved in right with the SeaBees [construction battalions] and started relaying wire . . . while we were still taking fire from across the street. So we were Phase IV-oriented before we went across the line of departure.

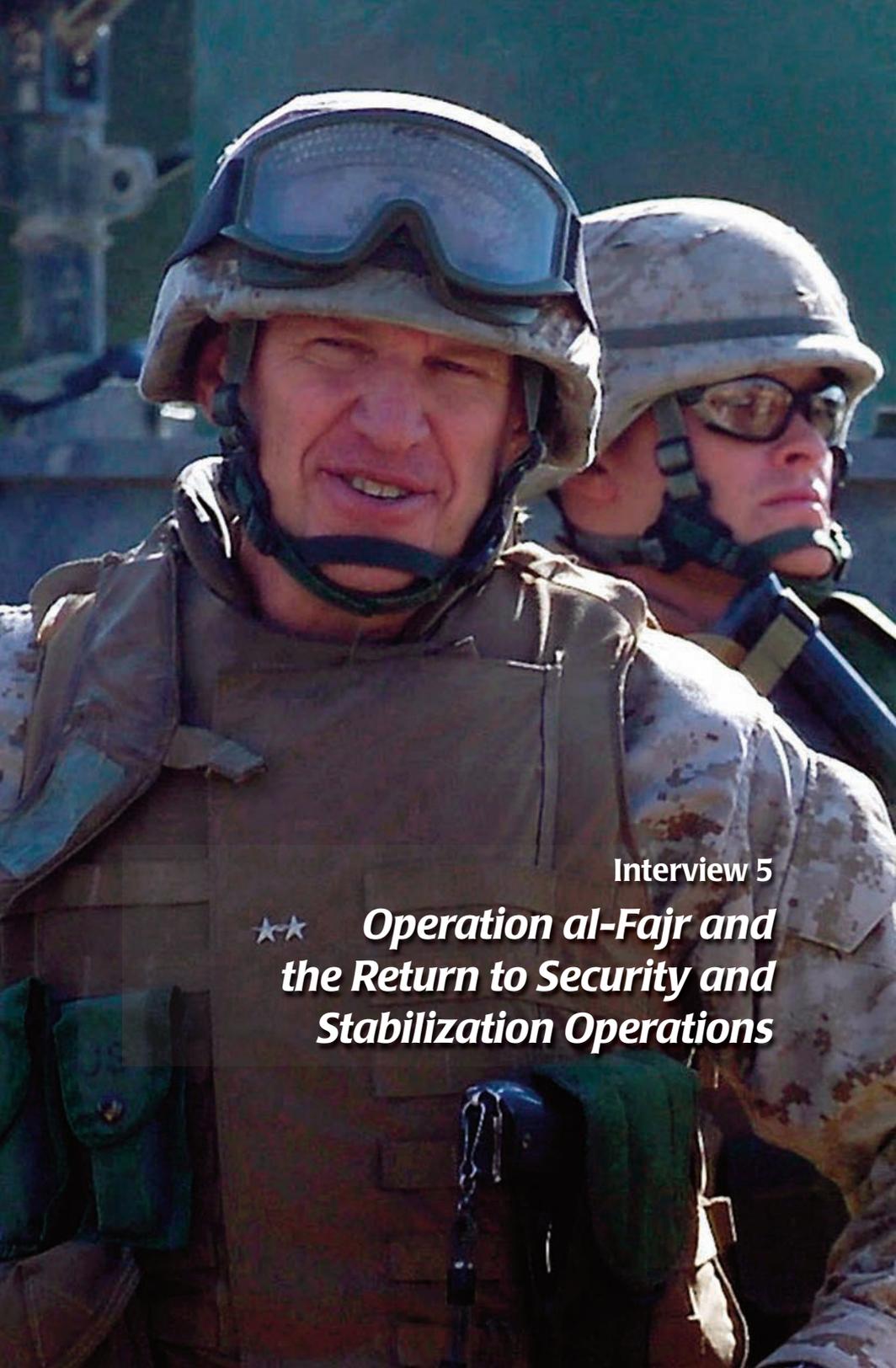
Once we got into the fight, General Natonski didn't need my help to fight the fight. Where he needed my help was to get the

conditions set, the right forces, the right resources to fight the fight. And my help was required in Phase IV to start pounding on the ministries for the money and the resources, and to get the ministries to come in and build the little team, which we built at Camp Fallujah. We were actually holding town meetings at Camp Fallujah with ministers out of Baghdad before we opened the town back up. One of the big arguments was when do we open the town up. And if you remember, we opened it on the 23d of December. They wanted to open it on 1 December, and we—my job was to show the prime minister, General Casey, and General Metz why that was not a smart move, and to buy as much time as we could, because each day, the town got better. The stagnant water was being pumped out, the rubble was being cleared, and you could watch it, and it was a very systematic approach to cleaning the town up. . . .

We had the complete town opened up before the 30th [December 2004]. We had to ensure we had polling centers inside Fallujah that were safe and secure so the Fallujahan citizens felt comfortable coming to vote. And about 7,000 of them did vote inside Fallujah. . . . That was very rewarding to every Marine that was involved, every sailor, every soldier that was involved in the election process. We felt good. And they continued to feel that way.

Because they voted, [the Iraqis] felt that they were reenfranchised, they felt better about what they'd done. And the attitude of the security forces, and the attitude towards those security forces, from the Iraqi people, changed from the old days of, "if you've got a uniform, you're either gonna arrest me, arrest my family, or take something I had under Saddam." They now started to understand that security forces were there for them and not for their own self interests.





Interview 5

★★ ***Operation al-Fajr and  
the Return to Security and  
Stabilization Operations***

# Major General Richard F. Natonski

*Commanding General  
1st Marine Division  
Multi National Force • West*

August 2004 to March 2005

Major General Richard F. Natonski took over command of the 1st Marine Division from Major General James N. Mattis in August 2004. In this interview, Natonski describes the shaping and preparation efforts leading to the second battle for Fallujah. He notes the effects of insurgent propaganda, the transition into security and stabilization operations, and the security efforts pertaining to the January 2005 provincial elections.

Major General Natonski was interviewed by Lieutenant Colonel John R. Way on 16 March 2005 at Camp Pendleton, California.

***Lieutenant Colonel John R. Way:*** I'd like to ask you about pre-Operation Phantom Fury [second battle of Fallujah], the shaping phases and some of the challenges that went along with that.

***Major General Richard F. Natonski:*** I think part of our success in al-Fajr [Iraqi name for second battle of Fallujah] was the shaping campaign. We ultimately attacked from the north side of the city. However, we executed a number of feints on the east side of the city to give them the impression that would be the direction of attack that we would execute on. Whenever we did any of our kinetic shaping or tried anything new in Fallujah, it was always important to make sure that 2d Radio Battalion was collecting. If we did a feint and we received fire, we had troops in contact, then we would attack kinetically and hit the target. And that would light off additional command and control networks to be collected on by radio battalion, who would do things like fly an F-18 low-level to see what response we would get and what signals intelligence we could gather. Firing illumination solicited a different response. At the same time, we had 626 [Iraqi National Guard Battalion] that was hitting targets in the city, high-value targets affiliated with the

[Abu Musab al-] Zarqawi network. So we were hitting some of the higher-level leadership. We were trying to hit the insurgents.

Now, not only did we have the kinetic shaping piece, but we also had nonkinetic. We were dropping leaflets, leaflets that tried to drive a wedge between the insurgents and the people that were the residents.\* We knew that the residents of Fallujah were just innocent victims of the insurgents. And when I say insurgents, I mean the whole gamut. We had former regime elements, criminals, but also a lot of foreign fighters from all over the Islamic world. We would drop leaflets that would tell the people of Fallujah that you would have a water treatment plant this month except that your city is full of insurgents. And we tried to explain what they were missing [out on] because of the presence of the insurgents.

Just prior to the attack, we made sure [through] leaflet drops and radio broadcasts that the people that were in the city— fortunately for us, most of the people left the city—they knew the fight was coming. And I think that made it easier when we did go into the city. We told them that any vehicle would be considered as hostile, because we knew there was going to be a great threat of suicide vehicle-borne improvised explosive devices, or SVBIEDs. We told them that anyone outside with a weapon would be considered hostile. We told the people to stay in their homes for their own safety. So we also looked at it from that nonkinetic side.

We also executed a lot of the electronic warfare pieces. Since this is an unclassified briefing, I can't go into detail, but there were a lot of nonkinetic pieces that went into the shaping. Probably my biggest disappointment was, because of collateral damage and positive ID [identification] limitations, we could not hit as many targets as we wanted. I believe for the enhanced shaping day, which was actually D-day on the 7th of November, we had over 60 preplanned targets. But we were not able to hit, I think, somewhere in the neighborhood of a dozen, almost on par with the previous days. There was no enhanced shaping with kinetic fires because of the positive ID. You had to definitely ascertain that they were enemy and that the collateral damage would not hurt or kill a specific number, as given to us by higher headquarters. That number is classified as well.

So that really limited what we could hit. Even though we knew there were insurgents in there, I think that it was validated that a lot of the targets we had identified before but were limited from attacking in the days and weeks and the months going into Fallujah turned out to be insurgent strongholds, which we ended up destroying as troops became in contact. So sometimes the ROE [rules of engagement], in an effort to protect the people, worked against us. And maybe it was good, but come to find out the only people in Fallujah when we went in were insurgents; very, very few civilians.

**Way:** As you went around to talk to the Marines as they prepared to go in, what did you tell them, what did you talk to them about?

**Natonski:** Well—and I did go around to all the units—I just told them how proud I was, and that here was an opportunity now to take the fight to the enemy. Prior to Fallujah, we had Marines on OPs [observation posts], on patrol, and they hadn't really been able to take the fight to the enemy like we were going to in Fallujah. And I drew a parallel to the *Patton* movie. They said, you know, someday that grandchild is going to be sitting on your knee, and they are going to look at you in the eye and say, "Grandpa, what did you do in the war?" And you can say, "well, we weren't shoveling s\*\*\* in Camp Lejeune or in Camp Pendleton or in Hawaii," you were fighting in Fallujah. And I will tell you that the troops looked forward. Let's face it, that's why we come into the Marines, for that. They were ready for the fight. And it was more my way just to thank [them] for what they did and what they were going to do.

I told you about the deliberate planning process. Well, we also did a rehearsal on D-2. Wow, when I think of what we did in terms of just-like-the-book, we executed a movement of all our attack forces from their assembly areas to their attack positions. We tested our command, control, and communications. We tested our timing to get to the attack positions. And we made a feint so that we moved up from the north this time, where we were actually going to attack from, and then we pulled back. The enemy thought, well, we'd just [fainted] from the north.

I really think that having that rehearsal paid dividends in terms of getting everything right in terms of timing, because D-day was

actually the enhanced shaping day. The assault into the city actually took place on D+1. That was driven by MNC-I [Multi National Corps-Iraq], and to this day, I don't know why the assault into the city started on D+1. But on D-day, we conducted our enhanced shaping, which included the movement up the peninsula to take the hospital and block the two bridges. We wanted to block the two bridges leaving, on the western side across the Euphrates, to prevent the enemy from escaping.

On that day, we also moved 2d BCT [brigade combat team] into their blocking positions on the south and east side of the city to prevent enemy from escaping in that area. At the same time, we moved our assault units into the north side of the city so they were in position to attack the following day on the 8th of November. But the actual attack, as they moved into their assault positions, I went out and I went through all of their units. I spent the whole day of the 7th traveling from unit to unit just to see them. I told a number of reporters that day, at that moment, the most potent fighting force on the face of the earth was assembled around Fallujah, and that once they started the assault, there was nothing on the face of the earth that would stop those Marines and soldiers.

As part of the plan, we knew, unlike [in] April, that when we commenced our assault, we had the blessing of the president of the United States to attack through the entire city. So I knew that nothing was going to stop us, unlike the situation the previous April. So when they started the attack, we went all the way. There was tremendous support from [Multi National Forces-Iraq and Multi National Corps-Iraq], because they literally had to bring all the units from Baghdad and elsewhere to help support what became the main effort of the fight in Fallujah.

By taking down Fallujah, which was a sanctuary for the insurgents, it's just like any FOB [forward operating base] that we have, for example Blue Diamond, Fallujah offered the insurgents the ability to rest, rearm, refit, plan, and then go out and launch their attacks and then come back to a secure environment. [Taking out Fallujah denied insurgents of that.] Plus it was an IO [information operations] victory for them. How could you have control in Iraq

when you have this cancer called Fallujah? So it had to be eradicated before you could even conceive of having a successful election in January [2005]. And I think that's what turned the tide in terms of going in and assaulting Fallujah.

Earlier, I recall, the plan was essentially to keep a lid on al-Anbar and Fallujah while we exploit the success we're having in the rest of Iraq. I think it came to people's realization by the end of September [that] Fallujah could not continue to exist in the state it was. And by taking out Fallujah, I think we then had the momentum in the rest of the country, that the Iraqi people understood that we meant business, that we could now hold an election at the end of January. And even then you can recall the news and the lead-up to the election, that people thought, many countries thought, there would never be a viable election. I think the Iraqi people proved them wrong, the fact that they came to the polls. Today we're reaping the benefits of that election.

I'm a firm believer that you've got to be aggressive and take the fight to the enemy. Otherwise, if you sit back, they will take advantage. As long as you keep them moving, hoping that one day Zarqawi's going to run into a checkpoint he didn't know where it was, and we're going to grab him, just like we grabbed a lot of other foreign fighters and insurgents. You keep them moving, you keep them guessing, you roll them up. They never know when you're coming. They can't do all of the planning that's going to be required to attack. I think that's what we've been able to do. . . .

**Way:** On the eve of the battle, back on 7 November, what were the lingering concerns in your mind?

**Natonski:** Civilians were certainly a concern because we really didn't know what we were going to find in the city. I mean, there were no doubts in my mind about the capabilities of our Marines. I knew we would be victorious. I wanted it to go fast. I felt that the quicker we got in, that penetration was key. We found in an-Najaf that if you could outrun the enemy into the city, . . . if you could get in behind them, they wouldn't stay. They would retreat back, and then they couldn't detonate the explosives that they had laid out.

By that rapid penetration, we were able to achieve with both the 2d of the 2d [Task Force 2-2, 2d Infantry Regiment, 2d Infantry Division] and the 2d of the 7th [2d Battalion, 7th Regiment, 1st Cavalry Division], followed by the Marines clearing, we made that rapid progress that we had hoped for. We did find some chemical labs. We found a lot of what we coined “torture chambers,” “slaughterhouses.” I never imagined the amount of ordnance and weapons that we would find in the city. . . . I didn’t realize how entrenched the insurgents were in the city. . . .

So they continued to fall back, but as we advanced, we had to clear every single building. And they were fighting. . . . We talked about Abu Ghraib, and what a stain it was on the reputation of the United States, and the effect it had in the Muslim world from an IO perspective. One of the second- or third-order effects of the Abu Gharib prison scandal was the fact that many of the insurgents who had fought in the city had been brainwashed by films and photographs of the Iraqi prisoners being maltreated by American soldiers, and they were told that if you are captured, this is what’s going to happen to you. So they did not want to get captured. They wanted to fight to the death. And they did that. Some were on drugs . . . speed, amphetamines. Others had tourniquets around their arms and legs so that if they got shot, they could continue to fight. But they literally fought to the death. So the fact that we had that scandal in Abu Gharib made the resistance that much tougher when we had to fight in Fallujah. . . .

**Way:** You mentioned rubble cleanup and getting the power and water turned back on. Surely in mid-December, just after I think Prime Minister [Ayad] Allawi declared the city secure, the 4th CAG [civil affairs group] moved in . . .

**Natonski:** 4th CAG . . . I can remember going in with Colonel [John R.] Ballard probably around the 11th of November. We were still getting shot at, and I said, “John, you are going to set up your CMOC [Civil Military Operations Center] over there in the government center?” And we walked over there, and I said, “I want you in there tomorrow.” They were moving in as the fighting was going on. We wanted to get started on that, on the rubble cleaning.

Prime Minister Allawi did declare that we had secured the city by the—I don't remember. The assault commenced on the 8th. I don't know what day that was. I think it was on Monday. I think by Saturday or Sunday, we had basically cleared through; we had pushed all the way to the south end of the city, and it was just clearing operations after that. In terms of the restoration of services, we kept the residents south while we continued to clear buildings, clear remains of the dead insurgents, and also clear out tons and tons of unexploded ordnance and caches.

At the same time, we wanted to clear out the rubble, start the restoration of services, water. . . . There was some flooding, because the water table is so high and some of the water mains were broken, and water continued to be pumped in. So from a sanitary perspective, we needed to get the pump stations that removed the water from the city working. And the SeaBees [construction battalions] played a big role in that, as well as getting the city engineers back in.

It wasn't until around the 16th of December that we started to open the city up, a district at a time. . . . And as we opened up each district, and they had to prove that they lived in that district, then we would let them in. They could survey and take personal possessions out. Not too many people stayed initially because there were no stores. We were passing out humanitarian rations, water, blankets, because it was cold at that time. But people started to come in, check the damage to their homes.

I think it was in January [that] we gave a \$200 solatia [condolence] payment to all the heads of households in the city to buy the good will. We wanted them to know that we appreciated them, the fact that they were back, and that we were sorry for the damage. More and more people as we opened the districts from the west side of the city to the east. We got more and more people, and today, a few months later, people are living in the city. I'd say we have somewhere between 40 and 60,000 people that live in there. Businesses are open. Food is plentiful. You'll see a barbershop, maybe a window is broken, bakeries are open, and we're going around giving cash payments to start up businesses again. I mean,

the city is really flourishing. It's still rubble, and the next piece is claims payments by the Iraqi government. That will let the people of Fallujah know that the central government of Iraq wants them to be taken care of. And that's really a key, because they are Sunni, and in an-Najaf after the battle, the central government of Iraq came in very quickly and paid claims and started the restoration and rebuilding of an-Najaf. . . .

**Way:** Are there any other comments, any other things you'd like to address, sir?

**Natonski:** I would just say in closing that this was an exciting period of time to be in Iraq. As I mentioned previously, and as I told the Marines going home, they can hold their heads proud for what they've accomplished. When we look back on the operations that led up to Fallujah, through Operation al-Fajr, then the subsequent operations that we've conducted around the Fallujah area, in preparation for the election, and now River Blitz and River Bridge in preparation for the RIP [relief in place, with II MEF], I could not have asked for a better performance from our troops. My only regret are those that we've lost in action. I hope that our country will never forget the sacrifice that those Marines, soldiers, sailors, and airmen have made not only for our country, but for the people of Iraq.





2005

***Stabilization and Elections***





**Interview 6**  
***Targeting al-Qaeda in Iraq***

# Major General Stephen T. Johnson

*Commanding General  
II Marine Expeditionary Force (Forward)  
Multi National Force • West*

February 2005 to February 2006

Major General Stephen T. Johnson commanded II Marine Expeditionary Force during the unit's first combat deployment when it took over Multi National Force-West from I Marine Expeditionary Force in February 2005. In this interview, he discusses rebuilding the Iraqi security forces in al-Anbar Province and 11 named operations conducted under the umbrella of Operation Sayeed. These operations were aimed at driving al-Qaeda from the western Euphrates River Valley, ensuring that people were allowed to vote in the October 2005 referendum elections, and restoring the control of the border to the Iraqi government. He also describes the progress resulting from Operation Sayeed, which include disrupting al-Qaeda's leadership, operating with Iraqi forces, and the Marine air-ground task force fight. Johnson discusses the planning factors leading to the successful October 2005 referendum elections and the achievements resulting from the embedding of a U.S. State Department representative in Fallujah.

Major General Johnson was interviewed by Lieutenant Colonel Craig H. Covert on 26 January 2006 at Camp Fallujah, Iraq.

***Lieutenant Colonel Craig H. Covert:*** Could you comment on the Iraqi security forces, particularly the Iraqi police, the Iraqi army, and the growth in effectiveness that you've seen?

***Major General Stephen T. Johnson:*** First of all, the Iraqi security forces encompass a number of things—not only the Iraqi army and the police, but also the special police commandos; public order battalions; the Department of Border Enforcement forces, who guard the borders; the highway patrol; and the traffic police. So there's a number of different things that are all generally lumped under the term ISF, Iraqi security forces.

When we arrived here in al-Anbar Province in February of 2005, there really weren't very many Iraqi security forces. There were a couple of small Iraqi brigades. They had been together for a considerable period of time at that point. They'd fought in the [battle of Fallujah (Operation al-Fajr)]. They were fairly capable, but that was all it was. Throughout the rest of the province, there were a number of what they called Iraqi national guard battalions and companies. They were left over from a previous failed experiment in terms of putting together security forces. They were fairly corrupt, ineffective, and in many cases worked against the Coalition forces, so one of our first duties was to disband them. Many of them chose to go in the army. Others just went back to the civilian world.

There were no police in al-Anbar when we arrived. There were some local police left, but again, they were corrupt and created more problems than they were worth. So we assisted the Iraqis in disbanding those organizations as well.

Since that time, the Iraqi army has made remarkable progress. Where we had approximately 2,500 soldiers in the Iraqi army when we arrived, now there's close to 20,000. [Their units have] all been formed at different periods of time over the past year, so they're not all at the same experience level. Four of the brigades are at a level-two training readiness status [nearly fully trained], and nine of the battalions are at a level-two training readiness status. The rest are at different stages of preparedness, and over the next year, the rest of them will come online. There are two divisions in al-Anbar now. The last brigade of the second division to be formed is still finishing up its recruit training in Habbaniyah. In February [2006], they will join the rest of the division in western al-Anbar Province. So over the next year, these forces will continue to improve, continue to get stronger. And by this time next year, I think they will be a significant force.

The police is a second entity that we need to look at. As I said, there were no police in May [2005]. We started off with a program to train police for Fallujah. Over the months of May through about October, the Iraqis screened, embedded, and hired a number of

Iraqi citizens to be policemen. We assisted them by sending them to school and training them to be policemen, equipping them, and helping to provide facilities. Over that period of time, 1,200 policemen were formed in Fallujah. There's an outstanding police chief there, a man of integrity and energy. He's made a big difference. We have another 500 policemen for Fallujah being trained now, and equipped. So here in the next month or so, there will be roughly 1,700 policemen in Fallujah. They are just learning the ropes, but they're improving, and they're providing services to their people. Right now, we've started to see an improvement in security based on the police. So that's a big step forward. In the rest of al-Anbar Province, there are no other police, and we're working with the Iraqis to correct that over the next several months. Upwards of another 10,000 Iraqis will enter the police force, be trained, be equipped, and provide police services in the other cities in al-Anbar Province, the primary city being Ramadi.

The Department of Border Enforcement forces has also grown over the last several months. The Iraqis, in coordination with the Coalition forces, have built a number of border installations in the area that we're responsible for. I'm talking about the border with Syria, Jordan, and Saudi Arabia. Those border [installations] are manned, and the border police continue to go through training. There are now two [Iraqi] brigades out there, making progress, turning control of the border to the Iraqi government and to the Iraqi people. It's not a unilateral effort. They are partnered with Iraqi army forces, and they also get support from Coalition forces. So it's a three-way effort out there, but the Department of Border Enforcement forces are showing their improvement. . . .

**Covert:** Would you say that the addition of all these forces has effectively increased security for the Iraqi people, or are we still facing a point where, yes, they're growing, but they're still somewhat ineffective?

**Johnson:** Well, like I pointed out earlier, they're at different levels of readiness. Some of them are standing on their own. Several of the brigades have been given areas of operation which they operate. They do the majority of the operations and receive basic support from the

Coalition forces. Others are very reliant, still, on the relationship they have with the Coalition. And that will continue over the next few months until they get in the saddle. [The] takeaway from the situation now is that all of the Iraqi army forces, and soon the police forces as well, are partnered up with Coalition forces.

In al-Anbar, two thirds of the units there are partnered up with Marines, and the other third are [partnered with U.S.] Army forces. The partnering allows the Iraqi unit to operate with, to train with, [and] to get mentoring from [Marines and soldiers]. That is one of the ways in which we improve the readiness of the Iraqi battalions, by linking them up with a U.S. Coalition battalion.

The second point is that each of the Iraqi forces, the Iraqi army battalions, has a military transition team with it. These transition teams are either Army or Marines, and they're embedded with the Iraqi force. They work with them on a daily basis, they teach them the battlefield functions, and they help them learn, and help them grow, plan, operate, and so forth. The military transition teams also provide a link back to the partnered battalion. So in these ways, we are improving the effectiveness of these forces and enabling them to get better faster. They still have a ways to go, and like I said, it'll be over the next year until we see all of those forces reach a common level-two standing.

Another key element of what we're doing here is providing presence in the communities. These Iraqi forces are not just centralized at one location, like Ramadi or Fallujah. They're spread out now across the entire battlespace, all the way up through the Euphrates River Valley, in the big towns there—Hit, Haditha, the al-Qaim region, Husaybah. In all of those places, there's a combination of Coalition forces and Iraqi forces. They're partnered up, and they work together in those areas. That partnering, that relationship, is not only good for them, but it's also supportive of the people in those communities. It provides more security, an environment of security in those towns that hasn't been noted before. It makes it far more difficult for the insurgents to come back in and begin disruptive behavior again in those towns. It also shows the people that we're committed to seeing the job through and

getting the security forces on their feet. So the combination of partnering together and being present in the communities in al-Anbar Province, those two things are making better security for the Iraqi people.

**Covert:** Could you comment on the accomplishments and successes of Operations Iron Fist, Steel Curtain, and Sayeed, and what it meant for the MEF (Marine Expeditionary Force) to succeed in those operations?

**Johnson:** First of all, Operation Sayeed was the umbrella operation. Operation Steel Curtain and Operation Iron Fist were named operations under the umbrella of Sayeed. There were 11 named operations under the Sayeed umbrella. Those operations stretched from July of 2005 until just after the December '05 elections. The purpose of those operations was to drive al-Qaeda from the western Euphrates River Valley and to eliminate that as a place where they could operate freely. We accomplished that mission.

The operation was also designed to ensure that we had the climate and the environment to conduct the referendum in October and the national elections in December. The operations under Operation Sayeed were designed to ensure that we had the conditions so that people could vote. I think that the results of the election showed, the election and the referendum both showed that that was successful. A third goal of Operation Sayeed was to restore the control of the Iraqi border to the Iraqi people. As I pointed out earlier, we assisted them by helping to get the border forces out there, and to assist them in providing security along the border. So those were three key elements of Operation Sayeed.

There were a number of accomplishments and successes that occurred during Sayeed. First of all, we put the insurgent back on his heels. We disrupted his activities there, we killed a lot of his foot soldiers, we took away some of the places where he felt secure, and we disrupted the leadership of al-Qaeda and caused them to not be able to operate freely in that part of the country. Another success you can note there, about Operation Sayeed, was that it was the first time that we'd operated on a large scale with the Iraqi security force, the army security forces. It wasn't until about

September that we had a full brigade of Iraqi army forces out there west of the Euphrates. They came, actually, after the operations under Sayeed had begun. They joined their

Coalition partners during the operation and made a significant contribution to the operations in the western Euphrates River Valley during that period of time. The third thing, a key point to take away from Sayeed, from a Marine perspective, is the outstanding way that the MAGTFs [Marine Air-Ground Task Force] fought that fight. The 2d Marine Division, and RCT-2 [regional combat team] in particular, did a magnificent job of fighting a counterinsurgency fight, taking the fight to the enemy. . . .

So it was an incredible effort across the board in the MAGTF, not only the GCE [ground combat element], but supported very well by the ACE [air combat element] and the MLG [Marine logistics unit]. So those things were the successes of Operation Sayeed, and its 11 named operations underneath.

Surely you can't forget that concurrent with Operation Sayeed is Operation Liberty Express, which was the named operation for the referendum in October and the national election in December. That operation ran concurrent with Sayeed, but it was very important, too, and also very well done. It required all the elements of the MAGTF to function together to make that happen as well.

**Covert:** How did the operations, particularly Sayeed, affect the national elections, as well as the referendum?

**Johnson:** Well, I think that you can probably look at that in three parts. One is the amount of planning that went into that election, [both] the referendum and the election. We started the planning for both of them last June [2005]—it might even have been May. . . . The planning process went on that whole summer and continued to change. It didn't really go dormant, because this was a new experience for the Iraqi people. The Independent Election Committee of Iraq, IECI, was the governing body that set all the rules and did most of the planning. But the Coalition forces were involved in the planning all the way along.

The fact that this was a new experience for the Iraqis sometimes made it very difficult. There were some planning decisions made by the Iraqis that weren't particularly easy to live with, but our folks worked closely with them. There was a lot of patience involved. There was a lot of compromise on the part of the Coalition forces. In the end, had it not been for that detailed planning all the way along, we wouldn't have been able to help them conduct the successful elections that they had. Some idea of some of the things that had to be planned: to move poll workers into this province, because they could not hire enough people out here, because of the security situation. People didn't feel secure enough to sign up to be poll workers, so they had to be brought in from the outside. They had to be housed, fed, and protected during the time they were here. All that planning and preparation had to be done. There had to be transportation to move them to the polling sites. On the election day, we returned them to where they were staying at night. There was a tremendous amount of transportation involved. All of these things required extensive planning.

In the preparation phase, right before the election, there were an incredible amount of things that had to be done. The Marines and soldiers, who were engaged in an operation right up until a few days before the referendum, finished that operation, turned right around, and went to work on the election. They were doing such things as putting in barriers, transporting poll materials, arranging for security. Those types of things had to be done on a short fuse in order to be prepared for the 15th of October and the 15th of December. So again, it's a good example of how planning and preparation, and being able to be flexible, made a big difference.

The third piece of this is the Iraqi people themselves. I think many of them came out to vote because they knew that it gives them an opportunity for something better than the violence that they'd been subjected to for so many years. Many of them came out and voted, even though it wasn't particularly safe in many places, even though they were subject to threats. They still made it to the polls, and the results of the election are self-evident. A vast number of people voted—I think well over 50 percent voted—in al-Anbar Province alone. If you remember, about 2 to 4 percent had voted in January

of '05 for the interim transitional government. Then a full year later, over 50 percent of the people turned out to vote, which is pretty remarkable in my view. So those are the three pieces I would point out to you for the success of the election.

I would point out one thing that we learned here. All through the planning process, we and the Coalition planned to provide security around the outside of the polling sites. That was a key element of our plan. Right before the referendum, the IECI announced that they would not want the Coalition to be used for security, that they would take care of the public themselves. This of course caused us a lot of angst. We thought that that meant that there would surely be a lot of security problems and so forth. But it was their desire, and it was their election. They were in charge, so we did what they asked. We stayed very much in the background.

What happened was, though, that there weren't a lot of incidents, either in the referendum or the election itself. They did do a good job of running their election, providing security, and using the local police, at least in Fallujah, to help augment the security. So in that sense, I bring that up because it surprised us. We thought that they couldn't do it without us, but yet they did. They did a very good job without us, and there's a lesson there for the future. They probably can do more, and quicker, than we give them credit for.

**Covert:** You mentioned that in Fallujah, but I believe also in Ramadi, sir, there was quite a big success, despite the fact that right now, it's a little more kinetic and more dangerous.

**Johnson:** Well, for the referendum, there was not a big turnout in Ramadi. There was a very small turnout because we believe that the senior leaders had not emphasized it enough to the people, or had told them not to go vote in the referendum. For the election, however, the circumstances changed, and they had a good turnout for the election. You're correct—in the election in December, they also took care of their own security for that as well. They expanded the areas which they took care of. It was a good operation in the sense that we learned a lot about our Iraqi partners and their capabilities.

**Covert:** Could you comment on the employment and effectiveness of the CAG [civil affairs group] within your AO [area of operation]?

**Johnson:** We had two groups. We had the 5th Civil Affairs Group that deployed with us, and then they were replaced in August and September by the 6th Civil Affairs Group. I think they've done a superb job of getting out into the communities and looking for ways that we can be useful to the Iraqi people. There are a number of examples of the things that they've done. They have been very proactive in looking for ways to ensure that reconstruction money was invested in projects that were productive to the communities. When we got here, there was a tremendous amount of reconstruction funds available. The trick was not so much getting the funds, but applying them in the right place, where something could be accomplished for the good of the community, and in accordance with the desires of the community.

The civil affairs group was plugged into the communities, particularly Fallujah, and to a certain degree later on in Ramadi, but primarily in Fallujah. They were able to help the Iraqis in a way that the Iraqis wanted to be helped. There was a tremendous amount of bravery on the part of the Civil Affairs Group. They spent a lot of time on the roads, in the towns. By their nature, they have to interact with the people, and you can't interact with the people on the FOBs [forward operating bases]. So they'd been out there, and I'm very pleased with the performance that both CAGs have shown us. Neither one of them was a pure civil affairs groups. They had, certainly, a [collection] of people who had that skill, who had the requisite MOSs [military occupational specialties]. But most of them were folks from other MOSs, other units, where there were not civil affairs specifically. They got trained, they applied their training, and they did a superb job.

**Covert:** You've got a pretty incredible State Department rep here [John Kael Weston]. Could you talk about the positive effect of having him embedded here in Fallujah and how it has helped you out with the MEF?

**Johnson:** Well, having Kael here is like having a political advisor that the combatant commanders have. Kael is a very dynamic

young man, personally courageous, and interested in seeing a positive outcome here. He's been with the Marines here, I MEF and now us, and soon to be I MEF again, for almost three years. He spent a lot of time in town, particularly Fallujah. He has been integral in acquainting us in the personalities here and the atmospherics that are there. He also has been very good at conveying our intentions to the Iraqi leadership in the town. He was instrumental in helping them have their first elections for a city council, for a mayor. He has been instrumental in helping them learn how to be a democratic body. And frankly, I think he's a good friend to many of them. He was very hurt by the savage death of Sheikh Hamza [Abbas al-Issawi] several weeks ago. He knew the sheikh, and he respected him, and recognized that he was a leader in the community. Kael was very taken aback by that tragic event.

So he's done a great job, and he's taught us a lot about how to deal with the Iraqis, how to deal with issues on the political side of the house. He's very much attuned to the balance between military and political events. He's not jealous of the role that the Marines play, but he is quick to let us know when it's time to use the political piece, which is part of his tool kit. So we've got a great relationship with him. He has a lot of friends here, and we will hate to say goodbye to him.





Interview 7

*Setting the Conditions for a Turn*

# Brigadier General James L. Williams

*Assistant Commanding General  
2d Marine Division*

July 2005 to January 2006\*

Reserve Brigadier General James L. Williams served as the deputy commanding general of I Marine Expeditionary Force (Forward) from January to March 2005. He focused on security and force management while in that position. He returned to Iraq in July 2005 as the assistant commanding general of the 2d Marine Division.

In this interview, Brigadier General Williams describes the transition in focus of effort after the second battle for Fallujah and discusses a series of important meetings leading to the creation of the Anbar Security Council. He also describes the changes and successes in al-Anbar Province during his two tours.

Brigadier General Williams was interviewed by Colonel Jeffrey Acosta, 6th Civil Affairs Group, on 20 February 2006 at Camp Fallujah, Iraq.

**Colonel Jeffrey Acosta:** Can you describe the situation in al-Anbar Province?

**Brigadier General James L. Williams:** Well, if you look at the '04 to '05 time period, al-Anbar Province was a province that was in essence being inundated by the influx of insurgent and foreign fighter activity, which led up to a couple of things. Obviously, if you take a historical perspective on this, you have to consider what occurred during 2004. April of 2004 was very significant, when the Blackwater [USA] team was killed and hung up in Fallujah. That kind of created a false expectation, I think, of what was to come, in

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\* BGen Williams was deputy command general, I Marine Expeditionary Force (Forward)/Multi National Force-West, from 31 January 2005 to 31 March 2005; assistant commanding general, 2d Marine Division, from 1 July 2005 to 12 January 2006; deputy commanding general, II Marine Expeditionary Force (Forward)/Multi National Force-West, from 12 January 2006 to 13 January 2006; and deputy commanding general, special projects-al-Anbar security plan, I Marine Expeditionary Force (Forward)/Multi National Force-West, from 13 January 2006 to 15 March 2006.

the sense that I think when we came back, we thought things were going to be much better, that there was going to be more of an open-arms approach by the Iraqi people, and there was probably a miscalculation of the expectation of insurgent activity.

So all through the summer of 2004 was essentially the preparation to do Operation al-Fajr, which occurred in the October-November time frame of 2004. That very kinetic operation really set the tone for 2004.

As I came into the theater, the activities of getting Fallujah back on its feet really became the focus of effort in 2004, early 2005, and of course that carried through much of 2005 in construction, getting the compensation for the damages that were done during the kinetic war, and then also providing, if you will, a model for what cities in al-Anbar could be like.

And then, of course, during this time we had operationally probably nine battalions within the Fallujah city limits. When 2d Marine Division came in, it essentially moved those battalions out of Fallujah and started looking at the surrounding areas, which essentially became a model of activity, operationally, that led to the kinetic operations that went from March of '05 until the most recent operation.

**Acosta:** Let's talk now, sir, if we could about the 28 November 2005 meeting. What was the importance of that meeting? How was the meeting set up?

**Williams:** This is why history is important. The original engagement was with MML, Mohammed Mahmoud Latif, who was the number-two or -three insurgent on our list. . . . General [Richard A.] Huck, back in the May-June time frame, had a meeting with MML, which included several go-to guys, and Sheikh Thamer [Ibrahim Tahir al-Assafi] was one of those, which was being imam, and Latif was imam as well. But Latif decided that he probably wasn't going to participate like the governor [Mamoun Sami Rashid al-Alwani] has, because it's a government entity now. And then he started a little group on the side, not at this point directly competitive to the al-Anbar Security Council, but was meeting

nevertheless, which he called the People's Committee. What we said was, "Hey, well, that's good. They're meeting. Maybe they're cooking up something, maybe they're not."

The [November] 28th meeting essentially got started from the Sheikh [Abdullah] Jallal [Mukhif al-Faraji] piece, which was, okay, how do we do this? How do we stop guys from blowing our guys up? Which didn't mean we were going to stop any operations. What it meant was, "What do you guys have for a solution?" And so part of that discussion was withdrawal of the Coalition forces from the city, and I just simply said, "Oh, we can do that." That wasn't anything different than what General [George W.] Casey [Jr., USA] [said] back in April of '04—and he reminds everybody about that, too—he says, "Hey, I've already said that the goal is to reduce forces out of the cities, not to put permanent American presence out there."

So with that as a backdrop, the 28th meeting, which was pulled together very quickly, because I think it was November 15th when we had our next meeting, and the governor said, "Well, let me talk with these guys and see who we get." And then it outdid our greatest expectations. The room was filled. . . .

But the 28th meeting also sprang the follow-on meeting, which was the meeting of the al-Anbar Security Council, so 12 people, thereabouts, 14 people maybe, were selected by the original crowd of 200 to actually go and have this interface. And as a result of that, this group of 12 now has become essentially like the advisory group of the governor. The downside is that we've had one assassination attempt, and that one successful, Sheikh [Nasser Kareem al-Fahdawi], a big guy in his [Albu Fahad] tribe. And that essentially has unnerved many people in Fallujah; not so much in Ramadi, because I think they're just used to all of the incoming stuff flying around. . . .

*Acosta:* Could you discuss the December 12th milestone meeting?

*Williams:* Well, they didn't stop talking. The issue was that Minister [of Defense Sa'dun al-] Dulaymi had his own approach to dealing with his relatives of the Dulaymi Federation. . . . It was the fact that

we initiated the al-Anbar Security Council, and the Security Council, I told him that we'd bring General Casey and the MOD [minister of defense] down because it was important to engage them, and it was about getting the forces that they needed, which is what we told them originally, "This is what you're going to need." . . .

Now, what we were able to do, there was probably a mixed metaphor of things going on here, but General Casey was kind of penning some notes, saying, "Okay, here's five principles that we ought to kind of build this thing around." Because ultimately we were using the base information of getting Coalition forces out of the city, but we've got to build the Iraqi security forces in al-Anbar to do that, which meant they had to participate.

As it turned out, the parts of it had come to fruition fairly quickly, like the IPs [Iraqi police], the IP recruiting and all that. The weakness right now in my mind is still the army, because even though we're getting closer to doing the recruiting and things that we need to do, this meeting basically set the conditions around getting the al-Anbar Security Council petition put together. Actually, at that point I had actually had a first draft, and then I added General Casey's five principles after I sent it back to him and he kind of did a little editorial work. And he did a little more editorial work, and then we incorporated them. That al-Anbar Security Council petition, . . . that's a seminal milestone document because that is what is driving everything right now. . . . The al-Anbar Consolidation Plan, which is the follow-on to the petition, is the plan that will be used to roll out the fundamental pieces of the Iraqi security forces that will be recruited, trained, and deployed, the economics and governance piece, the detainee release program, so all of that will be driven by that. . . .

**Acosta:** What changes have you seen occur in the Multi National Force-West AO [area of operation] during these two tours of duty here in Iraq, the big changes?

**Williams:** For AO Denver . . . when you only went from 32 Iraqi security forces here, and then a small FOB [forward operating base] in Fallujah, very small police, and a few highway patrol guys, to Fallujah's authorized somewhere close to 2,000. I think it's

actually 1,900 police officers in the region. So we've gone from this sort of small footprint of Iraqi players to this larger footprint of, okay, well, we've got the two divisions out here now. We have roughly 13,000 troops from the Iraqi side, or at least that are assigned on TO [table of organization], but the fundamental change of that is that where we thought they were going to provide their life support, logistics, maintenance and all that business, that's all coming from us. That is a disappointment, because that doesn't allow you to get away. So part of the transition should be how do you get away? Well, right now, we've made ourselves indispensable, and then we also added MTTs [military transition teams], BTs [border transition teams], SPTs [special police transition teams], and PTs [police transition teams]. We've got our border, special police, the police officers in general, as well as the military. So that is sort of the next leave-behind in the AO, is that, well, as larger security forces pull out, what are you going to do with the MTTs, BTs, and SPTs, because they require support, and so our support won't go away. It'll just be a force of a different color. . . .

*Acosta:* What do you say were the key accomplishments for the 2d Marine Division during your tour here?

*Williams:* I would say, first of all, if you run along the lines of operation, in security, the expansion of the Iraqi security forces, without a doubt. It got them out of just being city-centric to expanding across the province. The actual operations that all the RCTs [regimental combat teams] did, the BCTs [brigade combat teams] did, to set the conditions that allowed engagement to take place. . . . The metaphor of building a house—the foundation in this case is security. So if you don't have security, everything else sort of falls apart.

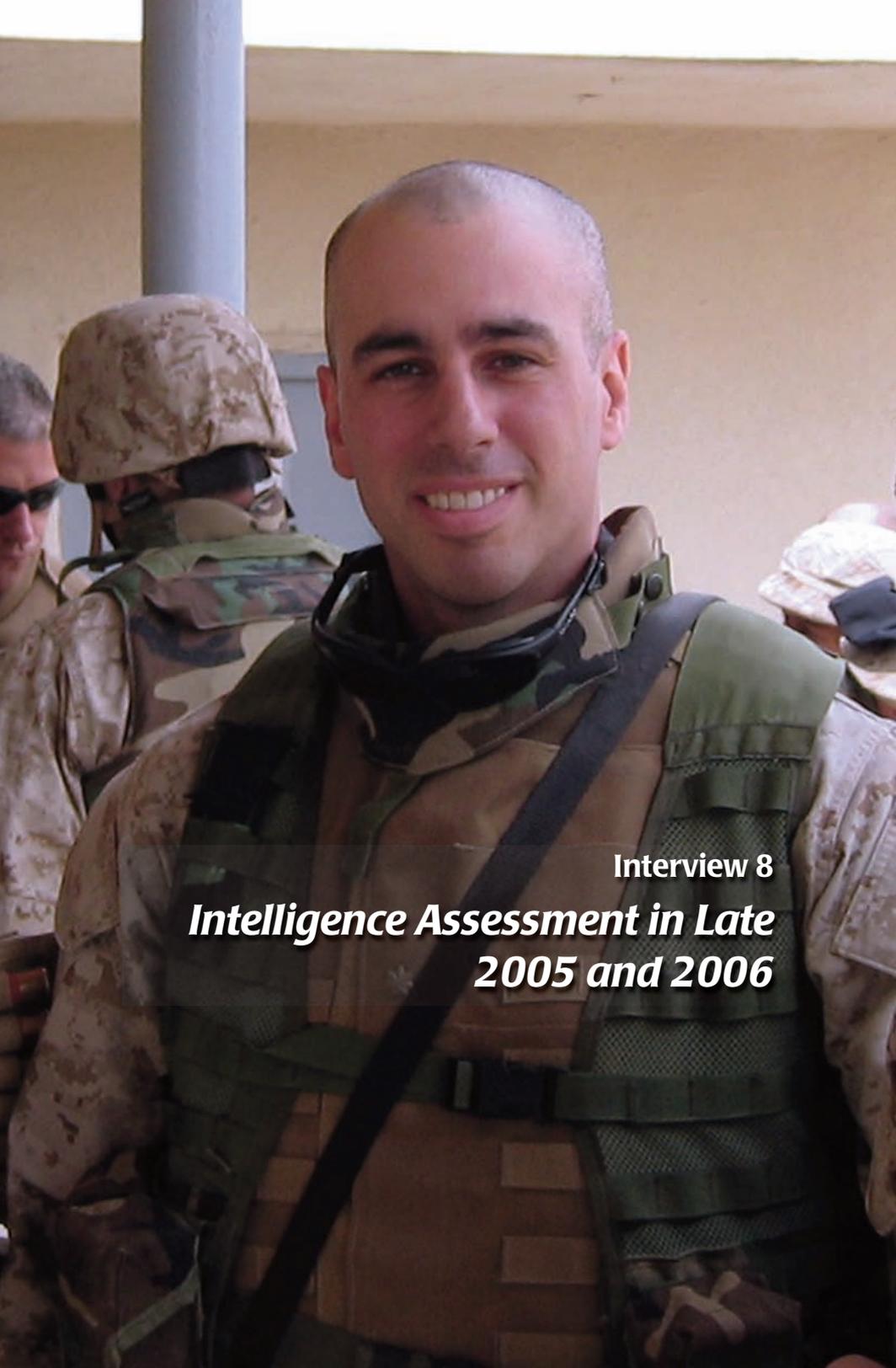
The next thing is really the engagements that we've done with the government, both at the provincial and the city levels are really expanding now. I mean, it's really starting to become the heyday of what could make this province really a significant player out here.

There are all types of challenges. One of the challenges for Iraq is that between the two rivers, the Tigris and Euphrates, the Turks can jam it up in Turkey for the Tigris, and the Syrians would

probably do the same thing [with the Euphrates]. That essentially can create a major problem here. It's like, where do you think the next war is going to be? It's going to be over resources. It's not only oil resources. It's going to be over the principal resource, and that's water. So right now, there are plans on both sides of those borders to build dams, and those dams will choke off the water, and since the resource begins in the other countries, that's a kind of a dangerous place for them to be. So I don't know how that's going to work just yet.

I think as a challenge, the outside influences are always big challenges, but the successes are if you can work with the people on the periphery of the country, economic development of the people in Jordan, for example. In Saudi Arabia and Syria, if you can get them to successfully beat back the insurgents and the insurgent camps, I would consider that a success. Now, those are still yet-to-be-had successes, but I think for I MEF [I Marine Expeditionary Force] coming out here, that will be the follow-on. But I think hopefully between the operations that we've done we've set up a good hand off.





Interview 8

***Intelligence Assessment in Late  
2005 and 2006***

## Major Alfred B. Connable

*Senior Intelligence Analyst/Fusion Officer  
I & II Marine Expeditionary Forces*

2005-2006

Major Alfred B. “Ben” Connable served as the Middle East desk officer at Headquarters Marine Corps Intelligence Department before being assigned to 1st Marine Division as a foreign area officer. In 2003 and 2004, he was the division’s foreign area officer and intelligence operations officer. In 2005 and 2006, Major Connable was the senior intelligence analyst and fusion officer for both I and II Marine Expeditionary Force at Camp Fallujah. His final tour was as Marine and Naval attaché in Jordan 2007. Connable retired from the Marine Corps is working for the RAND Corporation as an intelligence policy analyst.

Major Connable was interviewed by Staff Sergeant Bradford A. Wineman on 26 June 2009 at Marine Corps Base Quantico, Virginia.

*Major Alfred B. Connable:* [In 2004], I was the FAO [foreign area officer] out there [in al-Anbar Province], and my primary task was to come up with cultural mitigating factors and then also to deal with the tribal leaders. . . . This is where we planted the seeds for the Awakening movement, and I’m going to explain to you why nothing happened until 2006/2007. . . . I’m going to kind of touch on a central theme as I go through this, [which] is that we never really established security. We simply didn’t have enough troops . . .

When we showed up, we were given a brief by the 82d Airborne [Division, USA] intel[ligence] folks, and we were given a tribal overlay, and they showed us where the major tribes were. And we looked at the tribal pattern as if it actually existed, the lines on the map as if they actually meant something. [What] we didn’t really understand very well is that especially in the urban areas, the tribes were commingled. Lines of control really didn’t mean anything. And then, of course, the tribal network itself, I’m not going to beat

a dead horse here. Everybody's written about the damage that had been done to the tribal network in Anbar, in Iraq in general, by Saddam [Hussein], during the sanctions period.\* But essentially, it was magnified in Anbar Province, where you had a lot of what they call fake sheikhs in charge of these tribes.

It took us awhile, but we slowly discovered that in the absence of security—as the fighting started to bubble up in February, March, and then through the summer [of 2004], where it got really bad—in the absence of security, when the Iraqis had really dug their heels back in a survivor mentality and really started looking out for themselves and their immediate family, even if there were legitimate tribal leaders, and there were a few, they really didn't have any positive coercive authority at that point in time. In the absence of security, the people, the tribal members—and of course every Iraqi is a member of a tribe—are not going to risk anything for anything other than their own self-interest, and even then they are going to be extraordinarily cautious about what they risk.

We were saying in '04 all of the things that were being said in, I won't say '05, but '06 and '07 that really helped develop the Awakening movement. We were engaging with the tribal leaders on a daily basis across the province. We were engaging with them on a range of issues that I think reflected the range of issues that were being discussed during the Awakening movement period—reconciliation, reconstruction, development. We pressed the IO [information operations] themes home: “Hey, we're here to help. We want to make sure that we protect you from al-Qaeda.”

We promised a great many things, and of course we couldn't deliver them. And we demanded of them a quid pro quo. . . . We never got the fact that we were asking something from somebody who was incapable of delivering it. . . . So we would give things away to anybody that was willing to talk to us. We would promise things to anybody that was willing to talk to us. And we were often engaging with people that the tribe did not see as legitimate representatives.

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\* Iraq's tribal sheikhs trace their lineage back hundreds, sometimes thousands, of years. During his leadership, Saddam Hussein appointed new sheikhs to better control Anbar and its business.

So it's a common refrain: "You were speaking to the wrong people." In some cases that was true, and in some cases that was pure manipulation by the Iraqis who were saying it. . . . We were suckers, essentially, because we were taking people at their word, people that were not in any position to give us an American version of a promise.

So any progress we expected to make in that time period was rather foolish. It was foolish on our part to assume that we were going to make any progress in the absence of stability. And if you read not only all of the counterinsurgency experts that have ever written anything about the first phases of a counterinsurgency operation, but also all of the insurgents as well—Mao [Zedong], Che [Guevara], and all the other folks—they all place a primacy on security. The insurgents attempt to disrupt security, and the counterinsurgents have to establish security. I think the 2006 version of the COIN [counterinsurgency] manual is kind of an accumulation of conventional wisdom on this subject, and it goes through, point by point, a list of things you have to do in order, and it says to establish security.

So of course in '04 we had done almost nothing to establish security. I argue that we had insufficient troop-to-task from day one. We did not really appreciate the complexity of the insurgency, the number of different groups, the motivations of the insurgents themselves. Of course, this is not a traditional insurgency in that it was a single or one or two, three, competing organizations with a political objective. Most of it was, in my opinion, an expression of social discontent. It was a method of expressing themselves. Violence is a method of expressing yourself in Anbar Province. We never understood that, and from March through the end of al-Fajr [second battle of Fallujah] in November, the province was in essentially a chaotic state.

So any efforts we made during that time period—and we kept the same IO theme all the way through—but any efforts we made during that time period were essentially pointless. Anything we did, any money we spent was pointless, because all the reconstruction projects were corrupted. The money was simply taken away, and the schools would go up with watered-down paint,

or faulty concrete, or whatever. The overtures to the tribes to try to get them to establish some security and to get them to bring their tribal members to sign up for the police, or sign up for the ICDC [Iraqi Civil Defense Corps] at the time, or the Iraqi National Guard after that, all fell flat because we'd never accomplished step one. So in the absence of step one, in the absence of establishing security, the rest of it is not completely pointless, but it certainly is not going to further your operational and strategic objectives. And so we were essentially treading water at that point.

Now, it's important to know that we did maintain the same themes. A lot of people who have written a history of the Awakening to date have written as if everything started in the middle of 2006, and that's simply not the case. . . . We were saying all the right things, we were doing all the right things. We were trying to engage with people, but we had a very immature understanding of Iraqi culture. We had a very immature understanding of the authority and the power of the tribes, the tribal leaders. We had a very poor understanding of the divisions within the tribes, the fact that tribes are not monolithic entities, that there are subentities within tribes, and we didn't really understand how the insurgency overlaid onto the tribes, and vice versa.

For instance, if the Albu Fahad tribe exists as a monolithic entity, then you would assume that every Albu Fahad joins one insurgency, one insurgent group. Of course [that was] not the case, and the Albu Fahad is broken down into many subtribes, and clans, and families, and things, and you actually had an intra-communal war in 2006 between Albu Fahad members.

So we did not see past that, or we did not see into it. But the tribal leaders we were dealing with at that point at that point, again, you had all these fake sheikhs that we were engaged with. That started to shake out—no pun intended—out at the end of '04. You started to see the very beginnings of the tribal system righting itself. And this is really critical to understand what happened in late '06 and early '07. In early '04, I'm going to argue that it simply was impossible, for three reasons. The security situation was a mess, the social situation needed to work itself out, and maybe as a codicil to

that, but equally important, is the fact that the tribal system needed a period of adjustment before it could become an effective tool with which we could develop security, help develop localized security.

So that kind of sets the stage; '04 sets the stage. All the mistakes in the world, but even if we had done all the right things, I'm going to argue that we probably couldn't have gotten anywhere. And a lot of us saw back in '04 that this was going to take time, and all of us said five years. Oddly enough, here we are in 2009, and Anbar is past five, but we understood that it was going to take a long time, and we also understood that we weren't necessarily going to be given a tremendous amount of time. But a few of us saw that these things were going to have to shake themselves out, that the tribal system was going to have to shake itself out, that the fake leaders were going to have to go away at some point, and they were going to have to regain trust in their patronage, patron-client networks, not even in the provincial government, but even just in their own social structure, their own informal social structures, which they really did not have back in '04.

So I left in early September in 2004 and went back to Headquarters Marine Corps. . . . I showed up [back in Iraq] in December of 2005, and we were just coming up on the elections. There had been the elections earlier in the year that had failed. Some of the tribal leaders at this point had shaken out, so you've started to see some tribal leadership emerge. You also started to see several former Iraqi general officers, military general officers, emerge who were prominent players, not in Syria, [but who] had remained in Iraq, had obviously been involved in the insurgency, but started to see the light, along with the tribal leaders. And what they started to see was that they lost, [that] they self-disenfranchised in the elections earlier in 2005. Not every tribal leader saw that as a mistake, some of them did.

So at the end of 2005, towards the end of it, September/October time frame, you had a very senior, very well-respected tribal leader who had insurgent credentials, a guy that I had spoken with in 2004 on multiple occasions, who would stare daggers into me and told me in no uncertain terms that he wanted me to leave and wanted the

rest of us to leave and had absolutely no interest in negotiating with us. This is Nasser al-Fahadawi. . . . The Albu Fahad tribes are very large tribal groupings, centered in the Ramadi area. Sheikh Nasser kind of saw the light towards the end of '05 and I think had gotten sick of all the violence, and I think he saw that we probably weren't going to be making any progress on our own. He was in direct contact with a senior insurgent leader with the 1920 Revolution Brigade. You could probably argue he was the leader of the 1920 Revolution Brigade, which was the primary, or the most effective, most well known nationalist insurgent organization operating out of Anbar Province, and they were a national group as well.

Mohammed Mahmoud Latif . . . had religious credentials but was also an insurgent leader. Latif and Fahadawi joined together and decided to support the December [2005] elections. And they started putting together a small coalition of other tribal leaders and of senior general officers, brigadier and major generals, . . . guys who were influential, guys who were fairly well known. And as we came closer and closer to the elections, they started to take an opposing stance to AQI [al-Qaeda in Iraq]. . . . This was the Anbar People's Committee, [the] APC. This is Fahadawi and Latif and those other folks.

I showed up, and there was almost an immediate lull in activity in Anbar Province. It was if everybody was collectively holding their breath, and I think there was a shock that this had come off successfully, and nobody really understood what it meant. And when I say nobody, I mean I don't think the tribal leaders understood what it meant. I don't think the Marines certainly understood what it meant. I don't think that the people really grasped the meaning of a successful election, because again, they're not very well educated in electoral process. I know for a fact that the Iraqi central government was distracted and did not see the value of the opportunity that they had in front of them. And I also know for a fact that MNC-I [Multi National Corps-Iraq] and MNF-I [Multi National Force-Iraq] completely missed the fact that we had an opportunity at the end of 2005. Or, if they did see the opportunity, they completely misinterpreted.

So at the end of '05 you have a successful election. You have a tribal organization that has started to recover. You have legitimate, genuine tribal leaders coming to the fore. They're starting to have more influence over the people and their province, and this is really important also for the Awakening. The fact that a guy like Albu Fahad is going to turn against AQI reflects . . . that there was a broader grassroots discontent with al-Qaeda.

So the parallel story you have here at the end of 2005 is that [Abu Musab al-] Zarqawi had started becoming more violent, had conducted the hotel bombings in Jordan. That turned a lot of people off, including Iraqis, . . . the al-Qaeda-associated movements in Iraq to the point that it started to get away from him. A lot of the local Iraqi leaders were actually members of other insurgent groups that held none of the beliefs that the AQI leadership held. So you had guys that were in it because AQI was the biggest game in town.

If you go back to reading your counterinsurgency manuals and books and everything, if you don't have an ideology, if you don't have a political message, you don't have an insurgency. That's just the way it is. So by the end of '05, the people were starting to really realize at the grassroots level that maybe al-Qaeda was not doing things in their best interest, and that maybe it was time to start shrugging off the al-Qaeda yoke, because at that point al-Qaeda was probably more powerful than any other organization in Anbar Province. And you started to get that sense, but they were still terrified. There was a murder and intimidation campaign.

Another thing that really turned them off, but also kept the people tamped down, was the fact that al-Qaeda in Iraq criminalized as it Iraqified. So as it incorporated more and more Iraqis at the mid to lower levels, it absorbed low-level criminal networks who used techniques that al-Qaeda was using, hijacking of vehicles, kidnapping, et cetera, that had proved successful in '04 for pure self-interest. They were threatening people, they were hijacking, carjacking, kidnapping, and doing all those things, but it had no political purpose behind it. It had no real value other than the value that it held to the people who were conducting the crimes, and the money stayed at the low level. . . . So if you're an Anbari at the end

of 2005 and you're being not only intimidated by these guys but robbed blind by them, and you don't see anything, any value in their message, you don't have much motivation to support them, or at some point even put up with them. . . .

At the end of 2005, we had the successful election. Attack levels plummeted to an unprecedented lull in the province since 2003. I think they went down to 20 to 25 attacks per day, from 60, which was at that time almost a negligible number of attacks. You had an Anbar people who were holding their breath and were saying to themselves, maybe this is our shot at getting rid of AQI. Maybe there is something in this information operations message that the Americans have been preaching since day one. Maybe if we go against AQI and at least temporarily support some of the American initiatives, the Americans will leave and the insurgency will end. Not that they supported us, but that would be a way that they would achieve their goals, because they'd been asking us to leave since day one and we weren't.

That was kind of the framework at the end of '05. You had this, I don't know, almost like a blank canvas, where we could have repainted the while program, and instead of taking advantage of this, we flubbed it. Taking advantage of it would have consisted of sending in more troops to Anbar Province. It would have been an opportunity to establish genuine security. Again, your baseline state is security, and nobody was fooling themselves at the end of '05 that we had established security simply because attack levels had gone down. So if we had surged at the end of '05, you have the Anbar People's Committee waiting in the wings to fight against al-Qaeda. You have a people who are ready, are sick of al-Qaeda, and maybe are on the verge of reaching a culminating point, maybe not quite yet but are close to it.

Instead of that, General George W.] Casey [Jr., USA] at the end of December came out and issued a public statement saying that the next two brigades deploying to Iraq were going to be kept back as a reserve. So we did what we had been doing since day one in Iraq, which was to start withdrawing. Every time we had a minor success, we would start withdrawing troops, and each time we did

that, we relinquished control of whatever area the troops had just left. We lost ground in the battle to establish security, and in this case, it proved to be disastrous.

Al-Qaeda started to recover. When they realized, “Hey, Casey says now you’re pulling out, the Americans are leaving, now we need to sink our teeth back in here.” We held a recruiting drive in downtown Ramadi on January 5th [2006]. Several hundred people in line, it was the biggest turnout we’d had, hands down, in a long time. The guys who were on line seemed motivated. They wanted to be there for some of the right reasons, which was the first time that had happened. AQI detonated a suicide vest in the line, killed 30 to 60 people, depending on what source you believe. Now, two remarkable things about that. One is that a lot of the Iraqis that were there—even some of the injured—stood back up and got into line again. . . . That’s a powerful signal, that they’re willing to get back in line, to risk their lives, after seeing something like that and still having their ears ringing from the explosion. But it also signaled the reemergence of the al-Qaeda in Iraq murder and intimidation campaign, and also their attacks on the civilian populace and their willingness to reengage us at the tactical level.

Very quickly after that, the attack levels started to rise, and within two weeks, I think 50 percent of the Anbar People’s Committee leaders had been assassinated. I think it was January 18th that Fahadawi was murdered. He was killed by a member of his own tribe who was a member of al-Qaeda. So an Albu Fahad killed the Albu Fahad tribal leader. That was the point where it all started to fall apart, and by the middle of February, early March, attack levels had really risen dramatically. Al-Qaeda was completely back up on its feet, and new leadership had come in. The nationalist insurgents at that point really started to stumble and fall apart because al-Qaeda was so dominant, and a lot of the nationalist insurgents were joining al-Qaeda at a rather rapid rate, almost in a mercenary way, but were supporting al-Qaeda or working with them, using the al-Qaeda name.

The people were cowering from, I would say January through the summer. They were increasingly vocal to us about their discontent

with al-Qaeda, but increasingly frustrated in their inability to do anything about it. The story of what happened in Anbar between January and the summer of 2006 is fairly clear. I mean, the security situation fell apart. . . . So we had completely missed the boat on our one opportunity. The initial Awakening movement, if you want to call it that, or the first Awakening, was crushed by al-Qaeda and the security situation collapse. . . .

It was supposed to be the year of the police, 2006. We had made several fitful starts in developing police forces, and I don't need to go into all of the failures there, a lot of fake numbers being thrown out, a lot of really shoddy training, and people joining the police who were not motivated for the right reasons, and most of whom were insurgents at one point. . . . If you had gone after this holistically and established security and had a year of the police, maybe you would have made some progress there in the beginning of '06, but we did neither. So not only did we not establish security by not providing additional troops, . . . but we put very little additional effort into building the police force in the beginning of 2006.

I saw almost no communication that referred to the year of the police coming out of Baghdad at any time, and I was sitting in the MEF headquarters. . . . I was aware of what was going on, and I can tell you that almost 90 percent of the focus of effort was put into destroying al-Qaeda through high-value target attacks—raids. In essence, the 1st Marine Division, or the MEF at that point, was seconded to Special Operations Forces, who were going after high-value targets. . . . We didn't see any effect other than an increasing level of violence. So as we focused more and more on manhunting, the level of violence steadily increased from February, when we had the Samarra bombing, all the way up through the middle of the summer, just a steady increase in violence, and through the end of the summer, actually. Attack levels went from 25 a day at the end of '05 to something like 90 a day in the March, April, May time frame, so essentially a tripling of the volume of violence in the province, and a lot of it focused in Ramadi, but also Haditha was falling apart, Zaidon, Amariyah, a lot of the other areas. . . .

General [Richard C.] Zilmer realized that we needed to secure Ramadi, and I'm going to say it was the end of March, early April, he organized an operational planning team . . . to come up with a plan to secure Ramadi. This is the other story that doesn't make it into the modern history of the Awakening movement. For about a month, a group of us put together a very, very well-constructed, very detailed plan to secure the provincial capital. . . .

We were going to do this in the absence of any tribal awakening. We realized at that point that the tribes were not ready. There were very few tribal leaders, we felt at that point, that had the ability to do any positive coercion, because again, tribal members were not ready to do anything positive. The glass factory bombing on January 5th set a tone for recruiting, and the murder and intimidation campaign set a tone for tribal leaders. So at that point, it was essentially a Coalition effort to establish security. Now, we included our Iraqi partners in that. The Iraqi army was going to play a very big role in helping to secure Ramadi. . . .

Ramadi is split in two places by the [Euphrates] river. The terrain varies dramatically. Even within the urban area, you have an industrial area, you have a semi-open commercial and industrial area. You have the heart of the city, you have the suburbs, and it blends out into farmland that is fairly well populated. But you can't really control it. There are ratlines everywhere. There are easy ways to cross the river, many, many ways of getting in and out of Ramadi proper, let alone the edges of Ramadi. So [it was] a major task, requiring a significant number of troops to secure not only the city, but necessarily the area around the city, and understanding, of course, that Ramadi sits on Route Michigan and Route Mobile, which is the main artery going into Baghdad from Syria, from the safe haven in Syria. This had strategic implications outside of the fact that we were going to secure the provincial capital. This should have been a pretty big deal.

At the end of April, May, I think Ramadi, if you looked at the color-tone map of all the cities that were good, bad, and ugly, Baghdad was yellow. Ramadi was orange going towards red, as in the deeper the color, the worse it gets. So Ramadi, according to

MNF-I, MNC-I intelligence experts, was the worst city in the country, in that time frame, in the time frame that we were developing this plan. One would think that the worst city in the country would receive some sort of assistance, especially if we had gone to all the trouble of coming up with a plan to secure it.

The planning, and I want to give you a little bit of detail on this, because it's important to understand that we came up with a good plan. We went inch by inch over the imagery of the city. I knew the city first hand from 2004, and I was helping plot from an intelligence perspective where we were going to put each checkpoint, where we were going to put each police station. We had built police stations out of Conex boxes [Container express military shipping containers] that we were ready to just drop in and provide security for with mutually supporting stations, mutually supporting fires from the Marines. We had a very, very solid, methodical plan to build oil-spot zones of security and build out from there. We knew that there were areas in the southeast of the city that were no-go for us, essentially. We knew where the rat lines were. We knew how they were coming across the river, and attacking the government center every day, and coordinating their attacks through the mosque loudspeakers. We knew what was happening. We knew what needed to be done to fix it, and we knew exactly how many troops we needed, or thought we needed.

The plan called for an overlap of the two brigades. In order to establish the security in the city, we were going to overlap the arrival of the new brigade with the departure of 2/28 BCT [2d Brigade Combat Team, 28th Infantry Division (Pennsylvania Army National Guard)] by a month. . . . We were going to surge in Ramadi and overwhelm the lines of communication and then use that opportunity to set the police, the first few police stations, and really just kind of get the ball rolling. . . .

I'm going to do some informed speculation here about what went wrong at the strategic level in early 2006, and why the first Awakening failed, and why things got so bad towards the middle of '06 that the scene was set for the second Awakening. Essentially, everything had just been thrown up against the wall. From day one,

General Casey and General [John P.] Abizaid [USA] believed—I think incorrectly, although not cynically—I think that they believed it genuinely and I think they believed it with good intention, that we were the cause of the insurgency, that our presence was the disease, was the foreign body that was causing the antibodies to activate, so to speak. And they never really understood the fact that it was really the underlying social conditions in the country that were creating the insurgency, that the insurgency was not just a reaction to American presence, that it was an expression of Iraqi discontent across the board, and that led them to both pull us back into the FOBs [forward operating bases]. When we did that, we lost our intelligence collection opportunities, human intelligence. We lost our connection to the population. Again, Counterinsurgency 101. We lost control of the lines of communication, and this happened between '04 and early '06. So we basically did everything you should not do in a counterinsurgency campaign. We disconnected from the populace, we pulled back from our efforts to establish security, and every time we had an opportunity to capitalize on a success, we withdrew troops.

The bottom line is that we were told point blank, very clearly, that we weren't getting any more troops. Now if you recall the public statements by senior general officers and secretaries of defense, all the way through the war, our commanders will get what they need. If they ask for more troops, they'll get them. So obviously, that was not true. That was a blatant lie, to be perfectly honest with you. . . .

Colonel [Peter H.] Pete Devlin was the G-2 for the MEF, and he can give you a really good insight of how 1/1 AD [1st Brigade Combat Team, 1st Armored Division, USA] adopted our plan, modified it, and then was successful. . . .

By the middle of '06, Ramadi essentially looked like Stalingrad. We were dropping shells in the middle of the city. . . . It was a disaster at that point. I argue that mid-2006, the population had recovered from the blow of the destruction of the first Awakening, and they had reached their culminating point with al-Qaeda. They had reached the point with al-Qaeda where they had had enough. So now you had, at a very broad level, the people—not everybody,

but the people, a majority of the people in Anbar were ready for a change. A lot of them were ready to come in our direction, and you saw a change in rhetoric, and I got this because I was reading all the traffic every day and engaging with people. Guys that in 2004 were saying, “Get out, get out of the cities. We’ll take control of everything,” were saying, “You need to secure the cities for us, and then leave.” You saw pockets of resistance against al-Qaeda. You saw an intra-tribal fight in the Albu Fahad tribe sometime in the middle of ’06. You saw all sorts of indicators that they were done with AQI. So the conditions, the social conditions, had been established, and what we needed at that point then was security.

What 1/1 AD did was come in and do two things correctly—and of course the Marines, too. I mean, 1/1 AD seems to love getting the credit for this stuff, but they managed to establish security while simultaneously taking advantage of the shift in social conditions on the ground, which meant taking advantage of the growth, or the rebirth, or the correction of the tribal lineage system, the tribal power structures. So there were tribal leaders at that point that were capable of positive coercion, of getting people to join groups. The people were ready, and the tribal leaders were ready, and so everything kind of neatly fell into place in ’06. You had that culminating point. You had the tribal leaders ready to go, and even though we didn’t get all the troops we asked for, you had an active-duty Army brigade that was very competent, had just come out of a very tough area and was getting a fresh look at a problem, and did a very good job executing a security plan. . . .

By late summer, early fall ’06, Colonel Devlin—and this is unclassified now, I mean, the damn thing’s been released—Colonel Devlin sent me an e-mail. I was back at the Marine Corps Intelligence Activity, where I was the head of the cultural intel program. And he said, “Here’s a PowerPoint brief on the state of the insurgency in Anbar. Turn it into a paper.” I agreed with just about everything he said, so we wrote the 2006 state of the insurgency paper that was leaked to the press, to [Thomas E.] Tom Ricks [of the *Washington Post*] in particular, where it was twisted, misquoted, and taken out of context. And Colonel [Sean B.] MacFarland [USA] cites that leaked version of the paper in his

article in the *Military Review* article that's so widely quoted for the Awakening. . . .

What was left out of the equation there is that at the end of the paper, we also made some recommendations, so it was not a purely negative paper. Tom Ricks did not portray it that way, and that was how it was consumed by the general populace, and also by a lot of military people. So it was misconstrued, it was taken out of context. The Marines had not given up. That's absolutely absurd. It was a couple of intel guys making a point, and nobody was reading the intel traffic for a year before that that led up to the writing of that paper. It was a good example of what happens when you leak intel reporting, the negative consequences for leaking intel reporting.

Okay, and then specifically why was Sheikh [Abdul] Sattar [Abu Risha] ready to go? We, collectively, the Coalition, had kept him on the sidelines for quite some time. Various people had been engaging with him informally, but he had never sullied himself by engaging with Coalition openly and directly. He had insurgent credentials, he had smuggling credentials, and he was enough of a kind of criminal vagabond, these kind of suave criminals that became so popular in western Iraq during the sanctions period. He was one of these well-respected criminals, and he still had a little bit of an aura of mystique about him. So he was the right guy at the right time, and he was able to capitalize on the fact that a lot of other tribal leaders were ready to go. . . .

**Staff Sergeant Bradford A. Wineman:** In the Awakening process there's the dynamic of two forces, the Iraqis and the Coalition. How much do you see the Iraqis doing this under their own power, and how much do you think is this being genuinely driven by U.S./Coalition forces in sort of the '06/'07 time frame?

**Connable:** Insurgency, any civil violence, whatever you want to call it, revolution, rebellion, civil war, uprising—all the terminology—it's about social conditions. I mean, at the heart of it, you get to the root of the problem, and it's about social conditions, whether it's land reform, whether it's political repression, or lack of human rights, or whatever it is. And you cannot effect legitimate change in the absence of a shift in those conditions.

Now, did we change the social conditions in Anbar Province? That's really the question here. No, no we did not. Things happened naturally over the course of time. What we did do was provide a poorly run, no, not poorly run, [but] a poorly supplied resource, a poorly resourced stabilizing element. So we were basically, and I've used this analogy before in an article I wrote. We were like the control rod in a nuclear reactor. The control rod was about halfway in, so we gave them a kind of semi-protected environment in which they could work out a lot of their own social problems. They worked a lot of them out against us, obviously, but they also worked them out against each other. They had to reach the conclusion that the Awakening was the way to go on their own. You can't force-feed this stuff. You can't convince people that it's in their own best interest to do something when they know damn well that it's not. . . . You cannot make this happen through coercion. So all of our recruiting drives, all of our IO [information operations] messages, we basically were giving them the mechanisms to take advantage of the shift in social conditions.

So okay, "we're here to help; al-Qaeda's bad." That was our message, essentially, our theme. And they didn't believe it, they didn't believe it, they didn't believe it, and finally they said, "You know what? We're getting pretty sick of al-Qaeda. Maybe that is true." And then the whole time we're saying, "We want to help you establish an army and a police force, and we want security." And they didn't believe us, they didn't believe us, they didn't believe us, and now so they didn't want to do it, essentially, because they didn't believe us. So they're not going to take advantage of the structure we provide because they don't believe in the message.

So they get to the end of all this, all of these things happened, all this cathartic activity takes place. They start to see Iran as a greater threat than the United States, because of all the stuff that happened in early 2006, and they see the criminalization of al-Qaeda and all of these things, and then they say, "You know what? Maybe joining the police force or whatever, maybe we take the Americans up on their offer." So being consistent helped us.

I think that consistency and the persistent presence paid off in the end, but it didn't make it happen. You can't make an insurgency

end. If you make an insurgency end by killing people, then you really were fighting a terrorist organization. You weren't fighting an insurgency.

**Wineman:** Is there a misunderstanding you wish you could correct about the concept of the Awakening?

**Connable:** It's a process, not an event. This is not something that happened overnight. This is not something that was created by an American unit, or a series of American units. This was not something we did. This is something that happened over time, that we helped set the conditions for, and so you've got to understand that counterinsurgency operations take time. There is no miracle cure, no surprise negotiation with the right guy that's going to turn the whole thing around. That happens only in very, very few cases, and I would argue even in those cases [that] the social conditions have to be right for that to occur. So you've got to take away from this, it's a long process. It's the social conditions, it's the root causes, that matter at the end of the day.



**2006**

***Counterinsurgency and the  
Roots of the Awakening***





Interview 9

***The Shift to Counterinsurgency***

## **Major General Richard C. Zilmer**

*Commanding General  
I Marine Expeditionary Force (Forward)  
Multi National Force • West*

February 2006 to February 2007

Major General Richard C. Zilmer commanded the 1st Marine Expeditionary Brigade in 2005 and served as the commanding general of I Marine Expeditionary Force (Forward) [I MEF] in Iraq from February 2006 to February 2007.

In this interview, Major General Zilmer describes the goals and progress of I MEF during its tour and the significant improvements in the Iraqi security forces in 2006. He discusses the Awakening and its impact on improved security, as well as Coalition efforts to improve the economy and self-governance in al-Anbar Province, especially as a partner and mentor to the provincial governor. He notes the importance of cultural understanding in the success of military and police transition teams and the need to balance engagement of tribal leaders with support for the elected government.

Major General Zilmer was interviewed by Lieutenant Colonel Kurtis P. Wheeler on 1 January 2007 at Camp Fallujah, Iraq.

**Lieutenant Colonel Kurtis P. Wheeler:** Sir, a year ago as you took over I MEF [Marine Expeditionary Force], what were your key priorities? What were your objectives?

**Major General Richard C. Zilmer:** The key priorities when we got over here were really to focus on Ramadi. At that time, a year ago, the operations out west up in Husaybah, al-Qaim, River Gate, those operations had been pretty much concluded at that point. They swept most of the western Euphrates River Valley, had some hugely successful operations up there with II MEF and RCT-2 [Regimental Combat Team 2]. And we were still in the aftermath, if you will, of al-Fajr and Fallujah, so in one sense we thought we had two bookends that were reasonably secure. No one would have

thought that in one short year, the progress that has happened out west in Husaybah and al-Qaim would have been as great as it's been. That's been hugely successful and a very, very pleasant surprise to see that area rebound from being inundated with insurgents to rebound to the point now where they have a police force, they have a city government, they have Iraqi army forces out there and the economy of the town has come back. That has been a truly remarkable good-news story.

Fallujah. We got here a year ago [February 2006], barely 2,000 police in the entire Anbar Province, most of which were in Fallujah, which was a good story. You had a city council there. You had a mayor there, so Fallujah was doing very well, and we saw the beginnings of the emergence of the shopkeepers. That sort of economy was beginning to get traction again, and every day that you drove down ASR [Alternative Supply Route] Fran or Michigan, it almost seemed by the day you could see more businesses. There would be more fruit sellers out there, there would be more auto shops opened up. There would be more, just the shops that are important to the Iraqi economy, and particularly out here, out west. So we thought we were pretty solid on the ends, but, at the end of the day, Ramadi is the key to Anbar Province.

Ramadi, at the time, just by design, by necessity, was an area that we did not have firm control on. While I would say our forces could go anywhere in Ramadi that they wanted to—I mean, any fight we got into we would win in Ramadi. The fact is, we saw the population decreasing. It was the provincial capital of Anbar Province. The governor was a one-man single point of failure. The provincial council still does not meet in Ramadi. They did not meet then. There is no mayor in Ramadi. There is no city council in Ramadi. Yet because it's the most populous city, about 400,000, in Anbar, and because it is the capital, you aren't going to secure all of Anbar until you take Ramadi. So our focus coming out here was to zero in on Ramadi. That was the main effort, in terms of our security operations, was to focus on Ramadi.

That needs to be seen in a larger context. While I MEF Forward, and II MEF before us, were the lead in the counterinsurgency fight