

INCEPTION

By

Christopher Nolan

SHOOTING SCRIPT

FADE IN:

DAWN. CRASHING SURF.

The waves TOSS a BEARDED MAN onto wet sand. He lies there.

A CHILD'S SHOUT makes him LIFT his head to see: a LITTLE BLONDE BOY crouching, back towards us, watching the tide eat a SANDCASTLE. A LITTLE BLONDE GIRL joins the boy. The Bearded Man tries to call them, but they RUN OFF, FACES UNSEEN. He COLLAPSES.

The barrel of a rifle ROLLS the Bearded Man onto his back. A JAPANESE SECURITY GUARD looks down at him, then calls up the beach to a colleague leaning against a JEEP. Behind them is a cliff, and on top of that, a JAPANESE CASTLE.

INT. ELEGANT DINING ROOM, JAPANESE CASTLE - LATER

The Security Guard waits as an ATTENDANT speaks to an ELDERLY JAPANESE MAN sitting at the dining table, back to us.

ATTENDANT

(in Japanese)

He was delirious. But he asked for you by name. And...

(to the Security Guard)

Show him.

SECURITY GUARD

(in Japanese)

He was carrying nothing but this...

He puts a HANDGUN on the table. The Elderly Man keeps eating.

SECURITY GUARD

...and this.

The Security Guard places a SMALL PEWTER CONE alongside the gun. The Elderly Man STOPS eating. Picks up the cone.

ELDERLY JAPANESE MAN

(in Japanese)

Bring him here. And some food.

INT. SAME - MOMENTS LATER

The Elderly Man watches the Bearded Man WOLF down his food. He SLIDES the handgun down the table towards him.

ELDERLY JAPANESE MAN

(in English)

Are you here to kill me?

The Bearded Man glances up at him, then back to his food.

The Elderly Japanese Man picks up the cone between thumb and forefinger.

ELDERLY JAPANESE MAN
I know what *this* is.

He SPINS it onto a table- it CIRCLES gracefully across the polished ebony... a SPINNING TOP.

ELDERLY JAPANESE MAN
I've seen one before. Many, many years ago...

The Elderly Japanese Man STARES at the top mesmerized.

ELDERLY JAPANESE MAN
It belonged to a man I met in a half-remembered dream...

MOVE IN on the GRACEFULLY SPINNING TOP...

ELDERLY JAPANESE MAN
A man possessed of some radical notions...

The Elderly Japanese Man STARES, remembering...

COBB (V.O.)
What's the most resilient parasite?

CUT TO:

INT. SAME ELEGANT DINING ROOM - NIGHT (YEARS EARLIER)

The speaker, COBB, is 35, handsome, tailored. A young Japanese man, SAITO, eats as he listens.

COBB
A bacteria? A virus?

Cobb gestures at their feast with his wine glass-

COBB
An intestinal worm?

Saito's fork pauses, mid-air. Cobb GRINS. A third man is at the table- ARTHUR. He jumps in to save the pitch-

ARTHUR
What Mr. Cobb is trying to say-

COBB
An *idea*.

Saito looks at Cobb, curious.

COBB

Resilient, highly contagious. Once an idea's taken hold in the brain it's almost impossible to eradicate. A person can cover it up, ignore it- but it stays there.

SAITO

But surely-to forget...?

COBB

Information, yes. But an *idea*? Fully formed, *understood*? That sticks...

(taps forehead)

In there, somewhere.

SAITO

For someone like you to steal?

ARTHUR

Yes. In the dream state, conscious defenses are lowered and your thoughts become vulnerable to theft. It's called extraction.

COBB

But, Mr. Saito, we can train your subconscious to defend itself from even the most skilled extractor.

SAITO

How can you do that?

COBB

Because I *am* the most skilled extractor. I know how to search your mind and find your secrets. I know the tricks, and I can teach them to your subconscious so that even when you're *asleep*, your guard is never down.

Cobb leans forwards. Holding Saito's gaze.

COBB

But if I'm going to help you, you have to be completely open to me. I'll need to know my way around your thoughts better than your wife, your analyst, anyone.

(gestures around)

If this is a dream and you've got a safe full of secrets, I need to know what's in that safe. For this to work, you have to let me in.

Saito gives this a flicker of a smile. Rises. A BODYGUARD opens double doors which give onto a LAVISH PARTY.

SAITO
Gentlemen. Enjoy your evening as I
consider your proposal.

They watch Saito leave. Arthur turns to Cobb, worried-

ARTHUR
He knows.

Cobb motions silence. A TREMOR starts, they steady their glasses, Cobb glances at his watch- THE SECOND HAND IS FROZEN.

ARTHUR
What's going on up there?

And we-

CUT TO:

FILTHY BATHROOM - DAY (FEELS LIKE DIFFERENT TIME)

Cobb, ASLEEP, SITTING IN A CHAIR AT THE END OF A STEAMING BATH. The chair is up on a cabinet- the bottom of the legs level with the rim of the tub.

A sweating man (40's) watches over Cobb. This is NASH. A distant EXPLOSION rumbles through the room. Nash moves to the window, parts the curtains. Outside: a CHAOTIC DEVELOPING-WORLD CITY- the street filled with RIOTERS- SMASHING, BURNING.

Nash checks Cobb's left wrist: above his watch, tape holds TWO THIN YELLOW TUBES in place. Nash looks at Cobb's watch- THE SECOND HAND CRAWLS UNNATURALLY SLOWLY.

Nash follows the tubes to a SILVER BRIEFCASE at Arthur's feet: ARTHUR IS ASLEEP in an armchair. Tubes connect the briefcase to Arthur's wrist.

Nash follows another set of tubes from the briefcase to where they pass under the door to the bedroom. Through the crack of the door, Nash sees SAITO ASLEEP on the bed, tubes running to his wrist. BOOM- a closer EXPLOSION, and we-

CUT TO:

INT. BULLET TRAIN COMPARTMENT - DAY (FEELS LIKE DIFFERENT TIME)

Nash, ASLEEP. Head ROCKING AGAINST THE WINDOW as the train BUMPS OVER A ROUGH PIECE OF TRACK.

A Japanese Man, TODASHI (18) watches Nash nervously. He checks Nash's wrist: TWO YELLOW TUBES CONNECT NASH WITH THREE OTHER SLEEPING MEN IN THE COMPARTMENT: COBB, ARTHUR, SAITO.

Todashi checks his watch: THE SECOND HAND TICKS IN REAL TIME. Another TRAIN PASSES in the opposite direction with a MIGHTY WHUMP- Todashi's eyes FLY to Nash's sleeping face-

NASH JERKS WITH THE MOVEMENT OF THE TRAIN, and we-

CUT TO:

INT. FILTHY BATHROOM - CONTINUOUS

Another EXPLOSION- Nash CHECKS the sleeping Cobb and we-

CUT TO:

EXT. ROOFTOP TERRACES, JAPANESE CASTLE - NIGHT

A LOW TREMOR RUMBLES THROUGH THE CASTLE. Cobb and Arthur steady themselves against the wooden rail. Several TILES and pieces of MASONRY fall. Below them a BLACK SEA churns. Other GUESTS wander the massive terraces.

ARTHUR

Saito *knows*. He's playing with us.

COBB

I can get it here. The information's in the safe- he looked right at it when I mentioned secrets.

Arthur nods. Then spots someone over Cobb's shoulder.

ARTHUR

What's *she* doing here, Cobb?

Cobb turns to see a beautiful woman, elegantly dressed, staring out at the sea. This is MAL. Cobb watches her.

COBB

You just get to your room. I'll take care of the rest.

ARTHUR

See that you do. We're here to work.

Arthur brushes past Mal, shaking his head. She nears Cobb. Looks out at the DROP. The WIND WHIPS HER HAIR-

MAL

If I jumped, would I survive?

COBB
With a clean dive, perhaps. Mal,
why are you here?

She turns to look at him. Amused.

MAL
I thought you might be missing
me...

She smiles. He leans in, mesmerized.

COBB
I am. But I can't trust you
anymore.

She stares up at him, inviting.

MAL
So what?

INT. BEDROOM SUITE, JAPANESE CASTLE - MOMENTS LATER

Mal sips champagne as she studies a painting by Francis
Bacon.

MAL
Looks like Arthur's taste.

Cobb is looking down through the window at the GUARDS
patrolling the castle at ground level.

COBB
Actually, Mr. Saito is partial to
postwar British painters.

He turns to Mal, donning a pair of black leather gloves.

COBB
Would you sit down?

Mal lowers herself gracefully into a leather wingback chair.
Cobb approaches, pulls out a length of BLACK ROPE and kneels
at Mal's feet. She looks down at him.

MAL
Tell me...

Cobb TIES the rope around the CHAIR LEGS.

MAL
Do the children miss me?

Cobb pauses. He lets his gloved fingers lightly touch Mal's
ankle. He looks up at her.

COBB
You can't imagine.

Mal looks away, uncomfortable. Cobb gets to his feet, letting out the rope as he moves back to the window.

MAL
What're you doing?

Cobb tosses the rope out-

COBB
Getting some air.

He tugs on the rope, testing. The weight of the chair, with Mal on it, holds.

COBB
Stay seated. Please.

And with that, he JUMPS. Mal considers the open window.

EXT. JAPANESE CASTLE WALL - CONTINUOUS

Cobb RAPPELS down the wall, darting past windows. He stops at a particular one. Gets out a glass cutter-

Suddenly he starts DROPPING-

INT. BEDROOM SUITE, JAPANESE CASTLE - CONTINUOUS

The EMPTY CHAIR SLIDES across the floor- WEDGES under the window-

EXT. JAPANESE CASTLE WALL - CONTINUOUS

Cobb JOLTS to a stop 15 ft. lower. He looks up at the bedroom window. Shakes his head. Starts climbing back.

INT. KITCHEN, JAPANESE CASTLE - MOMENTS LATER

Cobb drops silently from the window into the darkened kitchen. He pulls a PISTOL from his belt, screwing a SILENCER onto the barrel as he GLIDES across the room.

INT. HALL, JAPANESE CASTLE-CONTINUOUS

Cobb SLIPS through the shadows towards a GUARD stationed at the head of a GRAND STAIRCASE...

The Guard HEARS something- TURNS- PEERS into the shadows...

Cobb FLASHES out of the shadows, silenced pistol up, AIMING-

PHHT- head shot- the Guard starts to drop... but Cobb is already there to CATCH him, sliding on his knees and lowering the Guard SILENTLY to the floor.

INT. DINING ROOM, JAPANESE CASTLE - CONTINUOUS

Cobb moves to a PAINTING. With practiced hands he removes it from the wall, revealing a SAFE. Cobb spins the dial, pulls it OPEN, GRABS an envelope from within, stuffs it into his waistband, where there is already an IDENTICAL ENVELOPE.

LIGHTS COME ON. Cobb freezes.

SAITO (O.S.)

Turn around.

Cobb turns. At the far end of the room: Saito. Next to him is Mal, gun in hand. She smiles at Cobb.

MAL

The gun, Dom.

Cobb doesn't move. Mal motions outside- two GUARDS drag Arthur into the room. Mal puts the gun to his head.

MAL

Please.

Cobb slowly places his gun at his end of the long table, then SLIDES it along the polished ebony. It comes to rest HALFWAY down the length of the table.

SAITO

Now the envelope, Mr. Cobb.

Cobb reaches into his waistband, removes ONE of the envelopes, SLIDES it along the table. Steps back, hands raised.

COBB

Did *she* tell you, or have you known all along?

SAITO

That you're here to steal from me?

(beat)

Or that we're actually asleep?

Arthur gives Cobb an I-told-you-so look.

SAITO

I want to know who your employer is.

Mal COCKS the gun at Arthur's temple.

COBB

No point threatening him in a dream.

MAL

That depends on what you're threatening. Killing him would just wake him up... but pain? Pain is in the mind...

Mal LOWERS the gun and SHOOTS Arthur in the leg- Arthur drops, SCREAMING- Mal looks at Cobb, cold.

MAL

And, judging by the decor, we're in your mind, aren't we, Arthur?

Cobb watches Arthur's PAIN. Mal aims at Arthur's other leg...

Cobb SPRINGS for the table, SKIDDING along its polished surface- he GRABS his gun- SHOOTS ARTHUR BETWEEN THE EYES-

Arthur DROPS- the room starts to SHUDDER in a MASSIVE EARTHQUAKE- Cobb SPRINGS for the door- Arthur's eyes stare at the ceiling, DEAD, and we-

CUT TO:

INT. FILTHY BATHROOM - DAY

Arthur's EYES OPEN as he WAKES IN THE ARMCHAIR- he GRABS at the tubes at his wrist, YANKING them free-

NASH

What're you doing?! It's too soon-

FLUID spurts from the tubes as Arthur STRUGGLES with the SILVER CASE on the bathroom floor.

ARTHUR

I know! We have to reconnect the loop before they wake up!

Arthur grabs the case and pushes through the door to the bedroom- following the tubes to where they meet Saito's wrist- SAITO LIES ON THE BED ASLEEP. Saito STIRS and we-

CUT TO:

INT. JAPANESE CASTLE CORRIDOR - NIGHT

Cobb LURCHES towards the stairs, as all around him the building BUCKS and HEAVES-

INT. DINING ROOM, JAPANESE CASTLE - CONTINUOUS

Saito and the Guards PANIC. Mal walks calmly through the destruction, picks up the envelope and turns to Saito.

MAL

He was close. Very close.

EXT. GRAND STAIRCASE, JAPANESE CASTLE - CONTINUOUS

Cobb runs up the stairs, pulling out the SECOND ENVELOPE-

INT. DINING ROOM, JAPANESE CASTLE - CONTINUOUS

Saito RIPS open the envelope, pulls out sheets of paper. He looks at Mal, PANICKED. He turns to the Guards-

SAITO

Stop him!

Mal, confused, looks at the sheets of paper: THEY ARE BLANK. Mal smiles, amused.

INT. GRAND STAIRCASE, JAPANESE CASTLE - CONTINUOUS

As Cobb runs up the stairs he reads the TYPEWRITTEN SHEETS from his envelope, and we-

CUT TO:

INT. DILAPIDATED HOTEL ROOM - DAY

Arthur OPENS the silver case: a COMPLEX MECHANISM of TUBES, SYRINGES, DOSAGE CONTROLLERS. Arthur's hands fly across the machine's controls as he glances at Saito's STIRRING face-

ARTHUR

I'm not going to make it! Wake Cobb!

INT. FILTHY BATHROOM - CONTINUOUS

Nash turns to Cobb. Raises his hand and SMACKS him across the face, and we-

CUT TO:

INT. GRAND STAIRCASE, JAPANESE CASTLE - NIGHT

Cobb is SMASHED sideways off his feet...

INT. DINING ROOM, JAPANESE CASTLE - NIGHT

The CEILING CRACKS above Saito- he looks up as a TON of STONE floods down, CRUSHING HIM and we-

CUT TO:

INT. DILAPIDATED HOTEL ROOM - DAY

Saito's eyes FLICKER OPEN. AWAKE.

INT. FILTHY BATHROOM - CONTINUOUS

Nash SMACKS Cobb again-

NASH
He won't wake!

INT. DILAPIDATED HOTEL ROOM-CONTINUOUS

Arthur crouched by Saito, connects the second tube.

ARTHUR
Dunk him!

A CLICK: Arthur looks up to find Saito with a gun to his head and a finger to his lips, gesturing silence...

INT. FILTHY BATHROOM - CONTINUOUS

Nash puts his hand on Cobb's forehead and PUSHES HIM BACKWARDS- as Cobb starts to FALL BACKWARDS in the chair we are in SLOW MOTION, and we-

CUT TO:

INT. GRAND STAIRCASE, JAPANESE CASTLE - NIGHT

Cobb, full speed, picks himself up, scrambling to read the last sheet of paper. He stares at it PUZZLED- bullets hit around him as the Guards race up the stairs and we-

CUT TO:

INT. FILTHY BATHROOM - DAY

Cobb in SLOW MOTION, hits the WATER- head THRASHING as he goes under- and we-

CUT TO:

INT. GRAND STAIRCASE, JAPANESE CASTLE - NIGHT

Cobb glances up from the paper as WATER EXPLODES IN THROUGH ALL THE WINDOWS, FLOODING THE ENTIRE HALL-

COBB IS SWAMPED BY WATER, SPUN IN ALL DIRECTIONS AT ONCE- HE PULLS DEEPER OR FOR THE SURFACE, WE CAN'T TELL...

HE BREAKS THE SURFACE, GASPING FOR AIR IN THE BATHTUB IN THE-
INT. FILTHY BATHROOM - DAY

Cobb's AWAKE, GULPING AIR, getting his bearings.

Saito SMASHES into the room, KNOCKING Nash down- Cobb LAUNCHES himself out of the tub, FLYING dripping wet across the room to SLAM Saito against the door- the gun DROPS, Cobb's fist CONNECTS with Saito's jaw and the struggle is over.

INT. DILAPIDATED HOTEL ROOM - MOMENTS LATER

Cobb, wet but composed, sits, turning Saito's gun in his hand. Nash holds Saito's arms behind him. Outside, the sounds of RIOTING grow louder.

COBB
You came prepared.

SAITO
I bring the gun because not even my
head of security knows this
apartment. How did you find it?

Arthur, at the window, looks out at the WORSENING VIOLENCE.

COBB
Hard for a man in your position to
keep a love nest totally secret...
particularly when there's a married
woman involved.

SAITO
She would never...

COBB
And yet, here we are.

Saito is silent.

COBB
With a dilemma.

SAITO
You got what you came for.

COBB
Not quite. The key piece of
information wasn't there, was it,
Mr. Saito?

Arthur looks over at Cobb, worried.

ARTHUR
They're getting closer, Cobb.

CUT TO:

INT. BULLET TRAIN COMPARTMENT - DAY

Todashi slips a pair of HEADPHONES over Nash's ears, then pulls out an MP3 player and we-

CUT TO:

INT. DILAPIDATED HOTEL ROOM - DAY

Saito's eyes are on the floor.

COBB
You held something back because you knew what we were up to...

Cobb uses the barrel of the gun to raise Saito's chin.

COBB
So why let us in at all?

Saito smiles, defiant. VIOLENT NOISES echo up the stairway...

SAITO
An audition.

COBB
Audition for what?

SAITO
It doesn't matter. You failed.

COBB
I extracted all the information you had in there.

SAITO
But your deception was readily apparent.

And we-

CUT TO:

INT. BULLET TRAIN COMPARTMENT - DAY

Todashi opens the SILVER BRIEFCASE, revealing the complex mechanism of syringes and controllers- FOUR CONTROLLERS DISPLAY COUNTDOWNS.

Todashi waits for the first countdown to hit "30," then HITS PLAY on the MP3 player- He watches Nash's sleeping face as he RAISES the volume...

Through Nash's headphones: the opening bars of Edith Piaf's "Non, je ne regrette rien," and we-

CUT TO:

INT. DILAPIDATED HOTEL ROOM - DAY

In the distant background, strange MASSIVE low-end MUSICAL start, sounding like DISTANT HORNS...

SAITO
So leave me and go.

COBB
You know the corporation who hired
us won't accept failure. We won't
last two days...

The DISTANT, SLOWED-DOWN MUSIC is becoming LOUDER, as are the SHOUTS coming up the stairs. Arthur looks at his watch, its SLOW SECOND TICKING MARKS TIME WITH THE MASSIVE MUSIC.

ARTHUR
Come on, Cobb.

COBB
So now I have to do this the old-
fashioned way-

Cobb GRABS SAITO AND PUTS HIS HEAD TO THE FLOOR, gun pressed into his cheek. Saito looks into Cobb's eyes- sees he *will* pull the trigger. Saito BLINKS, looks away in shame-

When he NOTICES SOMETHING. And starts LAUGHING.

SAITO
I've always hated this carpet.

Cobb's eyes flick to the carpet and back.

SAITO
It's stained and frayed in such
distinctive ways...

Cobb looks up at Nash, who shrugs, at a loss.

SAITO
But very definitely made of wool.
Right now I'm lying on polyester.

Cobb glares at Nash, and we-

CUT TO:

INT. BULLET TRAIN COMPARTMENT - DAY

Todashi watches the first of the countdowns hit ZERO- He looks up at Arthur, STIRRING, and we-

CUT TO:

INT. DILAPIDATED HOTEL ROOM-DAY

Saito turns from the carpet to look up at Cobb.

SAITO

Which means I'm not lying on my
carpet, in my apartment...

(smiles)

You've lived up to your reputation,
Mr. Cobb... I'm still dreaming.

Cobb looks over to Arthur, but ARTHUR HAS VANISHED, and we-

CUT TO:

INT. BULLET TRAIN COMPARTMENT - DAY

Arthur's eyes flicker open, AWAKE. He RIPS at his tubes.

TODASHI

How'd it go?

ARTHUR

Not good.

Arthur checks the remaining three countdowns, and we-

CUT TO:

INT. DILAPIDATED HOTEL ROOM - DAY

Saito gets to his feet, looking admiringly at Cobb.

SAITO

A dream within a dream-I'm
impressed.

Cobb lowers the gun. Defeated. Glances at his watch. The music REVERBERATES, the RIOTERS BANG ON THE DOOR, and we-

CUT TO:

INT. BULLET TRAIN COMPARTMENT - DAY

Arthur retracts the tubes into the case as he watches the next countdown hit ZERO, and we-

CUT TO:

INT. DILAPIDATED HOTEL ROOM - DAY

Another BANG on the door- Saito, confident now, approaches Cobb. Nash is behind Saito.

SAITO

But in my dream, we really ought to
be playing by my rules...

NASH

Ah, yes, but you see, Mr. Saito-

Saito turns to Nash-

COBB

We're not in your dream-

Saito turns back to Cobb, BUT COBB HAS VANISHED-

NASH

We're in mine.

Saito SPINS back to Nash- the DOOR SMASHES OFF ITS HINGES AS RIOTERS POUR INTO THE ROOM, SWARMING OVER NASH... BUT NASH IS GONE. The music DIES. Saito and the rioters stand there in the SILENCE, the light DWINDLING... and we-

CUT TO:

INT. BULLET TRAIN COMPARTMENT - DAY

Nash' eyes open, AWAKE.

ARTHUR (O.S.)

Asshole!

Nash BLINKS. Arthur is in his face, furious.

ARTHUR

How could you get the carpet
wrong?!

NASH

It wasn't my fault!

ARTHUR

You're the *architect*-

NASH
I didn't know he was going to rub
his damn cheek on it!

Cobb pulls Arthur away from Nash.

COBB
Lets go.

ARTHUR
And you-what the hell was all that?

COBB
I had it under control.

ARTHUR
I'd hate to see out of control-

COBB
There's no time for this-I'm
getting off at Kyoto.

ARTHUR
Why? He's not gonna search every
compartment.

COBB
I can't stand trains.

Arthur moves to the briefcase. Turns a dial.

ARTHUR
I can keep him under for one minute-

Arthur hits a button- A PLUNGER DEPRESSES. Cobb RIPS the tape
off Saito's wrist, ROLLS up his tubes. Arthur SLAMS the
silver case shut. Todashi pulls open the door-

COBB
Every man for himself.

Arthur and Nash EXIT, heading in different directions down
the corridor. Cobb hands Todashi a thick roll of CASH, looks
at Saito, who stirs. Cobb moves off.

EXT. JAPANESE COUNTRYSIDE - CONTINUOUS

The BULLET TRAIN speeds through the lush landscape.

INT. BULLET TRAIN COMPARTMENT - CONTINUOUS

Saito WAKES GENTLY. Looks around the compartment, empty but
for Todashi, reading a comic. Saito looks down at his wrist.
Sees a small mark. Rubs it. SMILES.

EXT. TOKYO - DUSK

Moving over the vast city towards a high rise. A HELICOPTER thumps into frame, heading for a pad on the roof.

INT. APARTMENT, TOKYO - CONTINUOUS

Cobb sits, waiting. Checks his watch, restless. He pulls a HANDGUN. Checks it is loaded. places it on the table in front of him. Pulls out a PEWTER SPINNING TOP, SPINS it on the table ... He INTENT STUDIES the top's spin... As he stares, the sound of a FREIGHT TRAIN builds and builds- the top WOBBLES, TIPS onto its side- the sound of the train STOPS. the PHONE RINGS- Cobb GRABS it-

CHILDREN'S VOICES (over phone)
Hi, Daddy! Hi, Dad.

COBB
Hey, guys. How are you?

CHILDREN'S VOICES (over phone)
Good. Okay, I guess.

Cobb closes his eyes, trying to picture his children: *INSERT CUT: COBB's MEMORY- a LITTLE BLONDE BOY (3), back towards us, crouches IN A GARDEN, looks at something in the grass...*

COBB
Who's just okay? Was that James?

JAMES (over phone)
Yeah. When are you coming home?

COBB
I can't. Not for a while.

INSERT CUT: A LITTLE BLONDE GIRL (5), also FACE UNSEEN, joins JAMES, CROUCHING BESIDE HIM...

JAMES (over phone)
Why?

COBB
Well, James, like I've told you-I'm away because I'm working...

LITTLE GIRL (over phone)
Grandma says you're never coming back.

Cobb pauses. Takes a breath. *INSERT CUT: James and Philippa, FACES UNSEEN, lift their heads from the grass, responding to someone's call- they RUN AWAY FROM US ACROSS THE GARDEN...*

COBB
Philippa, can you ask Grandma to
pick up the phone-

PHILIPPA (over phone)
She's shaking her head.

Cobb TENSES, as if about to SMASH the phone.

COBB
Well, we'll just have to hope
Grandma's wrong about that won't
we?

JAMES
(over phone)
Daddy?

COBB
Yes?

JAMES (over phone)
Is Mommy with you?

Cobb looks like he just got punched- *INSERT CUT: COBB'S
MEMORY- MAL, WIND BLOWING HER HAIR, SMILES CALMLY...*

COBB
No. No, we talked about this,
James. Mommy's gone.

JAMES (over phone)
Where?

GRANDMA'S VOICE (over phone)
Time to go, kids. Say bye-bye-

COBB
I'll give some presents to Grandpa,
okay? Just be good for-

Cobb STARES at the dead phone. Then DOWNS his drink- A KNOCK
at the door. Cobb GRABS the top, the gun- MOVES to the door-
cracks it: Arthur.

ARTHUR
Our ride's on the roof.

Cobb nods. Moves to pick up his bag. Arthur watches.

ARTHUR
Cobb... are you okay?

Cobb looks up.

COBB
Yeah, why?

ARTHUR
Down in the dream... Mal showing up
like that ...

COBB
Yeah. I'm sorry about your leg.

ARTHUR
It's getting worse, isn't it?

COBB
One apology's all you're getting,
Arthur. Now, where's Nash?

ARTHUR
Hasn't shown. Wanna wait?

COBB
(shakes head)
We were supposed to deliver Saito's
expansion plans to Cobol Engineering
two hours ago. By now they know we
failed. Time to disappear.

INT. CORRIDOR - CONTINUOUS

Cobb and Arthur head towards the elevator.

ARTHUR
Where will you go?

COBB
Buenos Aires. I can lie low there.
Maybe sniff out a job when things
quiet down. You?

ARTHUR
Stateside.

COBB
(wistful))
'Course. Send my regards.

Arthur looks at Cobb. Nods. Sympathetic.

EXT. ROOFTOP HELIPAD - NIGHT

The HELICOPTER sits, ROTORS SPINNING. As Cobb and Arthur
reach the door, it SLIDES OPEN. Cobb steps up into the
leather-padded interior. He freezes.

INT. HELICOPTER ON PAD - CONTINUOUS

Nash, BEATEN BLOODY, sits on the far side, slumped against the wine. Beside him: SAITO. He nods politely at Cobb.

SAITO
He sold you out. Thought to come to
me and bargain for his life...

Saito's BODYGUARD offers Cobb a GUN.

SAITO
So I offer you the satisfaction.

COBB
That's not how I deal with things.

SAITO
Would you work with him again?

Cobb shakes his head. Saito's BODYGUARDS PULL Nash from the chopper. Saito motions Cobb and Arthur to sit. The chopper RISES. Cobb watches Nash DRAGGED across the pad.

COBB
What will you do to him?

SAITO
Nothing. But I can't speak for your
friends from Cobol Engineering.

Saito looks out at the city slipping by.

COBB
What do you want from us?

SAITO
Inception.

Arthur raises his eyebrows. Cobb is poker-faced.

SAITO
Is it possible?

ARTHUR
Of course not.

SAITO
If you can steal an idea from
someone's mind, why can't you plant
one there instead?

ARTHUR
Okay, here's planting an idea: I
say to you, "Don't think about
elephants."
(MORE)

ARTHUR (CONT'D)
(Saito nods)
What are you thinking about?

SAITO
Elephants.

ARTHUR
Right. But it's not your idea
because you know I gave it to you.

SAITO
You could plant it subconsciously-

ARTHUR
The subject's mind can always trace
the genesis of the idea. True
inspiration is impossible to fake.

COBB
No, it isn't.

SAITO
Can you do it?

COBB
I won't do it.

SAITO
In exchange, I'll give you the
information you were paid to steal.

COBB
Are you giving me a choice? Because
I can find my own way to square
things with Cobol.

SAITO
Then you do have a choice.

COBB
And I choose to leave.

EXT. AIRFIELD - MOMENTS LATER

The helicopter sets down next to a PRIVATE JET.

INT. HELICOPTER - CONTINUOUS

Saito indicates the plane.

SAITO
Tell the crew where you want to go,
they'll file the plan en route.

Cobb and Arthur look at each other. Then move for the door.

SAITO

Mr. Cobb...? There is one other thing I could offer you.

(Cobb stops)

How would you like to go home? To America. To your children.

Cobb turns back to Saito.

COBB

You can't fix that. Nobody could.

SAITO

Just like inception.

Cobb considers this. Arthur touches his arm.

ARTHUR

Cobb, come on-

COBB

How complex is the idea?

SAITO

Simple enough.

COBB

No idea's simple when you have to plant it in someone else's mind.

SAITO

My main competitor is an old man in poor health. His son will soon inherit control of the corporation. I need him to decide to break up his father's empire. Against his own self-interest.

ARTHUR

Cobb, we should walk away from this.

COBB

If I were to do it. If I could do it... how do I know you can deliver?

SAITO

You don't. But I can. So do you want to take a leap of faith, or become an old man, filled with regret, waiting to die alone?

Cobb looks at Saito. Barely nods.

SAITO
Assemble your team, Mr. Cobb. And
choose your people more wisely.

INT. PRIVATE JET - LATER

Cobb reclines his seat. Arthur picks at a salad, angry.

ARTHUR
I know how much you want to go home-

COBB
(sharp)
No, you don't.

ARTHUR
But this can't be done.

COBB
It can. You just have to go deep
enough.

ARTHUR
You don't know that!-

COBB
I've done it before.

Arthur is taken aback. Cobb turns to the window.

ARTHUR
Did it work?

COBB
(quiet)
Yes.

ARTHUR
Who did you do it to?

Cobb looks at Arthur. Closed. Arthur shrugs.

ARTHUR
So why are we headed to Paris?

COBB
We're going to need a new
architect.

INT. GREAT HALL, ÉCOLE D'ARCHITECTURE - MORNING

Cobb, carrying a shopping bag, looks into a lecture hall: no
students, just a RUMPLED PROFESSOR hunched over paperwork.

INT. LECTURE HALL - CONTINUOUS

COBB (O.S.)
You never did like your office.

PROFESSOR MILES looks up, squinting. Recognizes Cobb.

MILES
No space to think in that broom
cupboard.

Cobb steps down past the empty wooden rows.

MILES
Is it safe for you to be here?

COBB
Extradition between France and the
U.S. is a bureaucratic nightmare.

MILES
I think they'd find a way to make
it work in your case.

Cobb hand Miles the shopping bag.

COBB
Can you take these back for the
kids?

MILES
It'll take more than the occasional
stuffed animal to convince those
children they still have a father.

COBB
I know. I thought you could talk to
Marie about bringing them on
vacation. Somewhere I could meet-

MILES
Why would she listen to me?

COBB
You were married for twenty years.

MILES
She blames me as much as you.

COBB
Doesn't she understand that my kids
need me?

MILES

Yes, she does. We all do. Go back and face the music, Dom. Explain what Mal did.

COBB

Be realistic, Stephen. They'd never understand- they'd lock me up and throwaway the key. Or worse.

MILES

You think what you're doing now is helping your case?

COBB

Lawyers don't pay for themselves. This is what I have. This is what you taught me.

MILES

I never taught you to be a thief.

COBB

No, you taught me to navigate other people's minds. But after what happened with Mal there weren't a whole lot of legitimate ways for me to use that skill.

Miles looks at Cobb.

MILES

Why did you come here, Dom?

Cobb shifts slightly.

COBB

I found a way home. A job. For powerful people. If I pull it off, I can get back to my family. But I need help.

Miles realizes something.

MILES

My God. You're here to corrupt one of my brightest and best.

COBB

If you have someone good enough, you have to let them decide for themselves. You know what I'm offering-

MILES

Money?

COBB

No, not just money: the chance to build cathedrals, entire cities—things that have never existed, things that couldn't exist in the real world...

MILES

Everybody dreams, Cobb. Architects are supposed to make those dreams real.

COBB

That's not what you used to say. You told me that in the real world I'd be building attic conversions and gas stations. You said that if I mastered the dream-share I'd have a whole new way of creating and showing people my creations. You told me it would free me.

Miles looks at Cobb, sad.

MILES

And I'm sorry. I was wrong.

COBB

No, you weren't. Your vision was a vision of pure creativity. It's where we took it that was wrong.

MILES

And now you want me to let someone else follow you into fantasy.

COBB

They won't actually come on the job, they'll just design the levels and teach them to the dreamers.

MILES

Design them yourself.

COBB

Mal won't let me.

Miles looks at Cobb. Appalled.

MILES

Come back to reality, Dom. Please.

COBB

You want to know what's real, Stephen? Your grandchildren waiting for their dad to come back.

(MORE)

COBB (CONT'D)

This job-this *last* job-is how I get there.

Miles looks down, fiddles with his papers.

COBB

I wouldn't be standing here if there were any other way. I can get home. But I need an architect who's as good as I was.

Miles looks Cobb in the eye. Decides.

MILES

I've got someone better.

INT. CORRIDOR - LATER

Miles and Cobb stand by as STUDENTS file out of a lecture.

MILES

Ariadne...

A young woman carrying books turns. This is ARIADNE.

MILES

I'd like you to meet Mr. Cobb.

She sizes him up with quick eyes. Offers her hand.

ARIADNE

Pleased to meet you.

MILES

If you have a few moments, Mr. Cobb has a job offer to discuss with you.

ARIADNE

A work placement?

COBB

(smiles
Not exactly.

EXT. ROOFTOP, ÉCOLE D'ARCHITECTURE - MOMENTS LATER

Ariadne leans against the parapet, overlooking Paris. She unwraps a sandwich, watching Cobb pull out a pad of GRAPH PAPER and a PEN. He offers them. She bites her sandwich.

COBB

A test.

ARIADNE
(mouth full)
Aren't you going to tell me
anything?

COBB
Before I describe the job, I have
to know you could do it.

ARIADNE
Why?

COBB
It's not, strictly speaking, legal.

Ariadne raises her eyebrows.

COBB
You have two minutes to draw a maze
that takes me one minute to solve.

Ariadne takes the pad and pen. Cobb looks at his watch.

COBB
Go.

She starts DRAWING LINES on the grid, constructing a maze.

COBB
Stop.

Ariadne hands the pad and pen to Cobb. He glances at the pad,
then, looking her in the eye, TRACES the solution. She is
taken aback. Cobb RIPS off the sheet, hands the pad back.

COBB
Again.

She traces straight lines, CONCENTRATING...

COBB
Stop.

She hands Cobb the pad, a touch pleased. Cobb solves the
puzzle instantly, as before. Her smile falls.

COBB
You'll have to-

She GRABS the pad, frustrated... but this time she FLIPS it
over and starts drawing on the BLANK CARDBOARD of the back.
Cobb watches, surprised. He smiles as he sees that she's
drawing CIRCLES, creating a maze based on concentric rings.

Ariadne hands back the pad, defiant. Cobb takes the pen,
starts the maze. This time he gets stuck. Nods.

COBB
(working the maze)
More like it.

EXT. NARROW STREET, PARIS - DAY

Arthur stops at a warehouse door. Consults a piece of paper.

INT. WORKSHOP - CONTINUOUS

A large, dusty warehouse. The SLIDING DOOR cracks open.
Arthur enters. Looks around, approvingly.

INT. SAME - LATER

Arthur DRAGS LAWN CHAIRS into the middle of the room. He erects a table. Lays out several SILVER CASES, unpacking them, laying out lines of tubing, MECHANISMS...

EXT. PARISIAN CAFE - DAY

Cobb and Ariadne sit at an outdoor table.

COBB
They say we only use a fraction of
the true potential of our brains...
but they're talking about when
we're awake. While we dream, the
mind performs wonders.

ARIADNE
Such as?

COBB
How do you imagine a building? You
consciously create each aspect,
puzzling over it in stages... But
sometimes, when your imagination
flies-

ARIADNE
I'm *discovering* it.

COBB
Exactly. Genuine inspiration.

Cobb leans forwards and draws on the paper table cloth.

COBB
In a dream your mind *continuously*
does that...

Cobb has drawn a circle made of two arrows.

COBB

It creates and perceives a world *simultaneously*. So well that you don't feel your brain doing the creating. That's why we can short-circuit the process...

ARIADNE

How?

COBB

By taking over the creating part.

Cobb draws a straight line between the two arrows.

COBB

This is where you come in. You build the world of the dream. We take the subject into that dream, and let him fill it with his subconscious

ARIADNE

But are you trying to fool him that the dream is actually real life?

COBB

(nods)

While we're in there, We don't want him to realize he's dreaming.

ARIADNE

How could I ever get enough detail to Convince him that it's real?

COBB

Our dreams reel real while we're in them. It's only when we wake up we realize things were strange,

Ariadne gestures around them-

ARIADNE

But all the textures of real life- the stone, the fabric. cars... people... your mind can't create all this.

COBB

It does. Every time you dream. Let me ask you a question: You never remember the beginning of your dreams, do you? You just turn up in the middle of what's going on.

ARIADNE

I guess.

COBB

So... how did we end up at this restaurant?

ARIADNE

We came here from...

Ariadne trails off, confused.

COBB

How did we get here? Where are we?

Ariadne THINKS, unable to remember. A FAINT RUMBLE begins.

ARIADNE

Oh my God. We're *dreaming*.

Cobb nods. The RUMBLE is BUILDING.

COBB

Stay calm. We're actually asleep in the workshop. This is your first lesson in shared dreaming, remember?

Ariadne looks around, mind REELING. Cobb BRACES-

The restaurant VIOLENTLY FRAGMENTS, EXPLODING AND IMPLODING PARTICLES OF FURNITURE, WALLS, PEOPLE FLYING AROUND- Ariadne WONDERS at the MAYHEM WHIRLING around them- Cobb SHIELDS his head against the debris. She sees him-

ARIADNE

(shouting over noise)

If it's just a dream, why are you covering your-

Ariadne is WIPED FROM HER SEAT BY A MASSIVE BLAST and we-

CUT TO:

INT. WORKSHOP - DAY

Ariadne JOLTS awake.

COBB (O.S.)

Because it's never *just* a dream.

Ariadne turns to Cobb's voice. They are both sitting in the lawn chairs. Arthur watches over them.

COBB

And a face full of glass hurts like hell, doesn't it? While we're in it, it's real.

ARTHUR

That's why the military developed dream sharing-a training program where soldiers could strangle, stab and shoot each other, then wake up.

ARIADNE

How did architects get involved?

COBB

Someone had to design the dreams.
(to Arthur)
Let's go another five minutes-

ARIADNE

We were only asleep for five minutes? We talked for an hour at least...

COBB

When you dream, your mind functions more quickly, so time seems to pass more slowly.

ARTHUR

Five minutes in the real world gives you an hour in the dream.

COBB

Let's see how much trouble you can cause in five minutes.

And we-

CUT TO:

EXT. SAME PARISIAN STREET - DAY

Ariadne walks down the crowded street with Cobb. Cobb looks around at the street, the cafe, approving.

COBB

It's good. You've got the cafe, the layout... you forgot the book shop but pretty much everything else is here.

Ariadne looks at the passers-by.

ARIADNE

Who are the people?

COBB
They're projections of my
subconscious.

ARIADNE
Yours?

COBB
Sure-you are the dreamer, *I* am the
subject. My subconscious populates
your world. That's one way we get
at a subject's thoughts-his mind
creates the people, so we can
literally *talk* to his subconscious.

ARIADNE
How else do you do it?

COBB
Architecture. Build a bank vault or
a jail, something secure, and the
subject's mind will fill it with
information he's trying to protect.

ARIADNE
Then you break in and steal it.

COBB
Exactly.

Ariadne wonders at the detail of the street.

ARIADNE
I love the concrete sense of things-
(stamps foot)
Real weight, you know? I thought a
dream space would be all about the
visual, but it's the *feel* of
things. Question is, what happens
as you start to mess with
physics...

She CONCENTRATES on the street. The street starts to BEND IN
HALF- the buildings on either side FOLDING IN until they form
the INSIDE OF A CUBE OF CITY, GRAVITY FUNCTIONING
INDEPENDENTLY ON EACH PLANE. Ariadne looks up (or down) at
the people on the opposite city surface. Cobb watches her
excitement.

ARIADNE
It's something, isn't it?

COBB
(quiet)
Yes. It is.

As they walk, Ariadne notices more and more of the projections STARING at her.

ARIADNE

Why are they looking at me?

COBB

Because you're changing things. My subconscious *feels* that someone else is creating the world. The more you change things, the quicker the projections converge on you.

ARIADNE

Converge?

COBB

They feel the foreign nature of the dreamer, and attack-like white blood cells fighting an infection.

ARIADNE

They're going to attack us?

COBB

Just you, actually.

They walk along the street to where it joins the next gravitational plane. They step up onto the different plane and walk down the street towards a river. As Ariadne approaches, steps emerge from the flagstone, and she leads Cobb up onto a small jetty. As she concentrates, pillars emerge and a BRIDGE starts to telescope out from the jetty. They step onto it as it grows. Cobb is impressed.

COBB

It's beautiful... but if you keep on changing things...

People crossing the bridge STARE at Ariadne. Several of them BUMP her shoulder as they pass.

ARIADNE

Mind telling your subconscious to take it easy?

COBB

That's why it's called *subconscious*. I don't control it.

The bridge now spans the Seine. Cobb marvels at it.

COBB

Arched stone, iron pillars... it's...

Cobb pauses, thinking. Remembering.

INSERT CUT: Mal, hair blowing, turns to Cobb, smiling, laughing. He smiles back. They are on the same bridge.

COBB

I know this bridge. This place is
real-

(serious)

You didn't imagine it, you
remembered it...

ARIADNE

(nods)

I cross it every day on my way to
the college.

COBB

Never recreate places from your
memory. Always imagine new places.

ARIADNE

You have to draw from what you know-

COBB

(tense)

Use pieces-a streetlamp,
phonebooths, a type of brick-not
whole areas.

Several people around them ECHO Cobb's attitude...

ARIADNE

Why not?

COBB

Because building dreams out of your
own memories is the surest way to
lose your grip on what's real and
what's a dream.

ARIADNE

Did that happen to you?

Cobb says nothing. He stands there, staring at Ariadne.
PEOPLE around her stop and look at her, hostile.

COBB

Look, this isn't about *me*-

Cobb reaches for Ariadne's arm, turns her to him-

ARIADNE

Is that why you need me to build
your dreams?

A passerby GRABS Ariadne's shoulder-

COBB
Leave her alone-

More of the crowd join in, PULLING at Ariadne, holding her arms open- Cobb PULLS people off- the crowd PUSHES him away- Cobb sees someone WALKING PURPOSEFULLY through the crowd towards the helpless, Ariadne- it is Mal. She approaches with even strides- Ariadne stares at her, uneasy.

ARIADNE
Wake me up, Cobb.

As Mal walks, she pulls out a LARGE KNIFE-

COBB
Mal, no!

ARIADNE
Wake me up!

Ariadne SCREAMS as Mal LUNGES at her with the knife and we-

CUT TO:

INT. WORKSHOP-DAY

Ariadne WAKES, BREATHING HARD. Arthur moves to her-

ARTHUR
It's okay.

ARIADNE
Why couldn't I wake?

ARTHUR
The only way to wake from inside
the dream is to die.

Cobb, in the lawn chair opposite, PULLS his tubes out.

COBB
She'll need a totem.

ARIADNE
What?

ARTHUR
Some kind of personal icon. A small
object that you can always have
with you, and that no one else
knows,

Cobb gets to his feet, Ariadne stares at him, furious. He heads to the bathroom.

ARIADNE
That's some subconscious you've
got, Cobb.
(calls after him)
She's a real charmer!

ARTHUR
Sounds like you've met Mrs. Cobb.

ARIADNE
(surprised)
She's his wife?

Arthur nods, pulling off Ariadne's tubes.

ARTHUR
So. A totem. You need something
small, potentially heavy...

INT. BATHROOM, WORKSHOP - CONTINUOUS

Cobb takes out his PEWTER SPINNING TOP, SPINS it on the
marble counter...

INT. WORKSHOP - CONTINUOUS

Ariadne looks at Arthur, puzzled.

ARIADNE
Like a coin?

ARTHUR
Too common. You need something that
has a weight or movement that only
you know.

INT. BATHROOM, WORKSHOP - CONTINUOUS

Cobb STUDIES the spin of the top as it decays, becoming more
and more ECCENTRIC...

INT. WORKSHOP - CONTINUOUS

ARIADNE
What's yours?

Arthur holds out a DIE.

ARTHUR
A loaded die.

Ariadne reaches for it- Arthur snatches it away-

ARTHUR
I can't let you handle it. That's
the point. No one else can know the
weight or balance of it.

ARIADNE
Why?

ARTHUR
So when you examine your totem...

INT. BATHROOM, WORKSHOP - CONTINUOUS

Cobb's spinning top WOBBLES OVER.

ARTHUR (O.S.)
You know, beyond a doubt, that
you're not in someone else's dream.

Cobb GRABS it like a drowning man reaching for a lifeline.

INT. WORKSHOP - CONTINUOUS

Ariadne thinks this over.

ARIADNE
That's not an issue for me.

ARTHUR
Why not?

ARIADNE
Arthur, maybe you can't see what's
going on, maybe you don't want to.
But Cobb's got problems he's tried
to bury down there. I'm not going
to *open my mind* to someone like
that.

Ariadne gets to her feet. Walks away.

COBB (O.S.)
She'll be back.

Arthur turns. Cobb is standing in the bathroom doorway.

COBB
I've never seen anyone pick it up
so fast. And one reality won't be
enough for her now. When she comes
back, get her building mazes.

ARTHUR
Where will you be?

COBB
I've got to talk to Eames.

ARTHUR
Eames? But he's in Mombasa. Cobol's
backyard.

COBB
Necessary risk.

ARTHUR
There are plenty of other thieves.

COBB
We don't just need a thief. We need
a forger.

INT. GAMBLING DEN, MOMBASA - DAY

Crowded, bustling, smoke-filled. a westerner (40's), shabby
suit, is squeezed in at a dice game. This is EAMES. He
FIDDLES with his last two chips.

COBB (O.S.)
Rub them against each other all you
like, they're not going to breed.

Eames looks up to see Cobb.

EAMES
You never know.

Eames tosses down his last chips. The dice are rolled...

COBB
Drink?

Eames loses.

EAMES
You're buying.

Cobb follows Eames. Eames mysteriously produces two stacks of
chips and puts them down in front of the cashier. Cobb pulls
one off the top, squints at the embossed name.

COBB
You're spelling hasn't improved.

Eames GRABS the chip. Hands it to the cashier.

EAMES
Piss off.

COBB
How's your handwriting?

Eames takes his money. Smiles at Cobb.

EAMES
Versatile.

INT. STREET, MOMBASA - CONTINUOUS

Eames leads Cobb down the quiet street.

EAMES
Word is, you're not welcome in
these parts.

COBB
Yeah?

EAMES
There's a price on your head from
Cobol Engineering. Pretty big one,
actually.

COBB
You wouldn't sell me out.

Eames looks at Cobb, offended.

EAMES
'Course I would.

COBB
(smiles)
Not when you hear what I'm selling.

EXT. BALCONY OF A COFFEE HOUSE - LATER

A ramshackle balcony overlooking a bust street. Eames pours.

COBB
Inception.

Eames's glass stops halfway to his mouth.

COBB
Don't bother telling me it's
impossible.

EAMES
It's perfectly possible. Just
bloody difficult.

COBB
That's what I keep saying to
Arthur.

EAMES

Arthur? You're still working with that stick-in-the-mud?

COBB

He's a good point man.

EAMES

The best. But he has no imagination. If you're going to perform inception, you need imagination.

COBB

You've done it before?

EAMES

Yeas and no. We tried it. Got the idea in place, but it didn't take.

COBB

You didn't plant it deep enough?

EAMES

It's not just about depth. You need the simplest version of the idea- the one that will grow naturally in the subject's mind. Subtle art.

COBB

That's why I'm here.

EAMES

What's the idea you need to plant?

COBB

We want the heir to a major corporation to break up his father's empire.

EAMES

See, right there you've got various political motivations, anti-monopolistic sentiment and so forth. But all that stuff's at the mercy of the subject's prejudice- you have to go to the basic.

COBB

Which is?

EAMES

The relationship with the father.
(downs drink)
Do you have a chemist?

Cobb shakes his head.

EAMES

There's a man here. Yusuf. He
formulates his own versions of the
compounds.

COBB

Let's go see him.

EAMES

Once you've lost your tail.
(Cobb reacts)
Back by the bar, blue tie. Came in
about two minutes after we did.

COBB

Cobol Engineering?

EAMES

They pretty much own Mombasa.

Cobb glances over the balcony.

COBB

Run interference. We'll meet
downstairs in half an hour.

EAMES

Back here?

COBB

Last place they'd expect.

Eames downs his drink. Rises. Walks over to the Businessman.

EAMES

Freddy!

The Businessman looks up, awkward.

EAMES

Freddy Simmonds, it *is* you!

Cobb nonchalantly SLIPS over the balcony DROPPING HARD into
the midst of the crowd on the street below.

EAMES

(looks harder)
Oh. No, it isn't.

EXT. STREET, MOMBASA - CONTINUOUS

Cobb stands up, PUSHES into the crowd- faces PEER at him- he
moves, trying to blend- TURNS- a SECOND BUSINESS MAN is
there.

COBB
(disarming smile)
Yes?

SECOND BUSINESSMAN
We need to-

Cobb HEAD BUTTS the Second Businessman, PUSHES past him-

The First Businessman races out of the bar, sees Cobb's wake, DIVES after him- Cobb RACES headlong through tight passageways, WEAVING through or KNOCKING into the locals...

He steps into a dark, crowded cafe, scanning the tables... the First Businessman enters, spots him. An AFRICAN MAN gets in Cobb's face, jabbering at him in Swahili- Cobb considers his options... the First Businessman DRAWS A GUN- Cobb bolts, steps up on a table and out an open window, SCRAMBLING into the alley outside...

Cobb LOOKS left, right... CUTS LEFT into a narrow, CROWDED alley- the alley NARROWS TO A DEAD END. Faces in the CROWD start to watch Cobb- PEOPLE start to SURROUND him- Cobb looks back the way he came- the two Businessmen are there, GUNS DRAWN-

Cobb sees a SMALL GAP between the buildings at the narrow end- he THROWS himself into it- gets STUCK HALFWAY...

The crowd bears down, GRABBING for him as Cobb struggles to SQUEEZE HIMSELF through the gap... Cobb's moving INCHES as his pursuers gain YARDS... the Crowd is upon him... he BURSTS FREE. TUMBLING onto the next street, ROLLING out of sight.

Cobb Jumps to his feet- in a market square. TWO MORE BUSINESSMEN move towards him. Cobb BOLTS but a CAR SKIDS UP, BLOCKS HIS PATH- the door opens- SAITO IS IN THE BACK.

SAITO
Care for a lift, Mr. Cobb?

COBB
(jumping in)
What brings you to Mombasa, Mr. Saito?

SAITO
I have to protect my investment.

EXT. COFFEE HOUSE - MOMENTS LATER

Eames stands on the pavement. The car pulls up. Cobb beckons from the rear window. Eames looks at Saito. Back to Cobb.

EAMES
This is your idea of losing a tail?

COBB
(shrugs)
Different tail.

INT. WORKSHOP - DAY

Arthur sits at the table, working on a mechanism. A small COUGH prompts him to look up: Ariadne is there.

ARTHUR
He said you'd be back.

ARIADNE
I tried not to come.

ARTHUR
But there's nothing else quite like
it.

ARIADNE
No paper, no pens... nothing
between you and raw, direct
creation.

Arthur picks up his mechanism.

ARTHUR
Shall we take a look at paradoxical
architecture?

Ariadne nods, takes off her coat and we-

CUT TO:

INT. PENROSE STEPS - LATER

Arthur leads Ariadne down some busy steps in a large glass and steel ATRIUM in an office complex.

ARTHUR
You're going to have to master a
few tricks if you're going to build
three complete dream levels.

A SECRETARY DROPS some papers as they pass...

ARIADNE
What sort of tricks?

They take a tight turn and continue down the next flight.

ARTHUR
In a dream, you can cheat
architecture into impossible
shapes.

(MORE)

ARTHUR (CONT'D)

That lets you create closed loops,
like the Penrose Steps. The
infinite staircase.

Ariadne FREEZES- THEY ARE IN THE EXACT SPOT THEY STARTED
DESCENDING FROM, next to the Secretary gathering her papers.

Ariadne puzzles at the impossible construction of the stairs.

ARTHUR

See...

Arthur stops her gently- they are on the highest step, with a
LARGE DROP to the next step. Arthur gestures at the drop.

ARTHUR

Paradox. A closed loop like this
helps you disguise the boundaries
of the dream you've created.

ARIADNE

How big do the levels have to be?

ARTHUR

Anything from the floor of a
building, to an entire city. But it
has to be complicated enough for us
to hide from the projections.

ARIADNE

A maze.

ARTHUR

And the better the maze-

ARIADNE

The longer we have before the
projections catch us.

Ariadne looks around. Sees people LOOKING at Arthur.

ARIADNE

My subconscious seems polite
enough.

ARTHUR

You wait, they'll turn ugly. No one
likes to see someone else messing
around in their mind.

ARIADNE

Cobb can't build anymore, can he?

ARTHUR

I don't know if he can't, but he won't. He thinks it's safer if he doesn't know the layouts.

ARIADNE

Why?

ARTHUR

He won't tell me. I think it's Mal. I think she's getting stronger.

ARIADNE

His ex-wife?

ARTHUR

She's not his ex.

ARIADNE

They're still together?

Arthur turns to Ariadne. Gentle.

ARTHUR

No. No, she's dead, Ariadne. What you see in there is just his projection of her.

ARIADNE

What was she like in real life?

ARTHUR

(quiet)

She was lovely.

CUT TO:

EXT. ROOFTOP, OLD TOWN, MOMBASA - DAY

Saito deposits a FILE in front of Cobb: PHOTOS, DOCUMENTS. As Cobb runs through them, he passes them to Eames.

SAITO

Robert Fischer, 32. Heir to the Fischer Morrow energy conglomerate. He's spent his whole life being groomed as successor-breaking up his father's empire will take a radical shift in his thinking.

COBB

What's your problem with Fischer?

SAITO

That's not your concern.

COBB

This isn't the usual corporate espionage, Mr. Saito. This is *inception*. The seed of the idea we plant will grow in this man's mind. It'll change him. It might even come to define him.

Saito looks at Cobb.

SAITO

My sources suggest you might not have always been so cautious.

COBB

Then you need new sources, Mr. Saito.

Saito considers Cobb. Shrugs.

SAITO

Fischer Morrow has the regulators in their pockets. We're the last company standing between them and total energy dominance and we can no longer compete. Soon they'll control the energy supply of half the world. They'll be able to blackmail governments, dictate policy. In effect, they become a new superpower. The world needs Robert Fischer to change his mind.

EAMES

That's where we come in. How's Robert Fischer's relationship to his father?

SAITO

Rumor is the relationship is complicated.

COBB

We'll need more than rumor, Mr. Saito.

Eames picks up a photo: a distinguished executive (68).

EAMES

Can you get me access to him? Browning. Fischer senior's right-hand man. Fischer junior's godfather.

SAITO
It should be possible. If you can
get the right references.

EAMES
References are something of a
specialty for me, Mr. Saito.

EXT. DECREPIT BUILDING, MOMBASA - LATER

Eames leads Cobb and Saito down uneven steps to a doorway.

INT. STAIRWELL - CONTINUOUS

Peeling paint, buzzing flies. They ascend to a dusty,
wire-reinforced glass door which Eames pushes open-

INT. PHARMACY - CONTINUOUS

Row upon row of wooden shelves holding hundreds of dusty
glass bottles of all shapes and colors. At the far end, a
portly 40-year-old man rises from behind his desk, beckoning.
This is YUSUF.

YUSUF
Come, come.

Eames shakes Yusuf's hand. Yusuf stops at Cobb.

YUSUF
Ah, yes. Mr. Cobb. I've heard so
very much about you.
(indicates chairs)
please.

Yusuf chases a CAT off Saito's chair.

YUSUF
Bloody cats.

Yusuf moves to a shelf and runs his fingers over the glass
bottles. None of them has a label.

YUSUF
You work using Somnacin, I think,
Mr. Cobb?

COBB
You're well informed, Mr. Yusuf.

Yusuf places a bottle on the desk in front of Cobb.

COBB
(dubious)
Somnacin?

YUSUF
(proudly)
Yusuf's Somnacin.

Yusuf pulls the stopper, holds it towards Cobb's nose.

COBB
As good as the real thing?

Yusuf WHIPS the bottle away from Cobb, offended.

YUSUF
Better.

Yusuf holds the bottle to the light, marveling.

YUSUF
Binds the dreamers tight. Let's
them dream as one. Makes it real.
Of course, if you'd prefer, you
could use Somnacin brand. *If* you
could explain to the international
control council what you wanted it
for.

Yusuf puts the bottle back onto the shelf. Sits.

YUSUF
You are seeking a chemist?
(Cobb nods)
To formulate compounds for a job?

COBB
And to come into the held with us.

YUSUF
I rarely go into the held, Mr.
Cobb.

COBB
We need you there to tailor
compounds to our particular
requirements.

YUSUF
Which are?

COBB
Great depth.

YUSUF
A dream within a dream? Two levels?

COBB

Three.

YUSUF

Not possible. That many dreams
within dreams would be too
unstable.

COBB

I've done it before. You just have
to add a sedative.

YUSUF

A *powerful* sedative. How many team
members?

COBB

Five.

SAITO

Six.

(to Cobb)

The only way to know you've done
the job is if I go in with you.

COBB

There's no room for tourists on
these jobs, Mr. Saito.

SAITO

This time, it would seem there is.

Cobb looks at him, uneasy. Yusuf pulls out another bottle.

YUSUF

Of course. I use it every day.

Yusuf hands it to Cobb, who considers the white liquid
inside.

COBB

For what?

Yusuf beckons them further into the pharmacy, to a METAL
DOOR. He STOPS- second thoughts.

YUSUF

Perhaps... you will not want to
see.

Cobb motions to continue. Yusuf pulls out a large key.

INT. BACK ROOM, PHARMACY - CONTINUOUS

A dark room with ROWS of low COTS. Each with a sleeping occupant. Tubes connect their wrists. An ELDERLY BALD MAN watches over them.

EAMES
(counting)
Eighteen, twenty-all connected,
bloody hell.

YUSUF
They come every day. To share the
dream.

Yusuf nods at the Elderly Bald Man, who moves to the nearest bed. Reaches out to the OCCUPANT. Gives his face a FIRM SLAP. The sleeper does not even stir.

YUSUF
See? Very stable.

COBB
How long do they dream?

YUSUF
Three, four hours. Every day.

COBB
How long in dream time?

YUSUF
With this compound... about forty
hours. Each and every day.

Saito surveys the room, appalled.

SAITO
Why do they do it?

YUSUF
Tell him, Mr. Cobb.

COBB
After a while...
(looks at Saito)
It becomes the only way you can
dream.

YUSUF
Do you still dream, Mr. Cobb?

Cobb STARES at the sleepers. Uneasy.

EAMES
They come here every day to sleep?

ELDERLY BALD MAN (O.S.)

No.

Cobb turns to the Elderly Bald Man, who looks fondly at his dreamers.

ELDERLY BALD MAN

They come to be woken up... the
dream has become their reality...

The Elderly Bald Man pokes a crooked finger at Cobb's chest.

ELDERLY BALD MAN

And who are you to say otherwise?

Cobb STARES at the Elderly Bald Man. DISTURBED. Cobb turns to Yusuf. TOSSES him the bottle.

COBB

Let's see what you can do.

INT. SAME - MOMENTS LATER

Cobb is lying on an empty cot, asleep. Yusuf stands over him. As we move in on Cobb's SLEEPING FACE we hear the sound of a FREIGHT TRAIN, BUILDING, and we-

CUT TO:

EXT. WASTELAND - DAY

CLOSE ON Cobb's face as he lies, EYES CLOSED, cheek pressed to a METAL RAIL- THE SOUND OF THE TRAIN IS DEAFENING- Cobb is BREATHING, BREATHING, BREATHING, and we-

CUT TO:

INT. BACK ROOM, PHARMACY - DAY

Cobb's eyes open. Yusuf is watching him.

YUSUF

Sharp, no?

Cobb nods. Gets to his feet, looking around-

INT. BATHROOM, PHARMACY - CONTINUOUS

Cobb SPLASHES water on his face, breathing hard- *INSERT CUT:*
A CURTAIN BILLOWS. MAL TURNS TO US, HAIR BLOWING, SMILING.
Cobb fumbles in his pockets, pulls out his spinning top. He tries to set it spinning on the back edge of the sink, but it FALLS to the floor and rolls towards the door- Saito is there. WATCHING Cobb. He looks down at the spinning top.

SAITO
Everything alright, Mr. Cobb?

Cobb dries his face with a paper towel. Picks up his top.

COBB
Everything's fine.

INT. BACK ROOM, WORKSHOP - NIGHT

Close on a small BRASS CHESS PIECE. Ariadne tips it over. Frowning, she picks up a micro drill, peels back the felt on the bottom and widens a hole in one side of its base. Tests the TIPPING POINT again. A NOISE makes her look up.

INT. WORKSHOP - CONTINUOUS

Ariadne comes into the main space. Someone is there, unpacking one of the MECHANISMS. Cobb.

ARIADNE
You're back.

Cobb looks up with a start. Caught out.

ARIADNE
Are you going under on your own?

COBB
I just-I need to test some things.
I didn't realize anyone was here.

ARIADNE
Just working on my totem.

Ariadne holds up the chess piece. Cobb reaches for it.

COBB
Let me see-

Ariadne SNAPS it out of his reach. Smiles. Cobb nods.

COBB
You're learning.

ARIADNE
It's an elegant solution to keeping
track of reality. Your invention?

COBB
No. Mal's.

Cobb pulls out his spinning top. Looks at it.

COBB

This one was hers. She'd spin it in a dream and it would never topple. Just spin and spin...

ARIADNE

Arthur told me she died.

COBB

She did. How are the mazes coming?

Ariadne indicates three large ARCHITECTURAL MODELS.

ARIADNE

Good. Each level relates to the part of the subject's subconscious we're trying to access. I'm making the bottom level a hospital, so that Fischer will bring his father there-

COBB

Don't tell me. Remember, you only want the dreamer to know the layout.

ARIADNE

Why's that so important?

COBB

In case one of us brings in part of our subconscious. You wouldn't want any projections knowing the layout.

ARIADNE

In case you bring Mal in.

Cobb says nothing.

ARIADNE

You won't build yourself because if you know the maze, then she knows it. And she'd sabotage the operation. You can't keep her out, can you?

Cobb says nothing.

ARIADNE

Do the others know?

COBB

No.

ARIADNE

You have to warn them if it's
getting worse-

COBB

(gentle)

I didn't say it's getting worse.
Look, Ariadne, I need them for this
job. I need you for this job.
Without your help, I'll never get
back to my children. And that's all
I can care about right now.

ARIADNE

Why can't you go home, Cobb?

Cobb looks at her, deciding what to say.

COBB

They think I killed her.

ARIADNE

How did she die?

Cobb thinks.

*INSERT CUT: Mal, wind BLOWING her hair, smiles at Cobb. Now
we see Cobb- SHAKING HIS HEAD, TEARS STREAMING, BEGGING-*

COBB

Thank you.

ARIADNE

For what?

COBB

Not asking whether I did.

INT. WORKSHOP - DAY

Ariadne, Arthur, Yusuf, Eames and Saito sit around the room,
looking at FILES. Cobb presides.

COBB

The mark is Robert Fischer, heir to
the Australian energy conglomerate,
Fischer Morrow.

Cobb opens a large presentation pad.

COBB (reads aloud)

"I WILL SPLIT UP MY FATHER'S
EMPIRE."

Cobb turns to the team.

COBB

An idea Robert Fischer's conscious mind would never accept. We have to plant it deep in his subconscious.

ARTHUR

How deep?

COBB

Three levels down.

ARTHUR

A dream within a dream within a dream? Is that even possible?

COBB

Yes. It is.

COBB

Now, the subconscious motivates through emotion, not reason, so we have to translate the idea into an *emotional* concept.

ARTHUR

How do you translate a business strategy into an emotion?

COBB

That's what we have to figure out. Robert and his father have a tense relationship. Worse, even, than the gossip columns have suggested...

EAMES

Do you play on that? Suggest breaking up his father's company as a 'screw you' to the old man?

COBB

No. Positive emotion trumps negative emotion every time. We yearn for people to be reconciled, for catharsis. We need *positive* emotional logic.

Eames thinks. Paces. Looking back at the board.

EAMES

Try this... "MY FATHER ACCEPTS THAT I WANT TO CREATE FOR MYSELF, NOT FOLLOW IN HIS FOOTSTEPS."

COBB

That might work.

ARTHUR
Might? We'll have to do better than that.

EAMES
Thanks for the contribution, Arthur.

ARTHUR
Forgive me for wanting a little specificity, Eames.

COBB
Inception's not about specificity. When we get inside his head, we're going to have to work with what we find.

Arthur shrugs, frustrated. And we-

CUT TO:

EXT. NEW YORK STREETS - DAY

The team are in the middle of a DESERTED intersection. Ariadne is showing Yusuf aspects of the geography.

EAMES
We could split the idea into emotional triggers, and use one on each level.

COBB
How do you mean?

EAMES
On the top level, we open up his relationship with his father.... Say: "I WILL NOT FOLLOW IN MY FATHER'S FOOTSTEPS." Next level down we've accessed his ambition and self-esteem. We feed him: "I WILL CREATE SOMETHING MYSELF." Then, the bottom level, we bring out the emotional big guns...

COBB
"MY FATHER DOESN'T WANT ME TO BE HIM."

EAMES
That could do it.

ARTHUR
How do you produce these emotional triggers?

EAMES

I forge each emotional concept in
the style and manner of Peter
Browning, a key figure in Fischer's
emotional life.

Two AFRICAN PEDESTRIANS wander into view.

ARTHUR

Are those yours?

Eames shakes his head. Cobb turns to Yusuf.

ARTHUR

Yusuf?

YUSUF

Yup. Sorry.

COBB

Suppress them. We don't bring our
own projections into the dream-we
let Fischer's subconscious supply
the people.

EAMES

Saito, when do I get to see
Browning?

SAITO

You fly out to Sydney on Tuesday.
We've arranged for you to spend
several days...

INT. ANTEROOM, MAURICE FISCHER'S OFFICE - DAY

Eames sits in the crowded room. Boxes and files are piled
high. Browning stands by a pair of double doors.

SAITO (V.O.)

*...as part of a consulting
litigation team working for
Browning.*

BROWNING

I'm not smelling settlement here-we
take them down.

LAWYER

Mr. Browning, Maurice Fischer's
policy is always one of avoiding
litigation-

Browning turns to the lawyer. Calm, but POWERFUL.

BROWNING
Shall we relay your concerns
directly to Maurice?

Browning opens the doors to Maurice Fischer's inner office.
Eames leans in to watch as Browning beckons the Lawyer into-

INT. MAURICE FISCHER'S INNER OFFICE - CONTINUOUS

The office is a MAKESHIFT HOSPITAL ROOM: a BED where the desk should be. Browning addresses a figure at the window. ROBERT FISCHER, 30'S, abstracted.

BROWNING
How is he?

Fischer turns to Browning. Motions silence, as he glances at his FATHER in the bed. Wheezing gently.

BROWNING
I don't want to bother him
unnecessarily but I know he-

FATHER
Robert! I've told you to keep out
the damn!-

MAURICE LASHES OUT, KNOCKING things from his bedside table. A NURSE calms Maurice as Fischer crouches to retrieve a FRAMED PHOTOGRAPH. He looks at the photo through the broken glass- a YOUNG BOY holds a PINWHEEL CLEARLY MADE BY A CHILD (each of the points is numbered in pen), his FATHER blows on it.

BROWNING
Must be a cherished memory of his-

FISCHER
I put it by his bed. He hasn't even
noticed.

BROWNING
Robert, we have to talk about a
power of attorney. I know this is
hard for you, but it's important
that we start to think about the
future-

FISCHER
Not now, Uncle Peter.

Browning looks at Fischer, considering. Biding his time.

EAMES (V.O.)
*The vultures are circling. The
sicker Maurice Fischer becomes, the
stronger Peter Browning becomes...*

Eames WATCHES Browning, STUDYING his every move .

INT. BATHROOM - DAY

Eames gestures at a mirror, as if offering to shake hands...

EAMES (V.O.)
*I've had time to learn Browning's
 physical presence and mannerisms...*

In the mirror: BROWNING GESTURES BACK.

INT. WORKSHOP - CONTINUOUS

EAMES
 Now, in the dream, I can impersonate
 Browning and suggest the concepts to
 Fischer's conscious mind...
 (draws a diagram)
 Then we take Fischer down another
 level and his own subconscious
 feeds it right back to him.

ARTHUR
 (impressed)
 So he gives *himself* the idea.

EAMES
 Precisely. That's the only way
 to make it stick. It has to seem
self-generated.

ARTHUR
 Eames, I'm impressed.

EAMES
 Your condescension, as always, is
 much appreciated, Arthur.

CUT TO:

INT. DESERTED HOTEL LOBBY - DAY

The team sit on the steps of the large marble lobby,
 debating. Ariadne is showing Arthur the lobby.

EAMES
 He's not scheduled for surgery, no
 dental, nothing.

COBB
 I thought he had some knee thing?

EAMES
 Nothing they'd put him under for.
 Besides, we need a good ten hours.

SAITO
Sydney to Los Angeles.

They turn to Saito.

SAITO
Twelve hours and forty-five
minutes-one of the longest flights
in the world. He makes it every two
weeks...

EXT. AIRFIELD - DAY

Fischer steps out of a black town car and walks across the
tarmac towards a GULF STREAM JET, accompanied by two aides.

COBB (V.O.)
Surely he flies private?

SAITO (V.O.)
*Not if there were unexpected
maintenance with his plane.*

Fischer is met at the steps by a DISTRAUGHT FLIGHT OFFICER.

INT. HOTEL LOBBY - DAY

Cobb chews this over. Arthur comes over.

ARTHUR
It'd have to be a 747.

COBB
Why?

ARTHUR
On a 747 the pilots are up above,
first class is in the nose so
nobody walks through the cabin.
We'd have to buyout the whole
cabin, and the first class flight
attendant-

SAITO
We bought the airline.

Everyone turns to Saito.

SAITO
It seemed... neater.

COBB
Neater, huh?
(gets to his feet)
Well, now we have ten uninterrupted
hours.

(MORE)

COBB (CONT'D)
(to Ariadne)
Nice lobby, by the way.

And we-

CUT TO:

INT. WORKSHOP - DAY

The group is back in the workshop, deep in discussion.

ARTHUR
My question is how we go down three
layers with enough stability. Three
layers down a little turbulence is
gonna translate into an *earthquake*.
The dreams are gonna collapse with
the slightest disturbance.

Yusuf clears his throat.

YUSUF
Sedation. For sleep stable enough to
create three layers of dreaming...

INT. MAKESHIFT LAB - DAY

Yusuf depresses a plunger. Arthur is SLEEPING in a chair.

YUSUF (V.O.)
*We will have to combine it with an
extremely powerful sedative....*

Eames SLAPS Arthur, HARD. Arthur does not stir.

INT. WORKSHOP - DAY

Arthur unconsciously rubs his cheek.

YUSUF
The compound we'll be using to
share the dream is an advanced
Somnacin derivative. It creates a
very clear connection between
dreamers, whilst actually
accelerating brain function.

CUT TO:

COBB
Buying us more time in each level.

YUSUF
Brain function in the dream will be
about twenty times normal.
(MORE)

YUSUF (CONT'D)

And when you go into a dream within
that dream the effect is
compounded.

ARIADNE

How much time?

YUSUF

Three dreams... that's ten hours,
times twenty, times twenty, times
twenty...

EAMES

Math was never my strong suit.

COBB

It's basically a week one layer
down, six months two layers down-

ARIADNE

And ten years in the third level.
Who wants to spend ten years in a
dream?

YUSUF

Depends on the dream.

EAMES

It's not going to take us long to
crack Fischer open once we get
going. We'll be out in a couple
days, max.

ARTHUR

How do we get out once we've made
the plant?

(to Cobb)

I hope you've got something a
little more elegant in mind than
shooting me in the head like last
time.

Arthur tilts back in his chair. Yusuf turns to Cobb.

COBB

A kick.

ARIADNE

What's a kick?

Eames slips his foot under Arthur's chair leg. TIPS it-
Arthur's legs SHOOT UP INSTINCTIVELY for balance-

EAMES

That, Ariadne, would be a kick.

COBB

That feeling of falling which snaps
you awake. We use that to jolt
ourselves awake once we're done.

ARTHUR

But how are we going to feel that
through the sedation?

YUSUF

That's the clever part. I customize
the sedative...

INT. MAKESHIFT LAB - DAY

Cobb, Eames and Yusuf watch Arthur, ASLEEP, in a chair.

YUSUF (O.S.)

*To leave inner ear function
unimpaired...*

Yusuf, with a wicked grin, slowly TIPS Arthur's chair
backwards... as he falls, Arthur's body JERKS, EYES OPENING
just before he HITS the floor.

INT. WORKSHOP - DAY

Arthur thinks, nodding slowly.

YUSUF

That way, however deep the sleep, the
sleeper will still feel falling...

INT. MAKESHIFT LAB - DAY

Yusuf gleefully LEANS a SLEEPING ARTHUR to one side ...

YUSUF (V.O.)

Or tipping...

Arthur goes down with a CRASH, JERKING AWAKE-

INT. WORKSHOP - DAY

Arthur thinks this through.

ARTHUR

Even that won't cut through *three*
layers of deep sleep.

COBB

The trick is to devise a kick for
each level, then *synchronize* them
to get a snap that penetrates all
three layers.

Arthur looks at Cobb, getting it.

ARTHUR

We can use the musical countdown to
synchronize the different kicks.

INT. WORKSHOP - NIGHT

Ariadne comes into the darkened main space. Cobb is lying on one of the chairs, asleep. Plugged into the mechanism. Ariadne stands over him. Watching.

She opens the case, PULLS one of the tubes, sits, checking the dials as she injects the needle cap into her arm, and we-

CUT TO:

INT. CAGE STYLE ELEVATOR - DAY

Ariadne ascends. She looks at the buttons. Spots the "B." The elevator STOPS. She looks through the grill at-

INT. YOUNG GIRL'S BEDROOM - DAY

Ariadne pulls back the grill and walks across the room, considering the dusty furnishings. At the window is a doll's house, front slightly ajar. Ariadne opens it. Inside is a SAFE. She tries it. LOCKED. A NOISE STARTLES her- she turns, looking through a doorway into another room...

INT. LIVING ROOM - CONTINUOUS

Ariadne looks into the room to see Cobb and Mal talking, arguing. A private moment. Mal brushes at Cobb's hair, trying to convince him. We hear snatches of conversation-

MAL

You remember when you asked me to
marry you?

COBB

Of course...

MAL

You said you had a dream...

COBB

That we'd grow old together.

MAL

And we can. You know how to find
me... you know what you have to do.

Cobb is shaking his head, gently. Mal looks into Cobb's eyes- gentle, loving... Mal SPOTS Ariadne spying on them.

FREEZES, staring, hostile. Cobb turns, sees Ariadne, moves towards her, leaving Mal.

COBB
You shouldn't be in here.

Cobb guides her back into the elevator.

ARIADNE
I wanted to know what "tests" you
need to do on your own every night.

INT. CAGE STYLE ELEVATOR - DAY

Cobb shuts the CAGE DOOR. Ariadne hits a button. The elevator RISES. Through the GRILL Ariadne can see a BEACH stretching off into the distance. The elevator stops. Mal sits on the sand. Beside her, the two children are crouched, away from us, building a SANDCASTLE.

ARIADNE
Why do you do this to yourself?

COBB
This is the only way I can still
dream.

ARIADNE
Is it so important to dream?

Cobb stares at his family.

COBB
In my dreams... we're still together.

The kids, WITHOUT TURNING AROUND, jump up and RUN AWAY.

INT. CAGE STYLE ELEVATOR - CONTINUOUS

The elevator descends.

ARIADNE
But these aren't just dreams, are
they? They're memories. You said
never to use memories.

COBB
And I shouldn't.

ARIADNE
You're keeping her alive.

COBB
No.

ARIADNE
You can't let her go.

COBB
No. These are moments I regret.
Moments I turned into dreams so I
could change them.

Ariadne's fingers move across the buttons- stop at the "B."

ARIADNE
What've you got buried down there
that you regret?

Cobb pushes her hand away. Hits the third floor button.

COBB
There's only one thing I need you
to understand about me...

INT. KITCHEN, COBB AND MAL'S HOUSE - MOMENTS LATER

Ariadne follows Cobb into the kitchen. A THIN MAN is there,
standing by the table. He holds a FOLDED PIECE OF PAPER.

ARIADNE
This is your house?

COBB
Mine and Mal's.

ARIADNE
Where is she?

COBB
She'd already died.

The Thin Man offers Cobb the piece of paper. A CHILD'S SHOUT-
Cobb TURNS. Ariadne follows his gaze to the garden. A small
blonde boy faces away from them, crouched on his haunches to
look at something on the ground.

COBB
It's James. My boy. He's found
something. Maybe a worm.

A slightly older girl RUNS into view.

COBB
And there's Philippa.

She crouches beside the boy. Their FACES ARE AWAY FROM US.
They point and discuss whatever is on the ground.

COBB
 I thought about calling out, so
 they'd turn and smile those
 incredible smiles... but I'm out of
 time-

The Thin Man thrusts the paper into Cobb's hand.

THIN MAN
 Right now. Or never, Cobb.

Cobb nods, turns from the window-

COBB
 Then I panic that I'll always wish
 I'd seen them turn, that I can't
 waste this chance...

Cobb TURNS BACK to call out- but the children RACE OFF...

COBB
 But the moment's passed. And
 whatever I do, the dream's always
 the same... When I'm about to
 call... they run.

Cobb watches them run off, calling for grandma, FACES UNSEEN.

COBB
 If I'm going to see their faces
 again-I've got to get back here in
 the real world...

Behind him, Ariadne SLAMS the grill shut. Cobb TURNS.

INT. CAGE STYLE ELEVATOR - CONTINUOUS

Ariadne hits the BASEMENT button. The elevator starts to
 DESCEND. ariadne STARES, fascinated as glimpses of floors
 slip past: Mal's childhood bedroom, a thundering wall of
 freight train... The elevator STOPS. Through the grill
 Ariadne sees a HOTEL SUITE. She pulls open the grill, steps
 cautiously out into-

INT. ELEGANT HOTEL SUITE - CONTINUOUS (NOW NIGHT)

DISHEVELED bedclothes, UPENDED room service table,
 STRAWBERRIES across the floor. A STRUGGLE. Ariadne steps
 forwards- SMASH- she looks down to see that she has kicked
 over a CHAMPAGNE FLUTE. Ariadne feels a draught. The CURTAIN
 BILLOWS.

MAL (O.S.)
 What are you doing here?

Ariadne TURNS. Mal is there.

ARIADNE

My name is-

MAL

I know who you are. What are you doing here?

ARIADNE

I don't know. Trying to understand.

MAL

How could you understand? Do you know what it is to be a lover? To be half of a whole?

ARIADNE

No.

Mal moves slowly towards Ariadne...

MAL

I'll tell you a riddle. You're waiting for a train. A train that will take you far away. You know where you hope this train will take you, but you don't know for sure...

Mal glides around Ariadne, looking her over.

MAL

But... it *doesn't matter*. How can it not matter to you where that train will take you?

COBB (O.S.)

Because you'll be together.

Cobb is standing in the elevator. Mal nods. Looks at him.

MAL

How could you bring her *here*, Dom?

ARIADNE

What is this place?

COBB

A hotel. We spent our anniversaries in this suite.

ARIADNE

What happened here?

Mal picks up the BROKEN STEM of a champagne flute...

INT. CAGE STYLE ELEVATOR - CONTINUOUS

Cobb PULLS Ariadne into the elevator- Mal THROWS herself towards Ariadne- Cobb SLAMS the GRILL- Mal SMASHES against it AGAIN and AGAIN like a WILD ANIMAL- Ariadne FLINCHES-

MAL
you PROMISED! YOU SAID WE'D BE
TOGETHER!-

COBB
We can. We will. But I need you to
stay here for now-

MAL
YOU SAID WE'D GROW OLD TOGETHER!-

Cobb pushes a button and the elevator starts to rise.

COBB
I'll come back. I need you to stay
here on your own for now. Just
while I do this job. Then we can be
together-

MAL
WE'LL BE TOGETHER-YOU PROMISED!-

Mal THROWS herself against the grill, and. we-

CUT TO:

INT. WORKSHOP - NIGHT

Ariadne watches Cobb sleeping. His eyes gradually flicker open. He sees her watching him.

ARIADNE
You think you can just build a
prison of memories to lock her in?
You think that's going to contain
her?

The LIGHTS COME ON: Saito and Arthur stand in the doorway.

SAITO
Maurice Fischer just died in Sydney.

COBB
When's the funeral?

SAITO
Thursday. In Los Angeles.

COBB
Robert'll accompany the body
Tuesday at the outside. We have to
move.

Cobb gets up. Ariadne comes over to him.

ARIADNE
(low)
I'm coming with you.

COBB
No. I promised Miles.

ARIADNE
The team needs someone in there who
understands what you're struggling
with. If you don't want it to be me
then you need to show Arthur what I
just saw.

Cobb looks at Ariadne. Turns to Saito.

COBB
We need one more seat on the plane.

INT. DEPARTURE GATE, SYDNEY - DAY

Saito stands looking out the window at a 747. Cobb arrives
beside him. They watch a COFFIN being loaded.

COBB
If I get on this plane and you
haven't taken care of things...
when we land I go to jail for the
rest of my life.

SAITO
Complete the job en route, I make
one phone call from the plane...
you will have no trouble clearing
immigration.

INT. FIRST CLASS CABIN, 747 - CONTINUOUS

The luxurious cabin has only ten seats. Cobb finds his- sees
Ariadne in the seat behind his. They do not acknowledge each
other. Behind her is Arthur, looking out the window. Eames
enters, STUFFS his bag into the overhead bin, BLOCKING the
passenger behind: ROBERT FISCHER, standing there, patient,
bag in hand, wearing black.

EAMES
Oh, sorry.

Eames SQUEEZES up against his seat to let Fischer BRUSH PAST. Fischer moves to his seat, directly in front of Cobb. Eames TOSSES Cobb a PASSPORT. Cobb flips it open: Fischer's. Pockets it. Yusuf and Saito enter, take their seats.

EXT. RUNWAY - MOMENTS LATER

The 747 HURTLES down the runway.

INT. FIRST CLASS CABIN, 747 - MOMENTS LATER

Cobb looks down at his hand: a TINY VIAL taped to the center of his palm. He removes the cap. The seatbelt sign goes dark. Cobb unbuckles, stands.

COBB

Excuse me?

Fischer looks up.

FISCHER

Yes?

COBB

I think this is yours...

Cobb holds up the open passport, comparing the picture to Fischer. Fischer's hand goes to his pocket. Cobb hands Fischer the passport.

FLIGHT ATTENDANT

Would you gentlemen care for a drink?

FISCHER

Water.

COBB

Same.

Fischer gives Cobb a thin smile. Holds up his passport.

FISCHER

Well, thank you.

COBB

No problem. Look, I couldn't help noticing your name. You're not related to *Maurice* Fischer?

Fischer takes a beat. But Cobb seems harmless.

FISCHER

Actually, he was my father.

COBB
I'm very sorry for your loss. He
was an inspiring figure.

The Flight Attendant brings their drinks- Cobb takes them.

COBB
Thanks.

As he turns to Fischer he LOWERS his right hand ... a CLEAR
LIQUID DROPS into Fischer's water as Cobb hands it to him.

COBB
To Maurice Fischer.
(they drink)
I'll leave you in peace.

Fischer grants him a smile.

EXT. 747 - LATER

The great plane SOARS through a burning cloudscape.

INT. FIRST CLASS CABIN, 747 - MOMENTS LATER

Cobb reaches into the overhead for a blanket- lets it fall
onto Fischer's head- Fischer doesn't flinch. ASLEEP. Cobb
SIGNALS the others. The First Flight Attendant unlocks a
CUPBOARD in the galley, then leaves, closing the curtain.
Arthur moves into the galley and pulls out a MECHANISM CASE.

Cobb and Arthur open the mechanism- uncoil the tubes- feed
them around the window side of each of the seats. Arthur
rolls up Fischer's cuff- PUSHES the needle cap into Fischer's
wrist. Arthur pulls Fischer's cuff down and hides the tubes
behind the armrest of Fischer's seat.

Arthur runs the next tube to Ariadne. Cobb puts the case on
Yusuf's lap. Yusuf checks the TIMERS, tapping the syringes.
The others recline their seats. Yusuf HITS A BUTTON- closes
the case- places it at his feet. He settles back, and we-

CUT TO:

INT. SEDAN - DAY

Cobb DRIVES. Saito and Arthur are in the back. Rain BEATS
down. Cobb pulls over-

EXT. NEW YORK STREETS - CONTINUOUS

Yusuf stands on the corner, silver briefcase in hand, collar
turned up against the rain. He reaches for the door.

INT. SEDAN - CONTINUOUS

Yusuf clambers into the back, brushing rain from his face.

ARTHUR
(indicates rain)
Couldn't you have peed before you
went under?

YUSUF
Sorry.

The front door OPENS and Eames climbs in, soaked.

EAMES
Bit too much free champagne before
takeoff, Yusuf?

YUSUF
Ha bloody ha.

COBB
At least we know he'll be looking
for a cab in this.

INT./EXT. SEDAN ON RAINY NEW YORK STREETS - CONTINUOUS

Cobb pulls out into the heavy traffic. He weaves around
several cars before lining up behind a YELLOW CAB.

COBB
Brace yourselves.

Cobb hits the gas- REAR ENDS the cab with a CRUNCH. The
CABDRIVER gets out, fuming. Heads to Cobb's window-

CABDRIVER
Hey, asshole! Why don't you try
driving without your thumb up-

He sees the SILENCED PISTOL Cobb is holding at his belly.

COBB
Walk away.

The Cabdriver backs off. Arthur climbs into the cab. Both
cars pull away.

INT./EXT. CAB ON RAINY NEW YORK STREETS - CONTINUOUS

Arthur SLOWS in front of the TRAIN STATION, peering at the
pedes pedestrians. He SPOTS Fischer, lights the cab's sign.
Fischer FLAGS him down. Fischer JUMPS into the back, brushing
rain from his shoulders.

FISCHER
Third and Market. Snappy.

Eames JUMPS in from the other side.

FISCHER
What're you doing?

EAMES
Sorry, I thought it was free. Maybe
we could share.

FISCHER
Maybe not.

Saito gets into the front passenger seat. Pointing a gun.

FISCHER
Great.

Arthur pulls away. Fischer pulls out his wallet and tosses it
at Eames.

FISCHER
(contemptuous)
There's 500 dollars in there. And
the wallet's worth more than that.
For that you ought to at least drop
me at my stop.

Eames smiles at this.

EAMES
I'm afraid-

A SHOT SHATTERS the window by Eames's head- another SHOT
IMPACTS by Saito-

EAMES
Get us out of here!

Arthur hits the gas, but a BLACK S.U.V. SKIDS sideways in
front, BLOCKING the path-

A BLOCK BEHIND- Cobb is at a light. ARIADNE is getting in the
front. Cobb has HEARD the GUNFIRE-

COBB
Come on!-

Cobb looks ahead to the AMBUSH, hits the gas- the sedan
ROCKETS forwards... but BAM- A FREIGHT TRAIN CLIPS THE FRONT
OF THE SEDAN, SHOVING IT SIDEWAYS AS AN ENDLESS TRAIN BARRELS
PAST, A WALL BETWEEN COBB AND THE AMBUSH-

A SECOND S.U.V. is behind the cab- PLAIN CLOTHES SECURITY MEN advance through the traffic, weapons trained on the cab. Bullets RIP into the cab as Eames throws himself on top of Fischer, PULLING a SACK over his head-

Inside the sedan, Ariadne watches the train passing-

ARIADNE

This wasn't in the design-

Cobb BACKS UP, SPINS around, heading for the tail of the train-

A Security Man emerges from the front S.U.V. carrying an AUTOMATIC RIFLE- he steps towards the cab through the rain, raises his weapon and BLASTS THE CAB'S WINDSCREEN-

Cobb clears the end of the train, and SKIDS across the tracks-

Arthur CROUCHES down- PUSHES the accelerator with his HAND- YANKS the wheel- FLYING BLIND. The cab NAILS the Security Man, CRUNCHING into the front S.U.V.-

Cobb SMASHES his car into the rear S.U.V., creating a GAP-

Arthur YANKS the transmission and REVERSES- SCRAPING through the gap- Security Men DIVE out of the way- Arthur throws a ragged J-turn to head down a SIDE STREET- Cobb follows in the other car. Rain whips across Arthur's face as he BREATHE-

ARTHUR

Everybody okay? Saito?

Arthur looks at Saito. Saito's hand is at his belly. Covered in BLOOD.

EXT. WAREHOUSE - MOMENTS LATER

The sedan and cab pull into the side entrance- Eames jumps out- PULLS the shutter down behind them-

INT. WAREHOUSE - CONTINUOUS

Yusuf and Eames PULL Fischer from the cab, HUSTLING him through a doorway. Cobb JUMPS out of the sedan, furious.

COBB

Arthur! Arthur what the-

Arthur pulls the bloody Saito from the front seat.

COBB

Oh, Christ. Is he dying?

ARTHUR

I don't know. What happened back there? Where were you?

COBB

We were blocked by a freight train.

ARTHUR

(to Ariadne)

Why would you put a train crossing in a downtown intersection?

ARIADNE

I didn't.

COBB

(snaps)

Why were we all ambushed, Arthur?! Those weren't regular projections- they'd been *trained*!

ARIADNE

How could they be trained?

ARTHUR

Fischer's had an extractor teach his mind to defend itself. His subconscious is militarized. It should've shown on the research-

COBB

So why the hell didn't it?!

ARTHUR

Calm down.

COBB

Don't tell me to calm down-you were meant to check Fischer's background thoroughly. You can't make this kind of mistake-we're not prepared for this kind of violence-

ARTHUR

Cobb, we've dealt with sub-security before. We just have to be more-

COBB

This wasn't part of the plan, Arthur!
(points at Saito)
He's *dying*!

EAMES

So we put him out of his misery.

Eames steps into the room, pulls his gun and moves over Saito.

COBB

No.

EAMES

He's in agony. Let's wake him up-

Cobb GRABS Eames's arm.

COBB

No!

(they lock eyes)

It won't wake him up.

EAMES

What do you mean, it won't wake him? When you die in a dream you wake up.

YUSUF

Not from this. We're too heavily sedated to wake up that way.

Eames looks at Yusuf, then to Cobb.

EAMES

So what happens if one of us dies?

COBB

That person doesn't wake up. Their mind drops into Limbo.

ARIADNE

Limbo?

ARTHUR

Unconstructed dream space.

ARIADNE

What's down there?

ARTHUR

Raw, infinite subconscious. Nothing there but what was left behind by anyone on the team who's been trapped there before. On this team... just Cobb.

ARIADNE

How long would we be stuck there?

YUSUF

You couldn't even think about
trying to escape until the sedation
eases-

EAMES

How long?

YUSUF

Decades-it could be infinite-I
don't know! Ask him-he's the one
who's been there before!

Eames moves to Cobb. Looks him in the eye.

EAMES

Great. So now we're stuck in
Fischer's mind battling it out with
his private army, and if we get hit
we're stuck in Limbo 'til our
brains dissolve into scrambled egg?

Cobb says nothing. Saito groans more loudly.

ARTHUR

Let's just get him upstairs.

INT. OFFICE, WAREHOUSE - MOMENTS LATER

Saito is laid out on an old desk. Arthur examines him. He
motions to Ariadne. Eames watches Cobb.

ARTHUR

Hold this. Firm pressure.

Arthur turns to Cobb.

ARTHUR

You knew the risks and you didn't
tell us.

COBB

There wasn't meant to be any risk.
We weren't supposed to be dealing
with a load of gunnre.

ARTHUR

You had no right.

COBB

It's the only way you can go three
layers deep, Arthur.

Arthur turns to Yusuf, hostile.

ARTHUR
And you. You went along with this?

YUSUF
I trusted him.

ARTHUR
You trusted him? When? When he
promised you half his share?

YUSUF
(offended)
No! His whole share. Plus, he told
me he'd done it before.

Arthur turns to Cobb.

ARTHUR
Oh, yeah? With Mal? That worked out
great, didn't it, Cobb?

Cobb grabs Arthur.

COBB
You don't know anything about that.
This was the only way to do this
job, Arthur. I did what I had to do
to get back to my children.

EAMES
So you led us into a war zone with
no way out.

COBB
We have a way out. The kick. We
just have to push on, do the job as
fast as possible and get out using
the kick.

EAMES
Forget it. We go any deeper, we
just raise the stakes. I'm sitting
it out on this level.

COBB
You'll never make it, Eames.
Fischer's security is surrounding
this place as we speak. The ten
hours of the flight is a week at
this level-you'll never make it
without getting killed. Downwards
is the only way forwards. We have
to carry on.

Saito groans. Cobb looks at him-

COBB

And we have to do it fast.

Eames and Arthur weigh this.

COBB

Eames, go get ready. Arthur, let's get in there and soften him up.

INT. BATHROOM, WAREHOUSE - LATER

Cobb and Arthur, wearing BALACLAVAS, PULL the sack from Fischer's head. He is chained to the radiator.

FISCHER

I'm insured against kidnapping up to ten million-this'll be simple-

COBB

No, it won't.

Fischer looks at Cobb, unnerved.

ARTHUR

In. your lather's office, below the bookshelves, is his personal safe. We need the combination.

FISCHER

I never noticed a safe-

COBB

Doesn't mean you don't know the combination.

FISCHER

Well, I don't.

ARTHUR

We have it on good authority that you do.

FISCHER

Whose?

INT. OFFICE, WAREHOUSE - CONTINUOUS

Yusuf looks through Fischer's wallet. Eames is opening a HINGED, THREE-WING MIRROR.

YUSUF

Five hundred dollars, this cost?

EAMES

What's inside?

YUSUF

Cash, cards, ID... and this-

Yusuf holds up a SNAPSHOT: the photo from Maurice Fischer's office- YOUNG ROBERT holds his HOMEMADE PINWHEEL, his FATHER blows on it. Eames takes it from Yusuf. STUDIES it. Cobb enters. Eames hands him the snapshot.

EAMES

Useful?

Cobb studies the snapshot. Eames examines himself in the hinged mirror from multiple angles: ONE BY ONE the myriad Eames reflections BECOME BROWNING. Cobb pockets the photo.

COBB

You're on. You've got an hour.

EAMES

An hour? I was supposed to have all night to crack him.

COBB

And Saito was supposed to keep his guts on the inside. You've got an hour-get something we can use.

Eames turns from the mirror AS BROWNING. He glances at his watch, then SCREAMS, as if begging for mercy-

INT. BATHROOM, WAREHOUSE - CONTINUOUS

Browning's CRY reverberates- Fischer looks up, concerned-

FISCHER

What's that?

ARTHUR

Good authority.

Another cry rings out. Fischer recognizes the voice.

FISCHER

Uncle Peter?! Make them stop-

ARTHUR

The combination.

FISCHER

I don't know it!

ARTHUR

Why would Browning tell us you did?

FISCHER

Let me talk to him-I'll find out.

INT. BATHROOM, WAREHOUSE - MOMENTS LATER

Cobb pushes Browning (Eames), bloody and bruised, into the room and forces him down next to Fischer. Cobb handcuffs Browning's wrist to a metal bracket on the side of the sink.

COBB

You've got an hour. Get talking.

Cobb leaves.

BROWNING (EAMES)

They've had me for two days.
They've got someone with access to
your father's office and they're
trying to open his safe-they
thought I'd know the combination,
but I don't-

FISCHER

Neither do I, Uncle Peter.

BROWNING

(confused)

Maurice told me that after he
passed only you would be able to
open it.

FISCHER

He never gave me the combination.

Browning thinks for a minute. Realizes something.

BROWNING

He did, he just didn't tell you
that it was a combination.

FISCHER

What, then?

BROWNING

Something only you would know. Some
meaningful combination of numbers
from your experiences with Maurice-

FISCHER

We didn't have a lot of meaningful
experiences together.

BROWNING

Perhaps after your mother died...

FISCHER

After my mother died, I went to him
in my grief.

(MORE)

FISCHER (CONT'D)

You know what he told me? "There's really nothing to be said, Robert."

BROWNING

He always had a hard time with emotional-

FISCHER

I was *eleven*, Uncle Peter.

Browning (Eames) takes this in.

BROWNING

He loved you, Robert. In his way.

FISCHER

"In his way?" At the end he called me to his deathbed. He could barely speak, but he took the trouble to say one last thing to me. He pulled me close... I could make out only one word. "Disappointed."

Browning can say nothing.

INT. OFFICE, WAREHOUSE - CONTINUOUS

Cobb pulls off his balaclava. Looks down at Saito, who is breathing fast, shallow.

COBB

How's he doing?

ARIADNE

He's in a lot of pain.

Cobb takes Saito's hand. Looks him in the eye.

COBB

When we get you down to the next level, the pain will be less intense.

Saito nods, breathing hard.

ARIADNE

(low)

And if he dies?

COBB

His conscious mind will drop out of the dream. He'll be trapped in Limbo for a *lifetime*...

ARIADNE

What will that do to him?

Cobb looks at her. Grave.

COBB

When he wakes... his mind could be completely gone.

SAITO

When... when we wake I will still honor our arrangement...

Cobb looks down at Saito sadly.

COBB

Saito-san, when you wake you might not even remember that we *had* an arrangement. You'll have forgotten this world. Limbo will be your reality. Lost there so long, you'll have become an old man...

SAITO

Filled with regret?

COBB

Waiting to die alone. Yes.

SAITO

Then I'll take the chance and come back. And we'll be young men together again.

Saito smiles weakly. Cobb nods at him, turns to Ariadne.

ARIADNE

When were you trapped in Limbo?

Cobb says nothing. Ariadne pulls him away from Saito.

ARIADNE

Cobb, you might have convinced the rest of this team to carry on with the job. But they don't know the truth.

COBB

What truth?

ARIADNE

The truth that at any minute you might bring a *freight train* through the wall. The truth that Mal is bursting up through your subconscious.

(MORE)

ARIADNE (CONT'D)

The truth that as we go deeper into
Fischer, we're also going deeper
into you-and I'm not sure we're
going to like what we find there.

Cobb stares back at Ariadne. Saying nothing.

ARIADNE

This is not just about Fischer,
it's about you. Tell me what
happened to you and Mal. Trapped in
Limbo.

Cobb looks at her. Thinking it through.

COBB

We were on a job. Exploring dreams
within dreams. But we didn't
understand how your mind can turn
hours into years. How you can get
trapped. Trapped so deep that when
you wash up on the shore of your
subconscious...

*INSERT CUT: MAL LIES ON THE SAND, STARING UP AT A CLOUDLESS
SKY, WAVES WASHING OVER HER...*

COBB

You can lose track of what's real.

ARIADNE

How long were you stuck?

Cobb pauses before he answers. Looks at Ariadne.

COBB

Fifty years.

Ariadne stares at him, incredulous.

ARIADNE

How did you stand it?

INSERT CUT: COBB AND MAL BUILD A SANDCASTLE ON THE BEACH...

COBB

We built. We created a whole world
for ourselves...

INSERT CUT: COBB AND MAL WALK THROUGH A DESERTED CITY.

COBB

It's not so bad at first, being
gods. The problem is knowing that
it's not real. It became impossible
for me to live like that.

ARIADNE
But not for her?

COBB
She accepted it. At some point...

INSERT CUT:

INT. MAL'S CHILDHOOD HOME - DAY

Mal opens a DOLL'S HOUSE. Inside is a SAFE. She opens it- it is empty. She pulls out her SPINNING TOP.

COBB (V.O.)
...she'd decided to forget that our
world wasn't real.

Mal places the top inside the safe. LOCKS IT AWAY...

INT. OFFICE, WAREHOUSE - CONTINUOUS

ARIADNE
And when you finally woke up?

COBB
To wake from that. From decades
lived. To be old souls thrown back
into youth. It was hard. At first
Mal seemed okay. But I started to
realize something was wrong.
Finally she admitted it. This idea
she was possessed by. This simple
little idea that changed
everything...

ARIADNE
What was it?

COBB
That our world was not real. No
matter what I did, no matter what I
said, she was convinced that we
were still in a dream. That we
needed to wake up again...

INT. COBB AND MAL'S KITCHEN - DAY (FLASHBACK)

Cobb is trying to calm Mal, who is hysterical.

COBB (V.O.)
*That to get home we'd have to kill
ourselves.*

INT. WORKSHOP - DAY

Ariadne looks at Cobb, appalled.

ARIADNE
What about your children?

Cobb has to look away.

COBB
She... she believed they weren't
real. That our real children were
waiting. Somewhere above...

INT. COBB AND MAL'S KITCHEN - DAY (FLASHBACK)

Mal shakes her head at Cobb as he USHERS the children out of
the room, FACES UNSEEN-

COBB
Calm down, Mal-

MAL
They're projections, Dom. Your
dreams. I'm their mother-don't you
think I can tell the difference?

Cobb closes the door- turns to her, eyes full of bitter
tears.

COBB
If it's my dream then why can't I
control it? Why can't I stop this?

MAL
(it's obvious)
You don't know you're dreaming.

COBB
You keep telling me I am-

MAL
And you don't believe me!

COBB (V.O.)
*She was certain. But she loved me
too much to go without me. So she
made a plan...*

INT. ELEGANT HOTEL CORRIDOR - NIGHT (FLASHBACK)

Cobb walks along, checking door numbers against a key.

COBB (V.O.)
For our anniversary...

INT. ELEGANT HOTEL SUITE - CONTINUOUS (FLASHBACK)

Cobb enters the lavish suite. He notices the DISHEVELED
BEDCLOTHES.

He steps forwards- SMASH- he has tipped over a champagne glass with his foot... dinner for two is SPREAD ACROSS THE FLOOR. He looks at the DEBRIS, confused... next to the broken glass is a SPINNING TOP. He picks it up, studying it, thinking. He feels a draught, looks to the window. The CURTAIN BILLOWS.

EXT. EXTERIOR ATRIUM - CONTINUOUS (FLASHBACK)

Cobb looks out the window: Mal sits on the ledge of the opposite window. HAIR BLOWING. Feet dangling over the dizzyingly high atrium. She smiles.

MAL

Join me.

COBB

Mal, come back inside.

MAL

No. I'm going to jump. And you're coming with me.

COBB

No, I'm not. This is *real*-if you jump, you're not going to wake up, you're going to *die*. Let's go back inside and talk about this, please.

MAL

We've talked enough.

She KICKS off a shoe and watches it DROP.

MAL

Come out onto the ledge or I'll jump right now.

She means it. Cobb swings his legs out, sitting on the ledge opposite is wife. He looks down at the drop.

MAL

I'm asking you to take a leap of faith.

COBB

I can't do that, Mal. I can't leave our children.

MAL

If I go without you, they'll take them away, anyway.

COBB

What do you mean?

MAL
I filed a letter with our attorney.
Explaining how I'm fearful for my
safety, how you've threatened to
kill me...

Cobb looks back at the wrecked hotel suite, PANICKING...

MAL (CONT'D)
I love you, Dom. I've freed you
from the guilt of choosing to leave
them. We're going home to our real
children.

COBB
Out children are here, Mal.

Mal CLOSES HER EYES. Cobb looks for some way to reach her...

MAL
You're waiting for a train...

COBB
NO! MAL, NO, I CAN'T!

MAL
A train that will take you far
away...

COBB
DON'T DO THIS!

MAL
You know where you hope this train
will take you, you can't know for
sure...

COBB
DON'T!

MAL
But it doesn't matter...

COBB
NO!

MAL
Because you'll be together...

Mal SLIPS FORWARD INTO SPACE. Cobb SCREAMS after her. Then
tries to bury his face in the wall...

INT. OFFICE, WAREHOUSE - DAY

Cobb stares as he remembers.

COBB
 He letter to the authorities
 refuted all the claims about her
 sanity that she knew I'd make...

INT. COBB AND MAL'S KITCHEN - DAY (FLASHBACK)

Cobb stands with the Thin Man, who has a piece of paper.

COBB (V.O.)
*She'd had herself declared sane by
 three different psychiatrists.*

Cobb hears a SHOUT- turns to the garden. James CROUCHES,
 Philippa joins him, examining the ground, FACES UNSEEN...

COBB (V.O.) (CONT'D)
*It was impossible for me to explain
 the nature of her madness...*

The Thin Man thrusts the paper into Cobb's hand.

THIN MAN
 Right now. Or never, Cobb.

Cobb turns back to the window- about to call out- James and
 Philippa RUN OFF. Cobb turns from the window. Looks at the
 paper in his hand. It is an AIRPLANE TICKET.

COBB (V.O.)
*So I ran. And I've been running
 ever since, trying to buy my way
 back to my family...*

INT. OFFICE, WAREHOUSE - DAY

Cobb looks across at Ariadne.

ARIADNE
 Psychiatrists judged her sane?

COBB
 She was sane. She was just lost in
 the labyrinth.

ARIADNE
 Then why should you blame yourself?

COBB
 Because we were a family. And we
 had a life I would do anything to
 get back to now. But that reality
 wasn't enough for me then.

ARIADNE

It might have been your idea to push the limits, Cobb. But you're not responsible for the idea that destroyed her. The idea that her world wasn't real... that was her own idea from her own mind.

Cobb says nothing.

ARIADNE (CONT'D)

Your guilt defines her. Powers her. If we're going to succeed in this, you're going to have to forgive yourself, and you're going to have to confront her. But you don't have to do it alone.

COBB

You don't have to do this for me-

ARIADNE

I'm doing it for the others. They don't know the risk they've taken coming in here with you.

Cobb looks at the rooftop opposite, sees a SNIPER take up a position. Cobb shakes his head, frustrated.

COBB

We can't stay here. Arthur?!

INT. BATHROOM, WAREHOUSE - CONTINUOUS

Browning puts his hand on Fischer's shoulder.

BROWNING

These people are going to kill us if we don't give them the combination.

FISCHER

They won't, they'll try to ransom us-

BROWNING

I heard them-they're going to lock us in and run the can into the river.

FISCHER

What *is* in the safe?

BROWNING
Something for you. Maurice always
said it was his most previous
gift... a *will*.

FISCHER
Maurice's will is with Port and
Dunn.

BROWNING
It's an alternate. It supersedes
the other only if you want it to.

FISCHER
What does it say?

BROWNING
It splits all the component
businesses of Fischer Morrow into
individual companies, transferring
ownership to the boards of those
companies...

FISCHER
Leaving me nothing?

BROWNING
A basic living. Nothing more. The
entire empire would cease to exist.

FISCHER
Destroy my own inheritance? Why
would he suggest such a thing?

BROWNING
I don't know, Robert.

Cobb OPENS the door. Arthur is behind him.

COBB
Come to your senses?

FISCHER
Let us go. I don't know the
combination. Not consciously.

Cobb considers this. Opens his phone. Pulls out his gun.

COBB
Let's try instinctively. I have
someone standing in your father's
office ready to tap in a
combination.

He holds the phone to Fischer's mouth.

COBB (CONT'D)
First six numbers that come into
your head. Right now.

FISCHER
I have no idea-

Cobb SWINGS the gun onto Browning-

COBB
RIGHT NOW!

FISCHER
Five, two, eight... four, nine,
one.

Cobb lowers his weapon. Listens to the phone. Shakes his
head. Shuts the phone.

COBB
You'll have to do better. Bag 'em.

Arthur puts SACKS over their heads.

INT. WAREHOUSE - CONTINUOUS

Cobb and Arthur drag Fischer and Browning to the van-

FISCHER
We're worth much more to you
alive...

Arthur places Fischer on the back seat- uses a DROPPER to
drop LIQUID onto Fischer's mask- his head SLUMPS FORWARDS.
"Browning" yanks the sack from his head- it is now EAMES.

EAMES
(excited)
His relationship with his father's
much worse that we thought.

ARTHUR
That helps us?

Arthur pulls a SNIPER RIFLE from a case by the van.

COBB
The stronger the issues, the more
powerful the catharsis.

Cobb motions for Yusuf to follow his upstairs.

ARTHUR
But how do you reconcile them if
they're that estranged?

EAMES
I'm working on that.

Arthur lines up a shot through the window-

ARTHUR
Well, work fast-Fischer's
projections are closing in quick,
we need to break out of here before
we're totally boxed in...

Arthur SHOOTs two snipers. Cobb and Yusuf gently load Saito into the van. He groans. Ariadne straps him in, checks his bandages. Arthur can't get the last sniper- he's too hidden behind a wall-

EAMES
Shouldn't be afraid to dream a
little bigger, Arthur-

Eames lines up a shot with a grenade launcher. Fires- the sniper EXPLODES into the air- Arthur looks at Eames.

EAMES (CONT'D)
Shall we?

They climb into the van-

INT./EXT. VAN ON RAINY STREETS - CONTINUOUS

The van pulls out into the rain-drenched streets. Arthur opens the mechanism case and hands out tubes-

COBB
Shifting Fischer's antipathy from
his father onto Browning should
work.

EAMES
We need the imagery, the words...

ARIADNE
So you destroy his one positive
relationship?

COBB
No. We repair his relationship with
his father and expose his
godfather's true nature.

EAMES
Hell, we should be charging Fischer
as much as Saito.

ARTHUR

What about his security? It's going to get worse as we go deeper.

COBB

We bring in Mr. Charles.

ARTHUR

No.

EAMES

Who's Mr. Charles?

ARTHUR

A bad idea.

COBB

Arthur, the second we approach Fischer in that hotel, they're gonna mow us down-we run with Mr. Charles like on the Stein job.

EAMES

So you've done it before?

ARTHUR

Sure. But it didn't work. The subject realized he was dreaming and his subconscious tore us to pieces.

Eames takes this in.

EAMES

You learned a lot, though. Right?

COBB

(to Eames)

I'll need a decoy.

EAMES

No problem. How about a pretty young lady I've used before?

COBB

Fine-

Cobb looks back: a second S.U.V. pulls out, tailing them.

COBB (CONT'D)

(to Yusuf)

I know you've got to stay ahead of them, but drive with kid gloves, okay? The world down there is going to be very unstable-

ARTHUR
And don't make the jump too soon-
that kick is our only way back, we
have to be ready to catch it-

YUSUF
I'll use the music to let you know
when it's coming, but the rest is
up to you.

Arthur puts the mechanism onto the front seat.

YUSUF (CONT'D)
Everyone ready?

Nods all round.

YUSUF (CONT'D)
Sweet dreams-

Yusuf hits a button and we-

CUT TO:

INT. HOTEL LOBBY BAR - SUNSET

Fischer nurses a drink. Staring at the ice cracking.

BLONDE (O.S.)
Am I boring you?

Fischer looks up. A beautiful BLONDE is next to him.

BLONDE (CONT'D)
I was telling you my story. I guess
it wasn't to your liking.

FISCHER
I have a lot on my mind.

Fischer looks around the bar. There are several STERN-LOOKING
CHARACTERS paying him too much attention.

INT. HOTEL LOBBY - CONTINUOUS

Arthur and Ariadne sit at a table across the lobby. They spot
Cobb moving across the lobby towards Fischer.

ARTHUR
And there goes Mr. Charles.

ARIADNE
Who or what, exactly, is Mr.
Charles?

ARTHUR
It's a gambit designed to turn
Fischer against his own
subconscious.

INT. HOTEL LOBBY BAR - CONTINUOUS

Cobb approaches the bar, watched closely by Fischer's Sub-security.

COBB
Mr. Fishcer! Good to see you again.
Rod Green, Marketing.
(to Blonde)
And you must be...

BLONDE
Leaving.

She presses against Fischer as she slides off her stool and deposits a cocktail napkin in front of him.

BLONDE (CONT'D)
In case you get bored.

Cobb watches her walk away. The Sub-security FOLLOWS her.

COBB
I think you just got blown off...
unless her phone number really does
have only six digits.

Fischer glances at the napkin: "528-491."

INT. HOTEL LOBBY - CONTINUOUS

Arthur watches the Sub-security follow the Blonde.

ARIADNE
And why don't you approve?

ARTHUR
Because it involves telling the
mark that he's dreaming. Which
involves attracting a lot of
attention to us.

ARIADNE
Didn't Cobb say never to do that?

ARTHUR
You must've noticed by now how much
time Cobb spends doing things he
says never to do.

INT. HOTEL LOBBY BAR - CONTINUOUS

Cobb turns to Fischer.

COBB
Strange way to make friends.
(off look)
Lifting your wallet, I mean.

Fischer pats his pocket. Empty. He looks to the lobby where he sees the Sub-security trailing the Blonde.

FISCHER
Goddamn it. The wallet alone's
worth-

COBB
Five hundred bucks. I know. Don't
worry, my guys are on it.

FISCHER
Who did you say you were?

Fischer looks at him, curious. Cobb plows on, confident-

COBB
I *said* I was Rod Green from
Marketing-but I'm not. My name is
Mr. Charles. I might seem familiar
to you. I'm in charge of your
security here.

INT. HOTEL LOBBY - CONTINUOUS

The Blonde hurries up to Saito, emerging from the elevator-

BLONDE
Mr. Saito, can I have a minute?

She pushes him back into the elevator, closing the door as the Sub-security approaches...

INT. ELEVATOR - CONTINUOUS

The Blonde fondles Saito's lapels, getting close.

SAITO
I'm sorry, but...

Saito glances over her shoulder to see, in the tunnel of infinite reflections created by the elevator's opposing mirrors, three reflections in, THE BLONDE IS EAMES. He winks.

SAITO (CONT'D)
(pushing him away)
Very amusing, Mr. Eames.

EAMES
You look a bit perkier.

A SHUDDER ripples through the elevator.

SAITO
Turbulence on the plane.

EAMES
Feels closer. That's Yusuf's
driving.

And we-

CUT TO:

INT./EXT. VAN ON RAINY DOWNTOWN STREETS - DAY

Yusuf FIGHTS the wheel as the van CUTS DOWN AN ALLEY, BUMPING OVER POTHOLES and SMASHING TRASH CANS aside- THREE S.U.V.s IN FURIOUS PURSUIT. Yusuf looks in the rear view mirror, FRUSTRATED. He checks his WATCH, then checks the back: the SLEEPERS SHAKE with the impact and we-

CUT TO:

INT. HOTEL LOBBY BAR - NIGHT

As a TREMOR echoes through the bar Fischer looks at Cobb trying to place him.

FISCHER
Security? You work for the hotel?

COBB
No. My specialty is subconscious
security.

FISCHER
You're talking about dreams. You're
talking about extraction.

COBB
Exactly. My job is to protect
you...

Behind Fischer a WAITER puts down a tray- tipping a champagne glass over- SMASH- Cobb NOTICES. Pauses, looks across the bar- HIS TWO CHILDREN ARE CROUCHED, BACKS TOWARDS US...

Cobb looks around the bar, the patrons start to STARE at Cobb, suspicious- Cobb shifts back to Fischer-

COBB (CONT'D)
My job is to protect you from any
attempt to access your mind through
your dreams.

Cobb regains his patter- the patrons lose interest...

INT. ELEVATOR - CONTINUOUS

Eames pulls out Fischer's wallet, moves to hand it to Saito,
then PAUSES, opens it, leafs past the cast to find... The
SNAPSHOT: young Robert holding his HOMEMADE PINWHEEL, his
father blowing on it. The elevator doors open and Eames steps
off. HANDS Saito the wallet.

EAMES
Get off at a different floor and
keep moving. Dump the wallet, then
meet me in the lobby. The security
will try to track it down. We need
to buy Cobb a little more time.

The doors close. Saito puts the wallet in his pocket. He
COUGHS- a deep, nasty cough.

INT. HOTEL LOBBY BAR - CONTINUOUS

Cobb looks over Fischer's shoulder to see a SUITED MAN
watching him. Another MAN is walking in from the lobby.

COBB
You're not safe here.

Cobb steps away from the bar. Fischer does not move.

COBB (CONT'D)
Trust me. They're coming for you.

Fischer sizes him up, A CLAP OF THUNDER ECHOES, and we-

CUT TO:

INT./EXT. VAN ON RAINY DOWNTOWN STREETS - DAY

GUNSHOTS BLAST out the rear and side windows of the van- a
Security Man is leaning out of the lead S.U.V. With a SHOTGUN-

WIND AND RAIN RIP THROUGH THE VAN- in the back, ARTHUR'S
SLEEPING FACE IS WHIPPED BY THE SPRAY, AND WE-

CUT TO:

INT. HOTEL LOBBY BAR - SUNSET

Fischer looks out the windows at sudden, HURRICANE-LIKE RAIN-

COBB
Strange weather, huh?

A TREMOR runs through the bar- Cobb looks around-

COBB (CONT'D)
You feel that?

INT. HOTEL LOBBY - CONTINUOUS

Ariadne and Arthur watch the GUSTS OF WIND RATTLE the windows. Arthur sees HOTEL GUESTS staring out at the weather, PUZZLED. Several of them TURN TO LOOK DIRECTLY AT ARTHUR.

ARIADNE
What's happening?

ARTHUR
Cobb's drawing Fischer's attention to the strangeness of the dream. That's making his subconscious look for the dreamer. For me.

And we-

CUT TO:

INT./EXT. VAN ON RAINY STREETS - DAY

At the end of the alley- Yusuf THROWS the van into a HARD RIGHT TURN- we move into EXTREME SLOW MOTION... THE SLEEPERS IN THE BACK ARE DRAWN TO ONE SIDE OF THE VAN BY THE CENTRIFUGAL FORCE... and we-

CUT TO:

INT. HOTEL LOBBY BAR - CONTINUOUS

The liquid in Fischer's drink RISES UP AGAINST ONE SIDE OF THE GLASS- Fischer notices, confused.

COBB
Very odd-the weather, the *gravity*...

Fischer looks around the bar- it's as if THE ENTIRE ROOM IS SET AT A 45-DEGREE ANGLE- glasses SLIDING off tables...

COBB (CONT'D)
But I can explain all this. You've actually been trained for this.
(Fischer nods)
Think of the strangeness of the weather, the shifts in gravity. None of this is real...
(MORE)

COBB (CONT'D)

(beat)

We're in a dream.

Fischer looks at the room around them. Back to Cobb. All through the bar, patrons turn to look at Cobb IN UNISON.

COBB (CONT'D)

The simplest test of what I'm saying is for you to try and remember anything about the way you arrived in this hotel... okay?

Fischer stares at Cobb, trying to process this. All around them, people STARE at Cobb. Several get up as if to approach.

COBB (CONT'D)

Breathe. Remember the training. Accept the fact that we're in a dream. That's why I'm here protecting you.

As Fischer considers this we-

CUT TO:

INT./EXT. VAN ON RAINY STREETS - DAY

Yusuf STRAIGHTENS UP the van, RACING down the street, swerving through traffic and we-

CUT TO:

INT. HOTEL LOBBY BAR - EVENING

The building gradually EASES BACK INTO ALIGNMENT-

FISCHER

So you... you're not real?

The bar patrons start to ignore Cobb again.

COBB

No. I'm a projection of your subconscious. I was put in place to protect you in the event that extractors pulled you into a dream. I believe that's what has happened.

Fischer takes this in. Then looks at the Security Men approaching across the crooked floor, he nods at Cobb-

INT. HOTEL LOBBY - EVENING

Cobb escorts Fischer across the lobby. As he does so, he walks past the two CHILDREN, backs to us- Cobb ignores them- The two Sub-security fall in behind. Cobb hurries Fischer up the stairs- then PUSHES him into-

INT. HOTEL LOBBY BATHROOM - CONTINUOUS

Fischer stumbles in- turns to Cobb, angry-

FISCHER

Hey-

Cobb reaches into his jacket- the First Man BURSTS in- Cobb KICKS him to the ground- DRAWS his gun as the SECOND MAN comes through the door, moving towards Fischer-

BLAM! Cobb BLASTS the Second Man in the back- TURNS and SHOOTS the First Man.

FISCHER (CONT'D)

Jesus Christ! What are you doing?!

Cobb turns to Fischer, calm. Convincing.

COBB

Look at the gun in his hand.

Fischer looks: the Second Man was holding a pistol. Cobb opens the First Man's jacket to show Fischer his holster and sidearm.

COBB (CONT'D)

These men were sent to abduct you.

Cobb pulls out the gun and HANDS it to Fischer.

COBB (CONT'D)

If I'm going to help you, I need you to be calm.

Fischer remembers something.

FISCHER

If this is a dream, I have to kill myself and wake up-

Fischer raises the gun towards his head-

COBB

I wouldn't do that-they've probably got you sedated. If you pull that trigger, you might not wake up, you might drop into a lower dream state.

(MORE)

COBB (CONT'D)

Mr. Fischer, you know all this, you
just have to remember it...

Fischer lowers his gun.

INT. HOTEL CORRIDOR - CONTINUOUS

Saito walks down the corridor, followed by a Security Man.
Saito DUCKS around the corner, moves to a GARBAGE CHUTE and
DROPS Fischer's WALLET into it. He SLIPS into the stairwell
as the Security Man comes abreast of the chute and pauses.

INT. HOTEL CORRIDOR - CONTINUOUS

Arthur leads Ariadne to a particular room: 491.

INT. ROOM 491 - CONTINUOUS

Arthur leads Ariadne in. He opens the closet, opens the room
safe, pulls out FOUR BRICKS OF PLASTIC EXPLOSIVE.

ARTHUR

So, if everything's correct, this
room should be directly below 528.

INT. HOTEL LOBBY BATHROOM - CONTINUOUS

Cobb looks reassuringly at Fischer.

COBB

What do you remember from before
this dream?

FISCHER

(thinking)
Rain... gunfire... *Uncle Peter*.
(looks up)
Christ-we've been kidnapped.

COBB

Where were they holding you?

FISCHER

They had us... in the back of a
van...

COBB

Your body's bouncing around in the
back of a van right now-that
explains the gravity shifts.

FISCHER

It was... to do with a safe...
Christ, why's it so hard to
remember?

COBB

It's like trying to remember a dream after you've woken up. It takes years of practice to do it easily. So, you and Browning have been pulled into this dream so they can steal something from your mind. What?

FISCHER

They wanted a combination to a safe... they demanded the first numbers to pop into my head.

COBB

That's them extracting a locator.

FISCHER

A locator?

COBB

A number from your own subconscious. It can be used any number of ways...

(thinking)

This is a hotel. *Room numbers*. What was the number you gave them?

FISCHER

5, 2... something... it was a long number. 528... 528, 4 something.

COBB

(opens phone)

Well, we know where to start.

(into phone)

Fifth floor.

INT. ROOM 491 - CONTINUOUS

Arthur hangs up the phone. He is standing on a chair, attaching the explosives to the ceiling.

ARIADNE

Do you use a timer?

ARTHUR

No, I have to judge it myself. Once you're all asleep up in room 528, I wait 'til Yusuf starts his kick...

ARIADNE

How will you know?

ARTHUR

His music warns me it's coming,
then the van hitting the barrier of
the bridge should be unmistakable-
that's when I blow the floor out
from underneath us and we get a
nice synchronized kick. Too soon,
and we won't get pulled out; too
late and I won't be able to drop
us.

ARIADNE

Why not?

ARTHUR

The van will be in free fall. I
can't drop us with no gravity.

Arthur finishes setting the charges.

INT. HOTEL LOBBY - CONTINUOUS

Saito moves through the lobby. Browning is coming in the
other direction. Saito assumes him to be Eames.

SAITO

I see you've changed.

BROWNING

I'm sorry?

Eames comes up behind Browning, catching Saito's eye.

SAITO

I'm... I mistook you for a friend.

BROWNING

Good-looking fellow, I'm sure.

Browning moves off. Saito approaches Eames.

EAMES

That's Fischer's projection of
Browning. We'll keep an eye on how
he behaves-

SAITO

Why?

EAMES

How he acts will tell us if
Fischer's starting to suspect his
motives the way we want him to.

INT. HOTEL CORRIDOR, FIFTH FLOOR - MOMENTS LATER

Cobb leads Fischer around a corner. Arthur and Ariadne are waiting in the corridor.

COBB
They work for me.

Fischer starts looking at room numbers. Stops at 528. Cobb draws his gun, steps back from the door and KICKS it open.

INT. ROOM 528 - CONTINUOUS

Cobb JUMPS into the room, gun up. The room is empty. Arthur and Ariadne search the room. Saito and Eames arrive. Eames shuts the door. Arthur FINDS something-

ARTHUR
Mr. Charles!

Arthur holds up a MECHANISM CASE. Cobb shows it to Fischer.

COBB
You know what this is?

Fischer's eyes roam over the dials and plungers.

FISCHER
I think so. But I don't understand.

COBB
They were going to put you under.

FISCHER
I'm already under.

COBB
Under *again*.

FISCHER
A dream within a dream?

ARTHUR
Shhhh!

Arthur is at the door. Someone is there. A key goes into the lock- the door starts to open- Arthur REACHES OVER and GRABS the person entering, THROWS THEM TO THE FLOOR- puts his gun in their face. IT IS BROWNING.

Fischer stares, disbelieving, at his own godfather.

FISCHER
Uncle Peter. What's going on?

Cobb pulls the key from Browning's hand: ROOM 528.

COBB

You said you were kidnapped
together?

FISCHER

Not exactly, they already had him.
They'd been torturing him...

COBB

You saw them torture him?

Fischer shakes his head. Looks at Browning. Thinking.

FISCHER

The kidnappers are working for you.

BROWNING

No, Robert-

FISCHER

You're trying to get that safe
open. To get the alternate will.

Browning looks up at Fischer.

BROWNING

Fischer Morrow's been my entire
life. I can't let you destroy it.

FISCHER

I'm not going to throw away my
inheritance. Why would I?

BROWNING

I couldn't take the chance of you
rising to your father's final
taunt.

FISCHER

What taunt?

BROWNING

That will. I'm sorry, Robert, but
it's his final insult. A challenge
to build something for yourself.
He's telling you that you aren't
worthy of his achievements.

Fischer takes this in. Devastated.

FISCHER

That he was "disappointed?"

BROWNING

I'm so sorry. But he was wrong.
You'll make his company even
greater than he ever could.

COBB

Your godfather's lying, Robert.

Fischer turns to Cobb.

FISCHER

How do you know?

COBB

It's what I do. He's hiding
something.

Cobb looks at Browning.

COBB

Let's find out what.

Cobb nods at Arthur, who starts unpacking the mechanism.
Browning watches. Silent.

COBB

Let's do to him what he was going
to do to you.

Cobb rolls up his sleeve. Nods at Fischer to do the same.

COBB

We'll penetrate his subconscious
and find out what he doesn't want
you to know.

Fischer looks Cobb in the eye. Decides- rolls up his sleeve,
offering his bare arm. The team run tubes to each other-
Arthur injects Fischer, whose head slumps.

ARTHUR

He's out.

ARIADNE

Wait, Cobb-I'm lost. Whose
subconscious are we going into?

COBB

Fischer's. I told him it was
Browning's so he'd come with us as
part of our team.

ARTHUR

(impressed)

He's going to help us break into
his own subconscious.

COBB

That's the idea. He'll think that his security is Browning's and fight them to learn the truth about his father.

Arthur hits buttons on the mechanism. The team goes out one by one. Cobb is last.

COBB

Fischer's subconscious is going to run you down hard.

ARTHUR

I'll lead them on a merry chase.

COBB

Be back in time for the kick.

ARTHUR

I'm on it.

Cobb is no longer listening- he stares at the net curtains, BILLOWING like those in Mal's suite- a GLIMPSE of someone (Mal?) As the screen goes WHITE, and we are-

EXT. SNOW-COVERED MOUNTAINS - DAY

CLOSE ON Cobb's face, staring. Fixed.

ARIADNE (O.S.)

Cobb? Cobb?

Ariadne is beside him. They stand on a cliff, dressed in white snowsuits, carrying white-painted weapons like WWII commandos. Cobb checks his SNIPER RIFLE, examines their objective: a massive FORTIFIED MEDICAL FACILITY a mile below.

ARIADNE

What's down there?

COBB

Hopefully, the truth we want Fischer to learn.

ARIADNE

I meant what's down there for you?

Cobb turns to her. Eames, Saito and Fischer arrive, SKIING down from the hill above. Cobb pulls Eames out of Fischer's earshot.

COBB

You're the dreamer. I need you to draw the security away from the complex.

EAMES

Then who guides Fischer in? You?

COBB

If I know the route... we could be compromised.

Eames looks at Cobb, uneasy. Ariadne comes over.

ARIADNE

I designed the place.

COBB

No. You're with me.

SAITO (O.S.)

I could do it.

They turn to Saito. Saito shrugs at Eames. Eames smiles.

COBB

Eames, brief Saito on the route into the complex. What we're looking for is going to be in the most heavily fortified section. That north tower.

Cobb moves to Fischer. Saito COUGHS. SPITS. Eames sees BLOOD on the snow. Looks at Saito.

COBB

Mr. Fischer, you're going in with Mr. Saito.

FISCHER

You're not coming in?

COBB

You have to do this on your own. You have to get in there, break into your godfather's mind and find out the truth about your father.

Cobb taps Fischer's radio mike.

COBB

Keep this live at all times. I'll be listening in, covering you.

(holds up the sniper rifle)

The windows on the upper floors are big enough that I can cover you from that south tower.

Cobb slips into his skis, shoulders his rifle.

CUT TO:

INT. ROOM 528 - NIGHT

Arthur checks the mechanism. He hears LOW BOOMS like thunder. He checks his watch- THE SECOND HAND CRAWLS FORWARDS. With a last look at the sleepers, he heads out into the corridor...

INT./EXT. VAN ON RAINY DOWNTOWN STREETS - DAY

A GUNSHOT slams into the van as Yusuf DRIVES- he glances back to see a MOTORCYCLE pulling up behind him, the REAR PASSENGER FIRING A SHOTGUN- the bike pulls alongside Yusuf's window as the passenger RELOADS- Yusuf YANKS the wheel TOWARDS the bike, bringing the shotgun barrel into the cab so he can GRAB it, spin the wheel back- PULLING the passenger from the back of the bike... Yusuf turns a corner, heading into a disused MARKET-

INT. HOTEL CORRIDOR - CONTINUOUS

Arthur walks towards the elevator. It OPENS- a SECURITY MAN emerges, heading right for him. Arthur takes a TURN, speeding up. The BOOMS are louder, and we-

CUT TO:

INT./EXT. VAN ON RAINY DOWNTOWN STREETS - DAY

The bike crosses behind the van, catching up again as the driver pulls a handgun and starts BLASTING. Up ahead, an S.U.V. sits in a side road, lining up to head off the van- the SECURITY MAN driving the S.U.V. guns it, as the bike creeps up on the other side of the van- Yusuf HITS THE BRAKES, forcing the bike out into the path of the S.U.V., tossing the rider like a rag doll-

Heading out of the market, the van races onto a FREEWAY ON RAMP, approaching the BRIDGE. An S.U.V. SMASHES into the van's side, FORCING it up against a CRASH BARRIER... the van starts to SLOWLY TILT OVER THE BARRIER as the S.U.V. PUSHES-

CUT TO:

INT. HOTEL CORRIDOR - NIGHT

As Arthur hurries down the corridor, the corridor starts to TILT, and Arthur is forced to run UP ONTO THE WALL- he rounds a corner- STRAIGHT INTO another Security Man- Arthur HEAD BUTTS him and they STRUGGLE- as they struggle, the corridor SPINS around, THROWING THEM UP ONTO THE WALLS, THE CEILING- as wall becomes floor they DROP through a door into-

INT. HOTEL ROOM - CONTINUOUS

The fight continues all over the spinning room- and we-

CUT TO:

INT./EXT. VAN ON RAINY OFF RAMP NEAR BRIDGE - DAY

SLEEPING ARTHUR BOUNCES around as the van TILTS, SCRAPING along the barrier- the van CLEARS THE END OF THE BARRIER AND ROLLS DOWN THE EMBANKMENT, and we-

CUT TO:

INT. HOTEL ROOM - NIGHT

Arthur and the Security Man DROP to the floor, Arthur on top. Arthur gets up- heads to the stairwell.

INT./EXT. VAN ON RAINY STREETS NEAR BRIDGE - DAY

The van SETTLES with a thump. Yusuf BREATHES hard. Then SMILES as he realizes he is in one piece. A RINGING BELL up ahead makes him look up to the bridge, where the barriers are starting to come down. Yusuf checks his watch-

YUSUF

Bugger.

Yusuf hits the gas, heading for the bridge. An S.U.V. lines up behind him, trying to catch up before the van crosses the barrier onto the bridge-

The van JUST MAKES IT- the S.U.V. behind RIPS its rear axle off, SCRAPING to a halt on the rising section. The Security Man inside starts FIRING on the van...

INT. HOTEL STAIRWELL - CONTINUOUS

Arthur RACES down the steps- OPENS the door to the fourth floor- spots SECURITY MEN outside room 491.

ARTHUR

Hey!

They TURN- he DARTS back into the stairwell- RACES down the stairs- the Security Men follow- they start SHOOTING, and we-

CUT TO:

EXT. SNOW-COVERED MOUNTAINS - DAY

Eames SKIS down within sight of the hospital complex. He reaches into his pack and lets off a FLARE.

EXT. HOSPITAL COMPLEX - CONTINUOUS

Security Men on the ramparts spot the flare and send PATROLS out on skis and SNOWMOBILES to investigate.

EXT. SNOW-COVERED MOUNTAINS - CONTINUOUS

Eames watches them close in, then launches himself down the mountain, STREAKING across the icy slope, and we-

CUT TO:

INT./EXT. VAN ON RAINY RISING BRIDGE - DAY

Yusuf PULLS FORWARD, looking over his shoulder to line up a BACKWARDS RUN at the edge. He DUCKS as vicious FIRE from the S.U.V. HAMMERS the vehicle. He looks at his watch. The SECOND HAND TICKING SLOWLY...

YUSUF

Sod it. I hope your ready.

He grabs an MP3 player and reaches into the back to place HEADPHONES on sleeping Arthur's head. As he does so, he notices Saito's bandage BLEEDING THROUGH. Yusuf hits PLAY-Edith Piaf's "Non, je ne regrette rien" starts up and we-

CUT TO:

INT. HOTEL STAIRWELL - NIGHT

Arthur STOPS, hearing something- MASSIVE LOW-END MUSICAL TONES- he looks up PANICKED-

ARTHUR

No, Yusuf. Too soon!

SHOTS slam into the stairs around him and we-

CUT TO:

EXT. SNOW-COVERED MOUNTAINS - DAY

Cobb and Ariadne make their way down towards the complex.

EAMES (OVER RADIO)

Cobb? Are you hearing that?

Cobb listens. The wind sounds unusually LOW.

EXT. FOREST, SNOW-COVERED MOUNTAINS - CONTINUOUS

Eames is hidden at the base of some trees, whispering as a patrol passes beneath his position.

EAMES

I noticed it twenty minutes ago-at
first I thought it was just wind...

EXT. SNOW-COVERED MOUNTAINS - CONTINUOUS

Cobb is listening intently. The "wind" changes pitch.

COBB

No, it's music. Dammit.

EAMES (OVER RADIO)

What do we do?

COBB

We move fast. Saito, did you copy?

EXT. MOUNTAINS, THE OTHER SIDE OF THE COMPLEX - CONTINUOUS

Saito and Fischer CLIMB down a CLIFF FACE above the complex-

SAITO

We're going as fast as we can.

EXT. SNOW-COVERED MOUNTAINS - CONTINUOUS

Ariadne looks at Cobb, concerned.

ARIADNE

How long do we have?

COBB

Yusuf's about ten seconds from the
jump, which gives Arthur about
three minutes, which gives us about-

ARIADNE

Sixty minutes.

COBB

The route you gave them, can they
do it in under an hour?

ARIADNE

I don't think so. They've still got
to climb down to the middle
terrace.

COBB

They need a new route-a direct
route.

ARIADNE

The building's designed as a
labyrinth.

COBB
There must be access routes that
cut through the maze.
(into radio)
Eames?

EXT. FOREST, SNOW-COVERED MOUNTAINS - CONTINUOUS

Eames cannot answer- he SLALOMS through the forest, Sub-security in hot pursuit, bullets smashing into the trunks...

EXT. SNOW-COVERED MOUNTAINS - CONTINUOUS

Cobb turns to Ariadne.

COBB
Did Eames add any features?

ARIADNE
Yes.

COBB
What did he add?

Ariadne looks at Cobb.

ARIADNE
I shouldn't tell you. If Mal-

COBB
There's no time-what did he add?

ARIADNE
Utility closets, trap doors...

COBB
What about service features? Did he
add any large pipes or-

ARIADNE
Ducts. He added an air duct system-
it doesn't follow the maze. They
can use it to go straight from the
outer walls to the upper tower.

COBB
Explain it to them.

ARIADNE
(into radio)
Saito?

EXT. CLIFF FACE BEHIND COMPLEX - CONTINUOUS

Saito is using a hammer to tap in a belay.

SAITO
Go ahead.

And we-

CUT TO:

INT./EXT. VAN ON RAINY RAISED BRIDGE - DAY

Yusuf looks at the Security Man in the S.U.V., gives him the finger and hits the GAS- RACING BACKWARDS at the barrier... and we-

CUT TO:

INT. HOTEL STAIRWAY - NIGHT

Arthur RUNS UP the stairs, gun in hand- rounds a corner and- IMPOSSIBLY- arrives behind the Security Man, who looks at him, CONFUSED, then looks down to realize he is now at the edge of a dangerous drop- Arthur shrugs.

ARTHUR
Paradox.

Arthur PUSHES him over the edge- he falls- Arthur races up to the fourth floor- throws open the door- and we-

CUT TO:

INT./EXT. VAN ON RAINY RAISED BRIDGE - DAY

In SLOW MOTION- the van SMASHES THROUGH THE CONCRETE BARRIER- and we-

CUT TO:

INT. HOTEL CORRIDOR - NIGHT

Arthur is SPRINTING down the corridor when a TREMENDOUS CRASH sends him FLYING into the air- and we-

CUT TO:

EXT. SNOW-COVERED MOUNTAINS - DAY

A MASSIVE RUMBLE prompts Cobb to look across the valley-

EXT. FOREST, SNOW-COVERED MOUNTAINS - CONTINUOUS

Eames shoots out of the trees, then FALLS to the snow as he sees a great CRACKING up ahead- the SLOPE IS FALLING AWAY IN AN AVALANCHE-

EXT. CLIFF FACE BEHIND COMPLEX - CONTINUOUS

Saito hears the RUMBLE above them. He looks down, Fischer is below, near the bottom of the sheer face-

SAITO

Look out!

Saito CUTS the rope- they FALL- HIT the icy face and SLIDE down the slope, clearing the path of the avalanche- and we-

CUT TO:

INT./EXT. VAN - DAY

In EXTREME SLOW MOTION, the van emerges from the concrete balustrade and starts FALLING- and we-

CUT TO:

INT. HOTEL CORRIDOR - NIGHT

Arthur is still FLYING through the corridor, NOT LANDING- GRAVITY HAS DISAPPEARED... he scrambles for a handhold, GRABBING a sconce- and we-

CUT TO:

EXT. SNOW-COVERED MOUNTAINS - DAY

Cobb watches the avalanche cloud slide past the complex.

ARIADNE

What was *that*?

COBB

The kick.

EAMES (OVER RADIO)

Cobb? Did we miss it?

COBB

Yeah, we missed it.

EXT. FOREST, SNOW-COVERED MOUNTAINS - CONTINUOUS

Eames is lying on the snow.

EAMES

What the hell do we do now?

COBB (OVER RADIO)

Finish the job before the next kick.

EAMES
What next kick?

EXT. SNOW-COVERED MOUNTAINS - CONTINUOUS

Cobb looks at Ariadne as he talks into the radio.

COBB
When the van hits the water. I
figure Arthur's got a couple
minutes and we've got about twenty.

Cobb and Ariadne MOVE towards the base of the complex.

EXT. HOSPITAL COMPLEX - CONTINUOUS

Saito and Fischer RUN around the base of the building. They find a large EXHAUST PORT. Lay a charge on the GRILL. They blow the charge. Climb into the open vent.

INT./EXT. VAN - DAY

In EXTREME SLOW MOTION, the van seems SUSPENDED IN MID-AIR TEN STORIES ABOVE THE RIVER... and we-

CUT TO:

INT. HOTEL CORRIDOR - NIGHT

In ZERO GRAVITY, Arthur pulls himself to the door of 491, opens it. He looks at the charges planted on the ceiling.

ARTHUR
How the hell do I *drop* you?

He PULLS the charges from the ceiling. Hurrying. And we-

CUT TO:

INT. DUCT SYSTEM, HOSPITAL COMPLEX - CONTINUOUS

Saito and Fischer hurry through the duct system. Saito is falling behind, coughing up blood.

EXT. UPPER TERRACE, HOSPITAL COMPLEX - CONTINUOUS

Cobb GRABS a Security Guard from behind, strangling him unconscious. He beckons to Ariadne, covering her as she runs towards him. They enter the base of the south tower.

INT. TOP ROOM, SOUTH TOWER, HOSPITAL COMPLEX - CONTINUOUS

A guard is manning the tower. Cobb and Ariadne enter- Cobb SHOOTS the guard and moves to the window.

ARIADNE
(she points)
That's the antechamber outside the
strongroom.

Cobb looks at the large windows of the antechamber.

COBB
What about the strongroom? Doesn't
it have any windows?

ARIADNE
Wouldn't be very strong if it did.
(off look)
Look, if you wanted to design it
yourself-

COBB
It's fine. Better hope that we like
what Fischer finds in there.

Cobb sets up his sniper rifle. Through the scope he can see three guards on the balcony outside the chamber. Three more inside. Cobb casually picks them off with his rifle. Ariadne watches through binoculars, appalled.

ARIADNE
These projections, they're part of
his subconscious?

COBB
Yeah.

ARIADNE
Are you destroying those parts of
his mind?

COBB
No, of course not. They're just
projections.

EAMES (OVER RADIO)
Cobb? Something's wrong?

EXT. FOREST, SNOW-COVERED MOUNTAINS - CONTINUOUS

Eames is watching the patrols HEAD BACK towards the complex.

EAMES
They're heading your way. Like they
know something.

INT. TOP ROOM, SOUTH TOWER, HOSPITAL COMPLEX - CONTINUOUS

Cobb hears this. Concerned.

COBB
Buy us some time.

EAMES (OVER RADIO)
On my way.

EXT. FOREST, SNOW-COVERED MOUNTAINS - CONTINUOUS

Eames TAKES OFF towards the base of the complex. And we=

CUT TO:

INT. ROOM 528 - NIGHT

Arthur FLOATS into the room. The SLEEPERS are floating, loosely connected by their tubes. Arthur looks at them, MIND RACING. He PULLS Cobb towards Eames, and we-

CUT TO:

INT. DUCT SYSTEM, HOSPITAL COMPLEX - DAY

Saito and Fischer approach the grate covering the exit to the anteroom. Saito SLUMPS to the floor of the duct, pulls out his radio. Fischer looks at him- he is PALE, SHIVERING. Fischer takes the radio, WHISPERS into it.

FISCHER
(into radio)
We're here. Are we clear to proceed?

INT. TOP ROOM, SOUTH TOWER, HOSPITAL COMPLEX - CONTINUOUS

Cobb SCANS the anteroom through the scope-it looks clear.

COBB
You're clear, but hurry-there's an army headed your way...

Ariadne watches the patrols approaching the complex...

INT. DUCT SYSTEM, HOSPITAL COMPLEX - CONTINUOUS

The SQUELCH from the radio is too loud- Fischer GRABS it and turns the volume to zero as he starts to remove the grate...

EXT. BASE OF THE HOSPITAL COMPLEX - CONTINUOUS

Eames is setting MINES along the LOWEST WALL of the structure. He moves carefully-there is a SHEER DROP below the wall...

INT. TOP ROOM, SOUTH TOWER, HOSPITAL COMPLEX - CONTINUOUS

Cobb SPOTS something through his scope. Something *above* the main windows, glimpsed through the side of the skylight.

COBB

Shit. There's someone else in there.

Cobb prepares to fire. Ariadne GRABS the radio-

ARIADNE

Fischer, stop! It's a trap!-

INT. DUCT SYSTEM, HOSPITAL COMPLEX - CONTINUOUS

Fischer does not see the flashing light on his radio as he carefully lifts the grate. He motions for Saito to stay...

INT. TOP ROOM, SOUTH TOWER, HOSPITAL COMPLEX - CONTINUOUS

Cobb TENSES to fire.

COBB

Come on... a little lower... a little-

COBB FREEZES- IT IS MAL IN HIS SIGHTS. Ariadne puts up her binoculars. Spots Mal. Fischer is climbing out of the vent...

ARIADNE

Cobb, that's not really her-

Cobb turns to her-

COBB

How can you *know* that?

INT. ANTECHAMBER - CONTINUOUS

Fischer moves into the antechamber, cautious-

FISCHER

I'm in.

Fischer turns up the volume-

ARIADNE (OVER RADIO)

Fischer, look out!-

Mal DROPS gracefully to the floor behind him-

MAL

Hello.

INT. TOP ROOM, SOUTH TOWER, HOSPITAL COMPLEX - CONTINUOUS

Cobb looks at Ariadne-

ARIADNE

Cobb, she's just a projection.
Fischer... he's real.

Cobb thinks. Nods, TURNS back to the scope- too late- MAL SHOOTs FISCHER- Cobb reflexively pulls the trigger- Mal GOES DOWN- Cobb steps back from the scope, STUNNED.

ARIADNE

Eames? Get to the anteroom now!

They run for the door.

INT. DUCT SYSTEM, HOSPITAL COMPLEX - CONTINUOUS

Saito STARTS as he hears the shot. He starts edging forwards, clutching his belly. And we-

CUT TO:

INT. ROOM 528 - NIGHT

The sleepers are floating in a rough stack, top-and-tailed. Arthur pulls the bedding from the bed and uses the sheet to bind the sleepers together. And we-

CUT TO:

INT./EXT. VAN - DAY

In EXTREME SLOW MOTION, the van CREEPS DOWNWARDS, still high above the river... and we-

CUT TO:

INT. HOTEL CORRIDOR - NIGHT

Arthur PUSHES the floating stack of sleepers to the elevator. He hits the button- the doors open- he pushes them in- GRABS the charges- climbs through the hatch in the ceiling and we-

CUT TO:

INT. DUCT SYSTEM, HOSPITAL COMPLEX - DAY

Eames steps over Saito, who looks up at him with DYING eyes-

INT. ANTECHAMBER, HOSPITAL CORRIDOR - DAY

Eames jumps out of the vent to find Cobb and Ariadne standing over the bodies of Fischer and Mal.

EAMES
What happened?

ARIADNE
Mal killed Fischer-

COBB
I wouldn't shoot her.

Eames grabs a defibrillator from the wall and pulls Fischer's jacket open-

COBB
It won't do any good-

Eames SHOCKS Fischer's chest...

COBB
Even if you could revive his body,
his mind's trapped down there. It's
over.

Eames listens for a pulse. Looks up at Cobb.

EAMES
So that it, then? We failed.

COBB
I'm sorry.

EAMES
It's you who doesn't get back to
your family.

Eames looks down at Fischer. Then over to the double doors.

EAMES
I wanted to know what was going to
happen in there. I think we had
this one.

ARIADNE
There's still a way: We follow
Fischer down-

They look at her.

EAMES
We're almost out of time-

ARIADNE
Down there they'll be enough time.
We'll find him-soon as you hear
Arthur's music start, you use the
defibrillator to revive him-we give
him his own early kick from below.
(MORE)

ARIADNE (CONT'D)

Get him in there-

(points to doors)

Then, as the music ends you blow
the hospital and we all ride the
kick back up through the layers.

Eames looks at her, then to Cobb.

EAMES

Okay, Saito can hold them off while
I plant the rest of the charges.

COBB

Saito's not going to last, Eames.

ARIADNE

We have to try!

EAMES

Go for it, but I'm taking the kick
whether you're back or not...

Eames pulls the mechanism from his pack. Offers it to
Ariadne. Cobb watches. Silent. Ariadne pulls out the tubes-

ARIADNE

Can I trust you to do what's
needed? Mal's down there-

COBB

And I can find her. She'll have
Fischer.

ARIADNE

How do you know?

COBB

She wants me to come after him. She
wants me back down there with her.

Cobb rolls up his sleeve. Ariadne rolls up her own sleeve.
Eames NODS. Cobb and Ariadne lie down. Eames hits the button-
WATER. BUBBLES. DROWNING. And we are-

EXT. COAST (LIMBO) - DAY

Ariadne lies in the SURF, STARING up at a CLOUDLESS SKY. A
tremendous BOOM prompts her to look around her- URBAN
BUILDINGS PILED right down to the water. The buildings are
DECAYING, falling into the ocean like a GLACIER calving. Cobb
WADES towards her through the shallow water. Ariadne looks up
at the crumbling city around them.

ARIADNE

This is your world?

COBB

It was. And this is where she'll
be.

And we-

CUT TO:

INT. ELEVATOR SHAFT - DAY

Arthur floats on top of the elevator, planting small charges on the EMERGENCY BRAKES and CABLE. He sets them, GRABS the other explosives, then PUSHES AWAY, shooting up the shaft. As he hits the DETONATOR, BLASTING the braking and safety systems of the elevator, we move into SLOW MOTION, the fireballs FLAMING OUT in graceful licks and we-

DISSOLVE TO:

INT. ANTECHAMBER - DAY

Eames RACES around, full speed- getting the defibrillator paddles- laying them by Fischer's body- he runs into the duct- pulls Saito up to a seated position and hands him a handgun.

EAMES

Come on, Saito. I need you to cover
Fischer while I plant the charges.

Saito nods weakly, tries to hold the gun. Eames moves to the window- pulls his machine gun off- checks its load. Ready. He watches the security patrols climb up the outer walls... Eames lays down a HAIL of covering fire- then heads outside-

EXT. HOSPITAL COMPLEX - CONTINUOUS

Eames races along the upper terrace dodging fire- BULLETS SHATTER a window behind him and we move into SLOW MOTION, the glass CASCADING GENTLY and we-

DISSOLVE TO:

EXT. COAST (LIMBO)- DAY

Cobb and Ariadne climb out of the waves, full speed. They move into the shadow of the tall, crumbling buildings. The streets are eerily DESERTED. As they move further in, the buildings become NEWER, different. Ariadne marvels at the extraordinary collection of buildings- every architectural style imaginable in waves of FAILED UTOPIAS.

ARIADNE

You built all this?

COBB

We both did.

ARIADNE
It's incredible.

COBB
We built for years. Then, when that
got stale, we started in on the
memories.

A child's SHOUT echoes through the deserted canyons,
prompting Cobb to look down a side street: a LITTLE BLONDE
BOY crouched, his back to us. A LITTLE BLONDE GIRL joins the
boy, and, as Cobb turns down the street, they run off.

Cobb and Ariadne emerge into a peculiar SQUARE lined with an
eclectic mix of buildings, from APARTMENT BLOCKS to HOUSES.

COBB
This is our neighborhood.

ARIADNE
(confused)
From what city?

COBB
No. *Our* neighborhood.
(pointing)
That was our first apartment...
then we moved to that building...
we got that small house when Mal
became pregnant.

ARIADNE
You reconstructed them all from
memory?

COBB
We had time.

Cobb pauses in front of a French country house. Staring.

ARIADNE
What's that?

COBB
The house Mal grew up in.

ARIADNE
Will she be in there?

COBB
No. Come on-

Cobb leads Ariadne to the entrance of a glass skyscraper.

INT. SKYSCRAPER LOBBY (LIMBO) - CONTINUOUS

Cobb leads Ariadne across the gleaming lobby to the elevators.

COBB

We both wanted a house, but we both loved skyscrapers. In the real world we had to choose. Not here.

INT. SKYSCRAPER ELEVATOR (LIMBO) - CONTINUOUS

Cobb pulls out his handgun, and a ziplock bag full of bullets.

ARIADNE

How do we send Fischer back?

COBB

We need some kind of kick.

ARIADNE

What?

COBB

I'll improvise.

Cobb COCKS his weapon, and the ELEVATOR STOPS. The doors open. Ariadne moves to exit, Cobb stops her.

COBB

There's something you have to understand about me. About inception. You see, an idea is like a virus...

Cobb leads her out of the lift...

INT. PENTHOUSE (LIMBO) - CONTINUOUS

Cobb and Ariadne step off the lift and into the incongruous interior of a craftsman house. They cautiously move down the corridor towards the back of the house...

COBB

Resilient...

(turns to Ariadne)

Highly contagious, and an idea can grow. The smallest seed of an idea can grow to define or destroy your world...

Cobb is staring into the kitchen. Mal is sitting at the table, back to them, staring out at the porch- the TOWERS of Limbo stretching off behind it.

MAL

The smallest idea, such as... "*Your world is not real.*"

Cobb hands Ariadne his gun and moves towards Mal.

MAL

A simple little thought that changes *everything*...

Ariadne watches as Cobb sits down beside Mal. And we-

CUT TO:

INT. ELEVATOR SHAFT - NIGHT

Arthur FLIES back down the shaft to the top of the elevator, SQUEEZES past the car to the bottom and starts to set the MAIN CHARGES ACROSS THE BOTTOM OF THE CAR, and we-

CUT TO:

INT. PENTHOUSE (LIMBO) - DAY

Cobb touches Mal's arm- she TURNS, angry. It is only now that we see that she holds a CARVING KNIFE. Mal looks at Ariadne.

MAL

So certain of your world. Of what's real. Do you think *he* is-
(points at Cobb)
Or do you think he's as lost as I was?

COBB

I know what's real.

MAL

What are the distinguishing characteristics of a dream? Mutable laws of physics? Tell that to the quantum physicists. Reappearance of the dead? What about heaven and hell? Persecution of the dreamer, the creator, the messiah? They crucified Christ, didn't they?

COBB

I know what's real.

MAL

No creeping doubts? Not feeling persecuted, Dom? Chased around the globe by anonymous corporations and police forces? The way the projections persecute the dreamer?

Mal puts her hand on his face. Pitying.

MAL

Admit it, Dom. You don't believe in one reality anymore. So choose. Choose your reality like I did. Choose to be here. Choose me.

COBB

(rising anger)

I have chosen, Mal. Our children. I have to get back to them. Because you left them. You left *us*.

MAL

You're wrong, Dom. You're confused... our children are *here*-

A child's SHOUT draws Cobb- James CROUCHES on the porch, back to us. Philippa joins him, also turned away. Cobb watches, moved. Mal leans in close.

MAL

(whispers)

And you'd like to see their faces again, wouldn't you, Dom?

COBB

Our real children are waiting for me up above.

And we-

CUT TO:

INT. ELEVATOR - NIGHT

Arthur scrambles to arrange the sleepers on the floor of the car- as his hand comes away from Saito, he sees BLOOD on it. He looks at Saito's belly- the blood is coming through his shirt. Arthur sticks headphones on sleeping Eames, and we-

CUT TO:

INT. HOSPITAL FORTRESS - DAY

Eames throws a GRENADE, blowing up the security forces trying to ascend the terraces. He DUCKS to the ground to avoid HEAVY FIRE- starts unpacking the charges and setting them along the base of the terraces-

INT. DUCT SYSTEM, HOSPITAL COMPLEX - CONTINUOUS

Saito looks up as he hears a Security Guard climbing through the duct... he raises his gun, TREMBLING with weakness... And we-

CUT TO:

INT. KITCHEN, PENTHOUSE (LIMBO) - DAY

Mal laughs at Cobb.

MAL

(laughs)

Up above? Listen to yourself. You judged me for believing the very same thing.

Mal points at the children-

MAL

These are our children. Watch.

(turns to the kids)

Hey, James! Philippa?!

The children START TO TURN to us- BUT COBB CLOSES HIS EYES.

COBB

They're not real, Mal. Our real children are waiting for us-

The children run off. Cobb opens his eyes.

MAL

You keep telling yourself that but you don't believe it-

COBB

I know it-

MAL

And what if you're wrong? What if I'm what's real?

Cobb is silent.

MAL

You keep telling yourself what you know... but what do you believe? What do you *feel*?

Cobb looks at Mal. Struggling.

COBB

Guilt. I feel guilt. And however confused I might get.

(MORE)

COBB (CONT'D)

However lost I might seem... it's
always there. Telling me something.
Reminding me of the truth.

MAL

What truth?

COBB

That you were wrong to doubt our
world. That the idea that drove you
to question your reality was a
lie...

MAL

How could you *know* it was a lie?

COBB

Because it was my lie.

MAL

(realizing)

Because you planted the idea in my
mind.

COBB

Because I performed inception on my
own wife, then reaped the bitter
rewards...

ARIADNE

Why?

COBB

We'd become lost in here. Living in
a world of infinite possibilities.
A world where we were gods. I
realized we needed to escape, but
she'd locked away her knowledge of
the unreality of this world...

*INSERT CUT: Mal opens the doll's house. Takes the spinning
top, lies it down in the safe. LOCKS IT AWAY.*

COBB

I couldn't make Mal understand that
we needed to break free. To die. So
I started to search our world...

Cobb turns to Mal, but keeps talking to Ariadne...

INSERT CUT: Cobb WANDERS the streets of Limbo...

COBB

Searching for the right place in
her mind...

INSERT CUT: Cobb stops outside the VICTORIAN HOUSE, MAL'S CHILDHOOD HOME, looking up at it. He heads inside...

COBB

And when I found that place, that secret place where she had shut away her knowledge years before, I broke it open...

INSERT CUT: Cobb looks around Mal's childhood bedroom. Comes to the doll's house...

COBB

I broke into the deepest recess of her mind, to give her the simplest little idea.

INSERT CUT: Cobb throws open the safe doors. Sitting on the shelf of the safe is a spinning top. On its side.

COBB

A truth that she had once known, but had chosen to forget...

INSERT CUT: Cobb picks up the totem. He SPINS it in the safe. IT SPINS AND SPINS WITHOUT END. Cobb CLOSSES THE DOOR of the safe...

COBB

That her world was not real.

INSERT CUT: COBB AND MAL ARRIVE AT TRAIN TRACKS CUTTING THROUGH WASTELAND.

COBB (V.O.)

That death was a necessary escape.

They lie on the tracks looking into each other's eyes. Mal is crying. Cobb takes her hand, reassuring. He starts to speak-

COBB

You're waiting for a train. A train that will take you far away. You know where you hope this train will take you, but you can't know for sure. Yet it doesn't matter...

Mal looks at him across the railroad tracks. Replies-

MAL

Because you'll be together.

The train comes, OBLITERATING the lovers.

Back in the present- Cobb looks into Mal's eyes. She is crying.

COBB

I never thought that the idea I'd
planted would grow in her mind like
a cancer. That even after we woke...

*INSERT CUT: Cobb looks around the HOTEL SUITE, confused. He
moves to the CURTAINS... Mal is on the ledge opposite.*

COBB

You'd continue to believe that your
world was not real...

Crying, Mal nods-

MAL

That death was the only escape?

INSERT CUT: Mal PLUNGES to her death.

MAL

You killed me.

Cobb looks at Mal. Whispers-

COBB

I was trying to save you-I'm sorry.

Mal comes in close to Cobb. Looks him over.

MAL

You infected my mind. You betrayed
me. But you can make amends. You
can still keep your promise. We can
still be together... right here. In
our world. The world we built
together.

CUT TO:

INT. ELEVATOR - NIGHT

Arthur hits "Play" on his music player- Edith Piaf starts to
ring out, Arthur checks his detonator and we-

CUT TO:

INT. ANTECHAMBER - DAY

Eames races back in- in the relative quiet he notices MASSIVE
LOW-E MUSICAL TONES. He drops his gun and goes to Fischer's
side...

INT. DUCT SYSTEM, HOSPITAL COMPLEX - CONTINUOUS

Saito musters all his remaining strength as the guard emerges-
Saito FIRES, dropping the guard, then COLLAPSES, the gun
clattering to the duct floor... Saito is dead.

INT. ANTECHAMBER - CONTINUOUS

Eames powers up the defibrillator, puts the paddles on
Fischer's chest, then Pow!- he shocks him, and we-

CUT TO:

INT. PENTHOUSE (LIMBO)-DAY

LIGHTNING crackles across the sky- Ariadne sees it.

ARIADNE
We need Fischer.

MAL
You can't have him.

Cobb stares at Mal. Mesmerized.

COBB
If I stay, can she take him back?

ARIADNE
Cobb, what are you saying?

MAL
Fischer's on the porch.

ARIADNE
Cobb, you can't do this.

COBB
Go check he's alive, Ariadne.

Ariadne moves onto the porch, high above the metropolis, and
we-

CUT TO:

INT. ELEVATOR - NIGHT

Arthur nods his head in time with the music, counting down,
holding the detonator. He starts bracing himself, and we-

CUT TO:

INT. ANTECHAMBER - DAY

Eames recharges the defibrillator. SHOCKS Fischer again, and we-

CUT TO:

EXT. PORCH, PENTHOUSE (LIMBO) - DAY

Ariadne looks up as a LARGE BOLT OF LIGHTNING RIPS across the sky... she looks down to see Fischer, BOUND AND BLOODY, lying below the rail.

ARIADNE

He's here. And it's time. But you
have to come with us.

Another massive lightning strike flickers across the sky-

ARIADNE

Cobb, I'm not going to let you lose
yourself in here! You have to get
back to your children!

COBB

Send Fischer, I have to stay-

ARIADNE

You can't stay here to be with her-

Cobb turns from Mal. Looks at Ariadne.

COBB

I'm not. Saito is dead by now. That
means he's here. I have to stay
here and find him.

Ariadne removes Fischer's gag- pulls him up, onto the rail.
Cobb looks back at Mal.

COBB

I can't stay here to be with her
because she's not real.

Mal looks at Cobb, furious.

MAL

Not real? I'm the only thing you do
believe in anymore. Here-doesn't
this feel real, Dom?

She STABS him in the chest- Cobb WHEEZES- GASPING, looking at
Mal-

COBB

I wish you were. But I couldn't make you real. I'm not capable of imagining you in all your complexity and... perfection. As you really were. You're the best I can do. And you're not real.

Mal pulls the knife and moves to STRIKE again-

ARIADNE

No!

A SHOT rings out, Mal GRABS her shoulder- Cobb turns to Ariadne, who is pointing Cobb's gun.

COBB

What're you doing?

ARIADNE

Improvising.

She KICKS Fischer off the roof- AIMS again at Mal-

Fischer DROPS as the sky LIGHTS UP WITH ELECTRICITY- Fischer SCREAMS, then GASPS, no longer falling, and we are-

INT. ANTECHAMBER - DAY

Eames pulls the defibrillator from Fischer's chest as he COUGHS AWAKE.

EAMES

Get in there-quick!

Fischer looks up at the double doors. STAGGERS to his feet. Fischer pushes open the doors to the STRONGROOM.

INT. STRONGROOM - CONTINUOUS

Fischer walks into the silent white room. At one end of the room is a bed. A figure lies in the bed. His FATHER. Breathing with tremendous difficulty. Dying. And we-

CUT TO:

EXT. PENTHOUSE (LIMBO) - DAY

Ariadne takes aim at Mal-

COBB

No!

Cobb holds Ariadne's gaze. She lowers the gun. And we-

CUT TO:

Eames GRABS the detonator- then moves to the door of the strongroom...

CUT TO:

INT. ELEVATOR, HOTEL - NIGHT

Arthur HITS THE DETONATOR-

INT. ELEVATOR SHAFT - CONTINUOUS

The CHARGES on the bottom of the elevator EXPLODE, and we move into EXTREME SLOW MOTION as the flames BALLOON-

CUT TO:

INT. STRONGROOM - CONTINUOUS

A RUMBLE BUILDS as Fischer approaches the bed, overcome with emotion. His Father sees him. Starts trying to speak. Fischer leans in...

FATHER
(hoarse whisper)
I... was ... dis ... dis ...

FISCHER
I know, Dad. You were disappointed
that I couldn't be you.

The dying man SHAKES HIS HEAD with surprising energy.

FATHER
(whisper)
I was disappointed... that you
tried.

Fischer hears this. And we-

CUT TO:

INT. ELEVATOR SHAFT - NIGHT

The elevator car is ROCKETED along its track by the explosion-

INT. ELEVATOR - CONTINUOUS

Arthur is SMASHED against the floor of the car next to the sleepers who SHUDDER with the force of ACCELERATION- and we-

CUT TO:

INT. ANTECHAMBER - DAY

Eames WATCHES Fischer-

EAMES
 (to himself))
 Come on, come on...

INT. STRONGROOM - DAY

The Father collapses back onto the pillow. Fischer starts to weep. His Father reaches out a trembling hand but when Fischer tries to hold IT, he SHAKES his son's hand away...

He is reaching for the SAFE next to his bed. His fingers fumble at the keypad, he can't open it. His son pushes 5,2,8,4,9,1 into the keypad. Opens it. Inside the safe is the WILL. And beside it is a HOMEMADE PINWHEEL, clearly made by a child. By Fischer. He takes it out, MARVELING at it. He turns to his father, but his father is dead.

Eames, watching from the door, HITS THE DETONATOR-

EXT. HOSPITAL COMPLEX - CONTINUOUS

A line of EXPLOSIONS RIPS ALONG THE LOWER WALL... the ENTIRE BUILDING STARTS TO SLIDE DOWN THE MOUNTAIN-

EXT. PENTHOUSE (LIMBO) - DAY

A FIERCE WIND starts HOWLING through the house as the sky outside DARKENS. Cobb shields Mal against the blast- looks up at Ariadne, who HOLDS the railing, FIGHTING the wind-

COBB
 That's the kick-you have to go!

ARIADNE
 You're coming!

COBB
 No, I'm not. I'm staying here to find Saito.
 (turns to Mal)
 And to say goodbye.

Ariadne loosens her grip on the railing...

ARIADNE
 Don't lose yourself. Find Saito.
 And bring him back.

COBB
 I will.

Ariadne lets the wind pull her off the edge- FALLING- and we-

INT. ANTECHAMBER - CONTINUOUS

Ariadne DROPS as the FLOOR COLLAPSES- her eyes SNAP OPEN-

EXT. PENTHOUSE (LIMBO) - DAY

Cobb holds Mal in his arms. The wind DIES...

MAL

We'd be together forever. You
promised me.

COBB

I know. But we can't. And I'm
sorry.

MAL

You remember when you asked me to
marry you? You said you dreamt that
we'd grow old together.

COBB

And we did...

Mal looks at Cobb... thinking. Remembering.

*INSERT CUT: TWO ELDERLY PEOPLE (MAL AND COBB) WALK THROUGH
LIMBO... ACROSS A WASTELAND... TWO ELDERLY HANDS CLUTCH EACH
OTHER AS THEY LIE DOWN ON THE RAILROAD TRACK...*

COBB

I miss you more than I can bear...
but we had our time together. And
now I have to let go...

She nods, weakly. Cobb holds Mal as her eyes close...
DYING... and we-

INT. STRONGROOM - CONTINUOUS

Fischer and his Father's body DROP AWAY-

INT. ELEVATOR - NIGHT

Ariadne DROPS inside the ROCKETING ELEVATOR, and as it
SMASHES INTO THE TOP OF THE SHAFT Ariadne SMASHES into-

INT./EXT. VAN INTO RIVER - DAY

THE WATER, THE VAN CRUNCHING WITH THE IMPACT- WATER CRASHING
THROUGH THE BROKEN WINDOWS FLOODING THE INTERIOR...

Fischer's EYES OPEN, PANICKING- he UNBUCKLES HIMSELF, pushes
out of the broken window- STOPS, goes back to UNBUCKLE
Browning and DRAG him out.

EXT. RIVER - CONTINUOUS

Fischer breaks the surface with Browning, who COUGHS and GASPS. He starts PULLING for the near bank, struggling through the rain-impacted water-

INT. VAN, UNDERWATER - CONTINUOUS

Ariadne, Arthur and Yusuf wait calmly underwater. They are sharing TWO REGULATORS pulled from beneath the front seat. Arthur turns to Saito. There is blood in the water around Saito's belly- his eyes are LIFELESS- Arthur feels for a pulse... turns to Cobb, whose eyes are lifeless... Ariadne GRABS Arthur's elbow, pulling him away...

EXT. RIVERBANK - MOMENTS LATER

Fischer turns Browning/Eames over. They lie there, exhausted.

BROWNING
I'm sorry, Robert.

Fischer stares at the rain on the water.

FISCHER
The will means that Dad wanted me
to be my own man, not live for him.
(turns to Browning))
And I'm going to, Uncle Peter.

Browning nods. Wipes the rain from his face. In the puddle beside them, the reflection is not Browning, but Eames.

EXT. UNDERNEATH BRIDGE IN THE RAIN - MOMENTS LATER

Arthur sits on the riverbank, breathing heavily.

ARTHUR
What happened?

ARIADNE
Cobb stayed.

ARTHUR
With Mal?

ARIADNE
No. To find Saito.

Arthur looks out at the water below the bridge.

ARTHUR
He'll be lost...

ARIADNE
No. He'll be alright.

And we-

CUT TO:

EXT. DAWN. CRASHING SURF.

The waves TOSS a BEARDED MAN onto wet sand.

As the Japanese Security Guard turns him onto his back, we realize that this is Cobb- OLDER. WEARY. TRAVELLED...

INT. DINING ROOM, CASTLE - DAY

Cobb WOLFS his food. The Elderly Japanese Man (Saito, 90 years old) watches him.

SAITO

So... have you come to kill me?

Cobb does not look up.

SAITO

I've been waiting for someone to come for me...

COBB

Someone from your half-remembered dream...?

Saito peers at Cobb.

SAITO

Cobb? Not possible-he and I were young men together. And I am an old man...

COBB

Filled with regret?

Saito REMEMBERS, nods...

SAITO

Waiting to die alone, yes.

Cobb is STARING at something on the table.

COBB

I came back for you...I came to remind you of what you once knew...

Cobb gestures at the table. Saito follows his gaze down to the polished surface of the table...

COBB

That this world is not real.

The top IS STILL SPINNING PERFECTLY, AS IF IT WILL NEVER TOPPLE. Saito looks at the top. Then back to Cobb.

SAITO

You came to convince me to honor
our arrangement?

COBB

Yes. And to take a leap of faith.

As Saito-san listens to Cobb, he looks at the GUN on the table between them...

COBB

Come back and we'll be young men
together again.

The elderly Saito looks at Cobb. Nods. And we-

CUT TO:

INT. FIRST CLASS CABIN, 747 - DAY

Ariadne watches Cobb. His eyes are closed.

FLIGHT ATTENDANT (O.S.)

Hot towel, sir?

His EYES FLICKER OPEN. He takes the towel with a nod. Ariadne smiles. Relieved.

FLIGHT ATTENDANT

We'll be landing in Los Angeles in
about twenty minutes. Do you need
immigration forms?

Cobb nods. Takes a landing card. Looks around the cabin.

Saito is WATCHING him. Serious. Haunted. Holding Cobb's gaze, SAITO PICKS UP THE PHONE AND DIALS. Cobb nods thanks...

INT. ARRIVALS, LAX - LATER

Cobb steps forwards to the IMMIGRATION OFFICIAL. Hands him his passport. Nervous. The Official takes a beat, looks Cobb up and down, then WHUMP!- the passport is stamped. As Cobb takes it back, he spots Ariadne at the next counter. She nods at him. He nods back. Then moves off...

As Cobb passes through baggage claim, he exchanges subtle greetings with Eames and Yusuf.

Arthur smiles broadly at Cobb. Cobb brushes past Fischer, who glances back at him as if thinking maybe he should know him, then moves on...

As Cobb emerges into the crowded arrivals hall, he spots Professor Miles, waving at him...

INT. KITCHEN, COBB AND MAL'S HOUSE - DAY

Cobb enters with Miles. Drops his bags. Moves to the table, looking out at the overgrown garden. He reaches into his pocket, takes out his pewter spinning top, lowers it to the table and SPINS IT- a CHILD'S SHOUT makes him look up-

Through the window, James and Philippa have run into view, playing, THEIR FACES TURNED AWAY... Cobb STARES at the back of his children's heads... Miles moves to the window and KNOCKS on the glass-

James and Philippa TURN- see their Dad. He steps to the window, watching their BRIGHT FACES SHINING as they run towards him...

Behind him, on the table, the spinning top is STILL SPINNING. And we-

FADE OUT.

CREDITS.

END.