

I N C E P T I O N

by

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## I N C E P T I O N

FADE IN:

1 DAWN. CRASHING SURF. 1

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 SAND CASTLE. A LITTLE BLONDE GIRL joins the boy. The Bearded Man tries to call to 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.

2 INT. ELEGANT DINING ROOM, JAPANESE CASTLE -- LATER 2

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 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 (CONT'D)

...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.

3 INT. SAME -- MOMENTS LATER 3

The Elderly Japanese 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.

(CONTINUED)

3 CONTINUED:

3

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

ELDERLY JAPANESE MAN (CONT'D)

I know what *this* is.

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

ELDERLY MAN

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

The Elderly Japanese Man STARES at the top, mesmerized.

ELDERLY MAN (CONT'D)

A man I met in a half-remembered dream...

MOVE IN on the GRACEFULLY SPINNING TOP...

ELDERLY MAN (CONT'D)

A man possessed of some radical notions...

The Elderly Japanese Man STARES, remembering...

COBB (V.O.)

*What's the most resilient parasite?*

CUT TO:

4 INT. SAME ELEGANT DINING ROOM -- NIGHT (YEARS EARLIER) 4

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 (CONT'D)

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.

(CONTINUED)

COBB (CONT'D)

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 forward, holding Saito's gaze.

COBB (CONT'D)

But if I'm going to help you, you have to be completely open with 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 on to a LAVISH PARTY.

(CONTINUED)

4 CONTINUED: (2)

4

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 (CONT'D)

What's going on up there?

And we-

CUT TO:

5 INT. FILTHY BATHROOM -- DAY (FEELS LIKE DIFFERENT TIME)

5

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:

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

6

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-

(CONTINUED)

6 CONTINUED: 6

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

CUT TO:

7 INT. FILTHY BATHROOM -- CONTINUOUS 7

Another EXPLOSION- Nash CHECKS the sleeping Cobb and we-

CUT TO:

8 EXT. ROOFTOP TERRACES, JAPANESE CASTLE -- NIGHT 8

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 WINDS 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.

(CONTINUED)

8 CONTINUED:

8

COBB

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

She stares up at him, inviting.

MAL

So what?

9 INT. BEDROOM SUITE, JAPANESE CASTLE -- MOMENTS LATER 9

Mal sips champagne as she studies a Bacon painting.

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 (CONT'D)

Would you sit down?

Mal lowers herself gracefully into a leather wing back 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 (CONT'D)

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.

(CONTINUED)

9 CONTINUED: 9

COBB (CONT'D)  
Stay seated. Please.

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

10 EXT. JAPANESE CASTLE WALL -- CONTINUOUS 10

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

Suddenly he starts DROPPING-

11 INT. BEDROOM SUITE, JAPANESE CASTLE -- CONTINUOUS 11

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

12 EXT. JAPANESE CASTLE WALL -- CONTINUOUS 12

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

13 INT. KITCHEN, JAPANESE CASTLE -- MOMENTS LATER 13

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.

14 INT. HALL, JAPANESE CASTLE -- CONTINUOUS 14

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.

15 INT. DINING ROOM, JAPANESE CASTLE -- CONTINUOUS 15

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.

THE 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.

(CONTINUED)

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

MAL (CONT'D)

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 (CONT'D)

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 (CONT'D)

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:

16 INT. FILTHY BATHROOM -- DAY 16

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:

17 INT. JAPANESE CASTLE CORRIDOR -- NIGHT

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

18 INT. DINING ROOM, JAPANESE CASTLE -- CONTINUOUS 18

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.

19 EXT. GRAND STAIRCASE, JAPANESE CASTLE -- CONTINUOUS 19

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

20 INT. DINING ROOM, CASTLE -- CONTINUOUS 20

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.

21 INT. GRAND STAIRCASE, CASTLE -- CONTINUOUS 21

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

CUT TO:

22 INT. DILAPIDATED HOTEL ROOM -- DAY 22

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!

23 INT. FILTHY BATHROOM -- CONTINUOUS 23

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

CUT TO:

24 INT. GRAND STAIRCASE, CASTLE -- NIGHT 24

Cobb is SMASHED sideways off his feet...

25 INT. DINING ROOM, CASTLE -- NIGHT 25

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

CUT TO:

26 INT. DILAPIDATED HOTEL ROOM -- DAY 26

Saito's eyes FLICKER OPEN. AWAKE.

27 INT. FILTHY BATHROOM -- CONTINUOUS 27

Nash SMACKS Cobb again-

NASH  
He won't wake!

28 INT. DILAPIDATED HOTEL ROOM -- CONTINUOUS 28

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...

29 INT. FILTHY BATHROOM -- CONTINUOUS 29

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

CUT TO:

30 INT. GRAND STAIRCASE, JAPANESE CASTLE -- NIGHT 30

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:

31 INT. FILTHY BATHROOM -- DAY 31

Cobb, in SLO-MO, hits the WATER- head THRASHING as he goes under- and we-

CUT TO:

32 INT. GRAND STAIRCASE, JAPANESE CASTLE -- NIGHT 32

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-

33 INT. FILTHY BATHROOM -- DAY 33

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.

34 INT. DILAPIDATED HOTEL ROOM -- MOMENTS LATER 34

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

(CONTINUED)

34 CONTINUED:

34

COBB  
And yet, here we are.

Saito is silent.

COBB (CONT'D)  
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.

And we-

CUT TO:

35 INT. BULLET TRAIN - COMPARTMENT -- DAY

35

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

CUT TO:

36 INT. DILAPIDATED HOTEL ROOM -- DAY

36

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 (CONT'D)  
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.

(CONTINUED)

36 CONTINUED:

36

SAITO

But your deception was readily  
apparent.

And we-

CUT TO:

37 INT. BULLET TRAIN - COMPARTMENT -- DAY

37

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:

38 INT. DILAPIDATED HOTEL ROOM -- DAY

38

In the distant background, strange MASSIVE low-end MUSICAL  
TONES 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.

(CONTINUED)

38 CONTINUED:

38

SAITO (CONT'D)  
It's stained and frayed in such  
distinctive ways...

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

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

Cobb glares at Nash, and we-

CUT TO:

39 INT. BULLET TRAIN - COMPARTMENT -- DAY

39

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

CUT TO:

40 INT. DILAPIDATED HOTEL ROOM -- DAY

40

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:

41 INT. BULLET TRAIN - COMPARTMENT -- DAY

41

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:

42 INT. DILAPIDATED HOTEL ROOM -- DAY

42

Saito gets to his feet, looking admiringly at Cobb.

SAITO  
A dream within a dream- I'm impressed.

(CONTINUED)

42 CONTINUED: 42

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

CUT TO:

43 INT. BULLET TRAIN - COMPARTMENT -- DAY 43

Arthur retracts the tubes into the case as he watches the next COUNTDOWN HIT ZERO, and we-

CUT TO:

44 INT. DILAPIDATED HOTEL ROOM -- DAY 44

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:

45 INT. BULLET TRAIN - COMPARTMENT -- DAY 45

Nash's eyes open, AWAKE.

ARTHUR (O.S.)

Asshole!

Nash BLINKS. Arthur is in his face, furious.

ARTHUR (CONT'D)

How could you get the carpet wrong?!

NASH

It wasn't my fault!

ARTHUR

You're the *architect*-

(CONTINUED)

NASH

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

Cobb PULLS Arthur away from Nash.

COBB

Let's 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.

46 EXT. JAPANESE COUNTRYSIDE -- CONTINUOUS

46

The BULLET TRAIN speeds through the lush landscape.

47 INT. TRAIN COMPARTMENT -- CONTINUOUS

47

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.

48 EXT. TOKYO -- DUSK 48

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

49 INT. APARTMENT, TOKYO -- CONTINUOUS 49

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 INTENTLY STUDIES the top's spin... As he stares, the sound of a FREIGHT TRAIN builds and builds- the top WOBLES, 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?

(CONTINUED)

*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 BLOND 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...*

(CONTINUED)

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 (CONT'D)

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.

50 INT. CORRIDOR -- CONTINUOUS

50

Cobb and Arthur head towards the elevator.

ARTHUR  
Where will you go?

COBB  
Buenos Aries. 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.

51 EXT. ROOFTOP HELIPAD -- NIGHT

51

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:

52 INT. HELICOPTER ON PAD -- CONTINUOUS

52

Nash, BEATEN BLOODY, sits on the far side, slumped against the window. 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 (CONT'D)

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 (CONT'D)

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?

(CONTINUED)

ARTHUR

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

(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.

53 EXT. AIRFIELD -- MOMENTS LATER

53

The helicopter sets down next to a PRIVATE JET.

54 INT. HELICOPTER -- CONTINUOUS

54

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.

(CONTINUED)

SAITO (CONT'D)

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 (CONT'D)

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-!

(CONTINUED)

55 CONTINUED: (2)

55

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 (CONT'D)  
So why are we headed to Paris?

COBB  
We're going to need a new architect.

56 INT. GREAT HALL, ECOLE ARCHITECTURAL -- MORNING 56

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

57 INT. LECTURE HALL -- CONTINUOUS 57

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 (CONT'D)  
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?

(CONTINUED)

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 throw away 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 of legitimate ways for me to use that skill.

Miles looks at Cobb.

MILES

Why did you come here, Dom?

Cobb shifts slightly.

(CONTINUED)

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.

(CONTINUED)

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

Miles looks down, fiddles with his papers.

COBB (CONT'D)

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.

58 INT. CORRIDOR -- LATER

58

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

MILES

Ariadne...

A young woman carrying books turns. This is ARIADNE.

MILES (CONT'D)

I'd like you 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.

59 EXT. ROOFTOP, ECOLE ARCHITECTURE -- MOMENTS LATER

59

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 (CONT'D)

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.

(CONTINUED)

59 CONTINUED:

59

COBB (CONT'D)

Go.

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

COBB (CONT'D)

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 (CONT'D)

Again.

She traces straight lines, CONCENTRATING...

COBB (CONT'D)

Stop.

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

COBB (CONT'D)

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 (CONT'D)

(working the maze)

More like it.

60 EXT. NARROW STREET, PARIS -- DAY

60

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

61 INT. WORKSHOP -- CONTINUOUS

61

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

62 INT. SAME -- LATER

62

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...

63 EXT. PARISIAN CAFE -- DAY

63

Cobb and Ariadne sit at an outdoor table.

(CONTINUED)

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 forward and draws on the paper table cloth.

COBB (CONT'D)

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

Cobb has drawn a circle of two arrows.

COBB (CONT'D)

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 (CONT'D)

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 feel 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.

(CONTINUED)

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:

64 INT. WORKSHOP -- DAY

64

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 (CONT'D)

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.

(CONTINUED)

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:

65 EXT. SAME PARISIAN STREET -- DAY

65

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...

(CONTINUED)

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 (CONT'D)

It's something, isn't it?

COBB

(quiet)

Yes. It is.

(CONTINUED)

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 on to it as it grows. Cobb is impressed.

COBB (CONT'D)

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 (CONT'D)

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

Cobb pauses, thinking. Remembering.

(CONTINUED)

65 CONTINUED: (3)

65

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

COBB (CONT'D)

I know this bridge. This place is  
real-

(serious)

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

(CONTINUED)

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-

(CONTINUED)

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:

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.

(CONTINUED)

66 CONTINUED:

66

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...

67 INT. BATHROOM, WORKSHOP -- CONTINUOUS

67

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

68 INT. WORKSHOP -- CONTINUOUS

68

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.

69 INT. BATHROOM, WORKSHOP -- CONTINUOUS

69

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

70 INT. WORKSHOP -- CONTINUOUS

70

ARIADNE

What's yours?

Arthur holds out a DIE.

ARTHUR

A loaded die.

Ariadne reaches for it- Arthur snatches it away-

(CONTINUED)

70 CONTINUED:

70

ARTHUR (CONT'D)

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...

71 INT. BATHROOM, WORKSHOP -- CONTINUOUS

71

Cobb's spinning top WOBBLER 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.

72 INT. WORKSHOP -- CONTINUOUS

72

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 (CONT'D)

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.

(CONTINUED)

72 CONTINUED:

72

ARTHUR

Eames? But he's in Mombasa. Cobol's back yard.

COBB

Necessary risk.

ARTHUR

There are plenty of other thieves.

COBB

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

73 INT. GAMBLING DEN, MOMBASA -- DAY

73

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

Your 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.

74 EXT. STREET, MOMBASA -- CONTINUOUS

74

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.

75 EXT. BALCONY OF A COFFEE HOUSE -- LATER

75

A ramshackle balcony overlooking a busy street. Eames pours.

COBB

Inception.

Eames's glass stops halfway to his mouth.

COBB (CONT'D)

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.

(MORE)

(CONTINUED)

EAMES (CONT'D)

If you're going to perform inception, you need imagination.

COBB

You've done it before?

EAMES

Yes 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 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 (CONT'D)

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

COBB

Let's go see him.

(CONTINUED)

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 (CONT'D)

Freddy Simmonds, it *is* you!

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

EAMES (CONT'D)

(looks harder)

Oh. No, it isn't.

The Businessman looks past Eames but Cobb has vanished.

76 EXT. STREET, MOMBASA -- CONTINUOUS

76

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

COBB

(disarming smile)

Yes?

SECOND BUSINESSMAN

We need to-

Cobb HEAD BUTTS the Second Businessman, PUSHES past him-

(CONTINUED)

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.

77 EXT. COFFEE HOUSE -- MOMENTS LATER

77

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.

78 INT. WORKSHOP -- DAY

78

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.

(CONTINUED)

ARIADNE

I tried not to come.

ARTHUR

But there's nothing else quite like  
it.

(CONTINUED)

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:

79 INT. PENROSE STEPS -- LATER

79

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. 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 (CONT'D)

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 (CONT'D)

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?

(CONTINUED)

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 (CONT'D)

My subconscious seems polite enough.

ARTHUR

You wait, they'll turn ugly. No one  
likes to feel 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?

(CONTINUED)

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:

80 EXT. ROOFTOP, OLD TOWN, MOMBASA -- DAY

80

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.

(CONTINUED)

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.

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

82 INT. STAIRWELL -- CONTINUOUS 82

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

83 INT. PHARMACY -- CONTINUOUS 83

Row upon row of wooden shelves holding hundreds of dusty glass bottles of all shapes and colors. At the far end, a portly forty-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 (CONT'D)

Ah, yes. Mr.Cobb. I've heard so very much about you.

(indicates chairs)

Please.

Yusuf chases a CAT off Saito's chair.

YUSUF (CONT'D)

Bloody cats.

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

YUSUF (CONT'D)

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 (CONT'D)

(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.

(CONTINUED)

Yusuf holds the bottle to the light, marvelling.

YUSUF (CONT'D)

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 (CONT'D)

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

COBB

And to come into the field with us.

YUSUF

I rarely go into the field, 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.

(CONTINUED)

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.

84 INT. BACK ROOM, PHARMACY -- CONTINUOUS

84

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 (CONT'D)

See? Very stable.

COBB

How long do they dream?

YUSUF

Three, four hours. Every day.

(CONTINUED)

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 (CONT'D)  
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 (CONT'D)  
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.

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:

86 EXT. WASTELAND -- DAY 86

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:

87 INT. BACK ROOM, PHARMACY -- DAY 87

Cobb's eyes open. Yusuf is watching him.

YUSUF

Sharp, no?

Cobb nods. Gets to his feet, looking around-

88 INT. BATHROOM, YUSUF'S SHOP -- CONTINUOUS 88

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.

88A 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.

88B 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 (CONT'D)

Are you going under on your own?

COBB

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

(CONTINUED)

88B CONTINUED:

88B

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 (CONT'D)

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 (CONT'D)

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.

(CONTINUED)

ARIADNE (CONT'D)

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 (CONT'D)

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.

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) (CONT'D)

"I WILL SPLIT UP MY FATHER'S EMPIRE"

Cobb turns to the team.

COBB (CONT'D)

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 (CONT'D)

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:

90 EXT. NEW YORK STREETS -- DAY

90

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".

(CONTINUED)

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 (CONT'D)

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...

91 INT. ANTE ROOM, MAURICE FISCHER'S OFFICE -- DAY

91

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.

(CONTINUED)

91 CONTINUED:

91

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-

92 INT. MAURICE FISCHER'S INNER OFFICE -- CONTINUOUS

92

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?

(CONTINUED)

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

BROWNING (CONT'D)

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.

93 INT. BATHROOM -- DAY

93

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.

94 INT. WORKSHOP -- CONTINUOUS

94

EAMES

Now, in the dream, I can impersonate Browning and suggest the concepts to Fischer's conscious mind...

(MORE)

(CONTINUED)

94 CONTINUED:

94

EAMES (CONT'D)

(Eames 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.

95 OMITTED  
AND  
96

95  
AND  
96

(CONTINUED)

94 CONTINUED: (3)

94

CUT TO:

97 INT. DESERTED HOTEL LOBBY -- DAY

97

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.

(CONTINUED)

97 CONTINUED:

97

They turn to Saito.

SAITO (CONT'D)

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

98 EXT. AIRFIELD -- DAY

98

Fischer steps out of a black town car and walks across the  
tarmac towards a GULFSTREAM 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.

99 INT. HOTEL LOBBY -- DAY

99

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 buy out the whole cabin, and the  
first class flight attendant-

SAITO

We bought the airline.

Everyone turns to Saito.

SAITO (CONT'D)

It seemed... neater.

COBB

Neater, huh?

(gets to his feet)

Well, now we have ten uninterrupted  
hours.

(to Ariadne)

Nice lobby, by the way.

And we-

CUT TO:

100 INT. WORKSHOP -- DAY

100

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.

(CONTINUED)

100 CONTINUED:

100

YUSUF

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

101 INT. MAKESHIFT LAB -- DAY

101

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.

102 INT. WORKSHOP -- DAY

102

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.

COBB

Buying us more time in each level.

YUSUF

Brain function in the dream will be  
about twenty times normal. 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

Maths 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.

(CONTINUED)

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?

(CONTINUED)

102 CONTINUED: (2)

102

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...

103 INT. MAKESHIFT LAB -- DAY

103

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.

104 INT. WORKSHOP -- DAY

104

Arthur thinks, nodding slowly.

YUSUF

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

105 INT. MAKESHIFT LAB -- DAY

105

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

YUSUF (V.O.)

Or tipping...

Arthur goes down with a CRASH, JERKING AWAKE-

106 INT. WORKSHOP -- DAY

106

Arthur thinks this through.

ARTHUR

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

(CONTINUED)

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.

(CONTINUED)

106 CONTINUED:

106

ARTHUR

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

107 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.

(CONTINUED)

107 CONTINUED: 107

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:

107A INT. CAGE STYLE ELEVATOR -- DAY 107A

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

108 INT. YOUNG GIRL'S BEDROOM -- DAY 108

Ariadne pulls back the grill and walks across the room, considering the dusty furnishings. At the window is a dolls 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...

108A INT. LIVING ROOM -- CONTINUOUS 108A

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.

108B INT. CAGE STYLE ELEVATOR -- DAY

108B

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 SAND CASTLE.

ARIADNE

Why do you do this to yourself?

(CONTINUED)

108B CONTINUED:

108B

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.

108C INT. CAGE STYLE ELEVATOR -- CONTINUOUS

108C

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 3rd floor button.

COBB

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

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

109

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

(CONTINUED)

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 (CONT'D)  
It's James. My boy. He's found  
something. Maybe a worm.

A slightly older girl RUNS into view.

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

109 CONTINUED: (2)

109

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

COBB (CONT'D)

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.

110 OMITTED

111 OMITTED

112 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-

113 INT. ELEGANT HOTEL SUITE -- CONTINUOUS (NOW NIGHT)

DISHEVELED bedclothes, UPENDED room service table, STRAWBERRIES across the floor. A STRUGGLE. Ariadne steps forward- 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 (CONT'D)

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?

(CONTINUED)

113 CONTINUED:

113

COBB

A hotel. We spent our anniversaries  
in this suite.

ARIADNE

What happened here?

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

114 INT. CAGE STYLE ELEVATOR -- CONTINUOUS

114

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:

115 INT. WORKSHOP -- NIGHT

115

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.

(CONTINUED)

ARIADNE

(low)

I'm coming with you.

COBB

No. I promised Miles.

115 CONTINUED: (2)

115

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.

116 INT. DEPARTURE GATE, SYDNEY -- DAY

116

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.

117 INT. FIRST CLASS CABIN, 747 -- CONTINUOUS

117

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.

(CONTINUED)

117 CONTINUED: 117

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.

118 EXT. RUNWAY -- MOMENTS LATER 118

The 747 HURTLES down the runway.

119 INT. FIRST CLASS CABIN, 747 -- MOMENTS LATER 119

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.

(CONTINUED)

119 CONTINUED:

119

The Flight Attendant brings their drinks- Cobb takes them.

COBB (CONT'D)

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 (CONT'D)

To Maurice Fischer.

(they drink)

I'll leave you in peace.

Fischer grants him a smile.

120 EXT. 747 -- LATER

120

The great plane SOARS through a burning cloudscape.

121 INT. FIRST CLASS CABIN, 747 -- MOMENTS LATER

121

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:

122 INT. SEDAN -- DAY

122

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

123 EXT. NEW YORK STREETS -- CONTINUOUS

123

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

124 INT. SEDAN -- CONTINUOUS

124

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

ARTHUR

(indicates rain)

Couldn't you have peed before you went under?

(CONTINUED)

124 CONTINUED:

124

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.

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

125

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.

126 INT./EXT. CAB ON RAINY NEW YORK STREET -- CONTINUOUS

126

Arthur SLOWS in front of the TRAIN STATION, peering at the  
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 (CONT'D)

What're you doing?

EAMES

Sorry, I thought it was free.

(CONTINUED)

EAMES (CONT'D)

Maybe we could share.

FISCHER

Maybe not.

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

FISCHER (CONT'D)

Great.

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

FISCHER (CONT'D)

(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' head- another SHOT IMPACTS by Saito-

EAMES (CONT'D)

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 forward... but BAM- A FREIGHT TRAIN CLIPS THE FRONT OF THE SEDAN, SHOVING IT SIDWAYS 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-

(CONTINUED)

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-

(CONTINUED)

126 CONTINUED: (3)

126

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 BREATHES-

ARTHUR

Everybody okay? Saito?

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

127 EXT. WAREHOUSE -- MOMENTS LATER

127

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

128 INT. WAREHOUSE -- CONTINUOUS

128

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 (CONT'D)

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*!

(CONTINUED)

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 (O.S.)

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' 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.

(CONTINUED)

COBB

If he... or any one of us dies...  
that person doesn't wake up. Their  
mind drops into limbo.

ARIADNE

Limbo?

ARTHUR

Unconstructed dream space. Raw,  
infinite subconscious. Nothing there  
but what was built by anyone on the  
team who's been trapped there before.

Arthur looks at Cobb.

ARTHUR (CONT'D)

On this team... just Cobb.

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 till our brains  
dissolve into scrambled egg?

Cobb says nothing. Saito groans more loudly

ARTHUR

Let's just get him upstairs.

129 INT. OFFICE, WAREHOUSE -- MOMENTS LATER

129

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 (CONT'D)

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 gunfire.

ARTHUR

You had no right.

COBB

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

(CONTINUED)

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 (CONT'D)

And we have to do it fast.

Eames and Arthur weigh this up.

COBB (CONT'D)

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

130 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-

(CONTINUED)

130 CONTINUED:

130

COBB

No, it won't.

Fischer looks at Cobb, unnerved.

ARTHUR

In your father'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?

131 INT. OFFICE, WAREHOUSE -- CONTINUOUS

131

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 BROWNINGS. Cobb pockets the photo.

COBB

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

(CONTINUED)

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-

132 INT. BATHROOM, WAREHOUSE -- CONTINUOUS

132

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.

133 INT. BATHROOM, WAREHOUSE -- MOMENTS LATER

133

Cobb pushes Browning (Eames), bloody and bruised, into the room and forces him down next to Fischer.

COBB  
You've got an hour. Get talking.

Cobb cuffs Browning to the sink and Cobb and Arthur leave.

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.

(CONTINUED)

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. 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.

134 INT. OFFICE, WAREHOUSE -- CONTINUOUS

134

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.

(CONTINUED)

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 honour 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.

(CONTINUED)

ARIADNE (CONT'D)

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. 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 (CONT'D)

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 (CONT'D)

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 SAND CASTLE ON THE BEACH...

(CONTINUED)

134 CONTINUED: (3)

134

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

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

COBB (CONT'D)  
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:*

135 *INT. MAL'S CHILDHOOD HOME -- DAY*

135

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

(CONTINUED)

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

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

136 INT. OFFICE, WAREHOUSE -- CONTINUOUS

136

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?

(CONTINUED)

136 CONTINUED:

136

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...

137 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.*

138 INT. OFFICE, WAREHOUSE -- 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...

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

139

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!

(CONTINUED)

139 CONTINUED: 139

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

140 INT. ELEGANT HOTEL CORRIDOR -- NIGHT (FLASHBACK) 140

Cobb walks along, checking door numbers against a key.

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

141 INT. ELEGANT HOTEL SUITE -- CONTINUOUS (FLASHBACK) 141

Cobb enters the lavish suite. He notices the DISHEVELED BEDCLOTHES. He steps forward- 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.

142 EXT. EXTERIOR ATRIUM -- CONTINUOUS (FLASHBACK) 142

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 (CONT'D)  
 Come out onto the ledge or I'll jump right now.

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

(CONTINUED)

MAL (CONT'D)

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

(CONTINUED)

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

Our 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-

(CONTINUED)

142 CONTINUED: (3) 142

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

143 INT. OFFICE, WAREHOUSE -- DAY 143

Cobb stares as he remembers.

COBB

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

144 INT. COBB AND MAL'S KITCHEN -- DAY (FLASHBACK) 144

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...*

145 INT. OFFICE, WAREHOUSE -- DAY 145

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.

(MORE)

(CONTINUED)

COBB (CONT'D)

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.

(CONTINUED)

145 CONTINUED: (2)

145

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?!

146 INT. BATHROOM, WAREHOUSE -- CONTINUOUS

146

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 van into the river.

Fischer looks at the doors- the locks have been sealed...

FISCHER

What *is* in the safe?

BROWNING

Something for you. Maurice always said it was his most precious 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?

(CONTINUED)

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.

(CONTINUED)

COBB

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

Arthur puts SACKS over their heads.

146A 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 FORWARD. "Browning" yanks the sack from his head- it is now EAMES.

EAMES

(excited)

His relationship with his father's much worse than 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 him 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.

(CONTINUED)

146A CONTINUED:

146A

EAMES (CONT'D)

Shall we?

They climb into the van-

147 INT./EXT. VAN ON RAINY STREETS -- CONTINUOUS

147

The Van pulls out onto 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?

(CONTINUED)

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.

(CONTINUED)

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:

148 INT. HOTEL LOBBY BAR -- SUNSET

148

Fischer nurses a drink. Staring at the ice cracking.

BLONDE (O.S.)

Am I boring you?

(CONTINUED)

148 CONTINUED:

148

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.

149 INT. HOTEL LOBBY -- CONTINUOUS

149

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.

150 INT. HOTEL LOBBY BAR -- CONTINUOUS

150

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

COBB

Mr.Fischer! 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".

151 INT. LOBBY -- CONTINUOUS

151

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.

152 INT. HOTEL LOBBY BAR -- CONTINUOUS

152

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.

153 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...

154 INT. ELEVATOR -- CONTINUOUS

154

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:

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

Yusuf FIGHTS the wheel as the van CUTS DOWN AN ALLEY, BUMPING OVER POTHOLES and SMASHING TRUCK 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:

156 INT. HOTEL LOBBY BAR -- NIGHT

156

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.  
(MORE)

(CONTINUED)

156 CONTINUED:

156

COBB (CONT'D)

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...

157 INT. ELEVATOR -- CONTINUOUS

157

Eames pulls out Fischer's wallet, moves to hand it to Saito then PAUSES, opens it, leafs past the cash 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.

(CONTINUED)

157 CONTINUED:

157

EAMES (CONT'D)

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.

158 INT. HOTEL LOBBY BAR -- CONTINUOUS

158

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:

159 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:

160 INT. HOTEL LOBBY BAR -- SUNSET 160

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?

161 INT. HOTEL LOBBY -- CONTINUOUS 161

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:

162 INT./EXT. VAN ON RAINY STREETS -- DAY 162

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:

163 INT. HOTEL LOBBY BAR -- CONTINUOUS 163

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.  
(MORE)

(CONTINUED)

COBB (CONT'D)

None of this is real...

(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.

(CONTINUED)

163 CONTINUED: (2)

163

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:-

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

164

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

CUT TO:

165 INT. HOTEL LOBBY BAR -- EVENING

165

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-

166 INT. HOTEL LOBBY -- EVENING

166

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-

167 INT. LOBBY BATHROOM, HOTEL -- CONTINUOUS

167

Fischer stumbles in- turns to Cobb, angry-

FISCHER

Hey-

(CONTINUED)

167 CONTINUED:

167

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

Fischer lowers the gun.

168 INT. HOTEL CORRIDOR -- CONTINUOUS

168

Saito walks down the corridor, followed by a security man. Saito DUCKS around the corner, moves to a GARBAGE CHUTE and

(CONTINUED)

168 CONTINUED: 168

DROPS Fischer's WALLET into it. He SLIPS into the stairwell as the security man comes abreast of the chute and pauses.

169 INT. HOTEL CORRIDOR -- CONTINUOUS 169

Arthur leads Ariadne to a particular room: 491.

170 INT. ROOM 491 -- CONTINUOUS 170

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.

171 INT. LOBBY BATHROOM, HOTEL -- CONTINUOUS 171

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.

(CONTINUED)

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.

172 INT. ROOM 491 -- CONTINUOUS

172

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 till 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.

173 INT. LOBBY, HOTEL -- CONTINUOUS

173

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.

174 INT. HOTEL CORRIDOR, FIFTH FLOOR -- MOMENTS LATER

174

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-

175 INT. ROOM 528 -- CONTINUOUS

175

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?

(CONTINUED)

175 CONTINUED:

175

Fischer's eyes roam over the dials and plungers.

(CONTINUED)

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 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.

(CONTINUED)

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 (CONT'D)

Let's find out what.

Cobb nods at Arthur who starts unpacking the mechanism. Browning watches. Silent.

COBB (CONT'D)

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 (CONT'D)

We'll penetrate his subconscious and find out what he doesn't want you to know.

(CONTINUED)

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 (CONT'D)

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-

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.

(CONTINUED)

ARIADNE (CONT'D)

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.

(CONTINUED)

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 (CONT'D)

Mr.Fischer, you're going in with 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 (CONT'D)

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.

176 CONTINUED: (3)

176

Cobb turns to Fischer. Smiles.

COBB

The truth.

And we-

CUT TO:

177 INT. ROOM 528 -- NIGHT

177

Arthur checks the mechanism. He hears LOW BOOMS like thunder. He checks his watch- THE SECOND HAND CRAWLS FORWARD. With a last look at the sleepers he heads out into the corridor...

177A 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-

178 INT. HOTEL CORRIDOR -- CONTINUOUS

178

Arthur walks towards the elevator. It OPENS- a SECURITY MAN emerges, heading right for him. Arthur takes a TURNING, speeding up. The BOOMS are louder, and we-

CUT TO:

179 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 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.- BAM- the bike SPINS off the front corner 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:

180 INT. HOTEL CORRIDOR -- NIGHT

180

As Arthur hurries down the corridor, the corridor starts to TILT, and Arthur is forced to run UP ONTO THE WALL- he rounds

(CONTINUED)

180 CONTINUED: 180

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-

180A INT. HOTEL ROOM -- CONTINUOUS 180A

The fight continues all over the spinning room- and we-

CUT TO:

181 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:

182 INT. HOTEL ROOM -- NIGHT 182

Arthur and the security man DROP to the floor, Arthur on top. Arthur gets up- heads to the stairwell.

182A INT./EXT. VAN ON RAINY STREET 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...

183 INT. HOTEL STAIRWELL -- CONTINUOUS

183

Arthur RACES down the steps- OPENS the door to the fourth floor- spots SECURITY MEN outside room 491.

ARTHUR

Hey!

(CONTINUED)

183 CONTINUED: 183

They TURN- he DARTS back into the stairwell- RACES down the stairs- the security men follow- they start SHOOTING, and we-

CUT TO:

184 EXT. SNOW-COVERED MOUNTAINS -- DAY 184

Eames SKIS down within sight of the Hospital complex. He reaches into his pack and lets off a FLARE.

185 EXT. HOSPITAL COMPLEX -- CONTINUOUS 185

Security men on the ramparts spot the flare and send PATROLS out on skis and SNOWMOBILES to investigate.

186 EXT. SNOW-COVERED MOUNTAINS -- CONTINUOUS 186

Eames watches them close in, then launches himself down the mountain, STREAKING across the icy slope, and we-

CUT TO:

187 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 a 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 you're 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:

188 INT. HOTEL STAIRWELL -- NIGHT 188

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:

189 EXT. SNOW-COVERED MOUNTAINS -- DAY 189

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.

190 EXT. FOREST, SNOW-COVERED MOUNTAINS -- CONTINUOUS 190

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...

191 EXT. SNOW-COVERED MOUNTAINS -- CONTINUOUS 191

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?

192 EXT. MOUNTAINS, THE OTHER SIDE OF THE COMPLEX -- CONTINUOUS 192

Saito and Fischer CLIMB down a CLIFF FACE above the complex-

SAITO

We're going as fast as we can.

193 EXT. SNOW-COVERED MOUNTAINS -- CONTINUOUS 193

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.

(CONTINUED)

193 CONTINUED: 193

COBB  
 There must be access routes that cut  
 through the maze.  
 (into radio)  
 Eames?

194 EXT. FOREST, SNOW-COVERED MOUNTAINS -- CONTINUOUS 194

Eames cannot answer- he SLALOMS through the forest, sub-  
 security in hot pursuit, bullets smashing into the trunks...

195 EXT. SNOW-COVERED MOUNTAINS -- CONTINUOUS 195

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?

196 EXT. CLIFF FACE BEHIND COMPLEX -- CONTINUOUS 196

Saito is using a hammer to tap in a belay.

SAITO  
 Go ahead.

(CONTINUED)

- 196 CONTINUED: 196  
And we-
- CUT TO:
- 197 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:
- 198 INT. HOTEL STAIRWELL -- NIGHT 198  
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:
- 199 INT. /EXT. VAN ON RAINY RAISED BRIDGE -- DAY  
In SLOW MOTION- the van SMASHES THROUGH THE CONCRETE BARRIER- and we-
- CUT TO:
- 200 INT. HOTEL CORRIDOR -- NIGHT 200  
Arthur is SPRINTING down the corridor when a TREMENDOUS CRASH sends him FLYING into the air- and we-
- CUT TO:
- 201 EXT. SNOW-COVERED MOUNTAINS -- DAY 201  
A MASSIVE RUMBLE prompts Cobb to look across the valley-
- 202 EXT. FOREST, SNOW-COVERED MOUNTAINS -- CONTINUOUS 202  
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-
- 203 EXT. CLIFF FACE BEHIND COMPLEX -- CONTINUOUS 203  
Saito hears the RUMBLE above them. He looks down, Fischer is below, near the bottom of the sheer face-

SAITO

Look out!

(CONTINUED)

203 CONTINUED:

203

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:

204 INT. /EXT. VAN -- DAY 204  
 In EXTREME SLOW-MOTION, the van emerges from the concrete balustrade and starts FALLING- and we-

CUT TO:

205 INT. HOTEL CORRIDOR -- NIGHT 205  
 Arthur is still FLYING through the corridor, NOT LANDING- GRAVITY HAS DISAPPEARED... he scrambles for a handhold, GRABBING a sconce- and we-

CUT TO:

206 EXT. SNOW-COVERED MOUNTAINS -- DAY 206  
 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.

207 EXT. FOREST, SNOW-COVERED MOUNTAINS -- CONTINUOUS 207  
 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?

208 EXT. SNOW-COVERED MOUNTAINS -- CONTINUOUS 208  
 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.

209 EXT. HOSPITAL COMPLEX -- CONTINUOUS 209  
 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.

210 EXT./EXT. VAN -- DAY 210  
 In extreme slow-motion, the van seems SUSPENDED IN MID-AIR TEN STORIES ABOVE THE RIVER... and we-

CUT TO:

211 INT. HOTEL CORRIDOR -- NIGHT 211  
 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:

212 INT. DUCT SYSTEM, HOSPITAL COMPLEX -- CONTINUOUS 212  
 Saito and Fischer hurry through the duct system. Saito is falling behind, coughing up blood.

213 EXT. UPPER TERRACE, HOSPITAL COMPLEX -- CONTINUOUS 213  
 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.

214 INT. TOP ROOM, SOUTH TOWER, HOSPITAL COMPLEX -- CONTINUOUS 214  
 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 ante chamber outside the strong room.

Cobb looks at the large windows of the ante chamber.

COBB  
 What about the strong room? 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-

(CONTINUED)

214 CONTINUED:

214

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 parts 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.*

215 EXT. FOREST, SNOW-COVERED MOUNTAINS -- CONTINUOUS

215

Eames is watching the patrols HEAD BACK towards the complex.

EAMES

They're heading your way. Like they know something.

216 INT. TOP ROOM, SOUTH TOWER, HOSPITAL COMPLEX -- CONTINUOUS

216

Cobb hears this. Concerned.

COBB

(into radio)  
Buys us some time.

*EAMES (over radio)*

*On my way.*

217 EXT. FOREST, SNOW-COVERED MOUNTAINS -- CONTINUOUS 217  
Eames TAKES OFF towards the base of the complex. And we-  
CUT TO:

218 INT. ROOM 528 -- NIGHT 218  
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:

219 INT. DUCT SYSTEM, HOSPITAL COMPLEX -- DAY 219  
Saito and Fischer approach the grate covering the exit to  
the ante room. 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 (over radio)  
We're here. Are we clear to proceed?

220 INT. TOP ROOM, SOUTH TOWER, HOSPITAL COMPLEX -- CONTINUOUS 220  
Cobb SCANS the ante room through the scope- it looks clear.  
COBB (into radio)  
You're clear, but hurry- there's an  
army headed your way...  
Ariadne watches the patrols approaching the complex...

221 INT. DUCT SYSTEM, HOSPITAL COMPLEX -- CONTINUOUS 221  
The SQUELCH from the radio is too loud- Fischer GRABS it and  
turns the volume to zero as he starts to remove the grate...

222 EXT. BASE OF THE HOSPITAL COMPLEX -- CONTINUOUS 222  
Eames is setting MINES along the LOWEST WALL of the structure.  
He moves carefully- there is a SHEER DROP below the wall...

223 INT. TOP ROOM, SOUTH TOWER, HOSPITAL COMPLEX -- CONTINUOUS 223  
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  
(into radio)  
Fischer, stop! It's a trap!-

224 INT. DUCT SYSTEM, HOSPITAL COMPLEX -- CONTINUOUS 224  
 Fischer does not see the flashing light on his radio as he carefully lifts the grate. He motions for Saito to stay...

225 INT. TOP ROOM, SOUTH TOWER, HOSPITAL COMPLEX -- CONTINUOUS 225  
 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?

226 INT. ANTE CHAMBER -- CONTINUOUS 226  
 Fischer moves into the ante chamber, cautious...

FISCHER (into radio)  
 I'm in.

Fischer turns up the volume-

ARIADNE (over radio)  
*Fischer, look out-!*

Mal DROPS gracefully to the floor behind him-

MAL  
 Hello.

227 INT. TOP ROOM, SOUTH TOWER, HOSPITAL COMPLEX -- CONTINUOUS 227  
 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 (CONT'D)  
 Eames? Get to the ante room now!

They run for the door, and we-

228 INT. DUCT SYSTEM, HOSPITAL COMPLEX -- CONTINUOUS 228

Saito STARTS as he hears the shot. He starts edging forward-clutching his belly. And we-

CUT TO:

229 INT. ROOM 528 -- NIGHT 229

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:

230 INT./EXT. VAN -- DAY 230

In EXTREME SLOW-MOTION, the van CREEPS DOWNWARDS, still high above the river... and we-

CUT TO:

231 INT. HOTEL CORRIDOR -- NIGHT 231

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:

232 INT. DUCT SYSTEM, HOSPITAL COMPLEX -- DAY 232

Eames steps over Saito, who looks up at him with DYING eyes-

233 INT. ANTE CHAMBER, 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?

COBB

I wouldn't shoot her.

Eames looks down at Mal. Eames pokes Fischer with his boot.

EAMES

That's it, then. We failed.

(CONTINUED)

COBB (CONT'D)

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's 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 (CONT'D)

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.  
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!

(CONTINUED)

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-

(CONTINUED)

COBB

I've been there before- I can find her. Fischer will be with her.

ARIADNE

How do you know?

COBB

She wants me to come after him. She wants me back down there with her.

Cobb rolls his sleeve up. Ariadne rolls up her own sleeve. Eames hoists the DETONATOR.

EAMES

How will you know when I'm going to blow the kick?

Cobb points at a machine on the wall.

COBB

Use the defibrillator as a kick. Revive Fischer first. If he can get in there-  
(indicates doors)  
We can still finish this job.

Eames NODS. Cobb and Ariadne lie down. Eames hits the button-  
WATER. BUBBLES. DROWNING. And we are-

234 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:

235 INT. ELEVATOR SHAFT -- DAY

235

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:

236 INT. ANTE CHAMBER -- DAY

236

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 sitting 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-

236A 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:

237 EXT. COAST (LIMBO) -- DAY

237

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.

(CONTINUED)

237 CONTINUED:

237

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.

(CONTINUED)

237 CONTINUED: (2)

237

Cobb and Ariadne emerge into a peculiar SQUARE lined with an eclectic mix of buildings, from APARTMENT BLOCKS to HOUSES.

COBB (CONT'D)

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.

238 INT. SKYSCRAPER LOBBY (LIMBO) -- CONTINUOUS

238

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.

239 INT. SKYSCRAPER ELEVATOR (LIMBO) -- CONTINUOUS

239

Cobb pulls out his handgun, and a ziplock bag full of bullets.

ARIADNE

How do we send Fischer back?

(CONTINUED)

COBB  
We need some kind of kick.

239 CONTINUED: (2)

239

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 (CONT'D)

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...

240 INT. PENTHOUSE (LIMBO) -- CONTINUOUS

240

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 (CONT'D)

A simple little thought that changes *everything*...

Ariadne watches as Cobb sits down beside Mal. And we-

CUT TO:

241 INT. ELEVATOR SHAFT -- NIGHT 241

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:

242 INT. PENTHOUSE (LIMBO) -- DAY 242

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 (CONT'D)

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.

(CONTINUED)

MAL

You're wrong, Dom. You're  
confused...our children are *here-*

(CONTINUED)

242 CONTINUED: (2)

242

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 (CONT'D)

(whispers)

And you'd like to see their faces again, wouldn't you, Dom?

COBB

Our real children our waiting for me up above.

And we-

CUT TO:

243 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.

(CONTINUED)

243 CONTINUED: 243

He looks at Saito's belly- the blood is coming through his shirt. Arthur sticks headphones on sleeping Eames, and we-

CUT TO:

244 EXT. HOSPITAL FORTRESS -- DAY 244

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-

245 INT. DUCT SYSTEM, HOSPITAL COMPLEX -- CONTINUOUS 245

Saito looks up as he hears a security guard climbing through the duct... he raises his gun, TREMBLING with weakness... And we-

CUT TO:

246 INT. KITCHEN, PENTHOUSE (LIMBO) -- DAY 246

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 (CONT'D)

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.

(CONTINUED)

MAL (CONT'D)

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. 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...

(CONTINUED)

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 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 (CONT'D)

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 (CONT'D)

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 (CONT'D)

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...*

(CONTINUED)

COBB (CONT'D)

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.*

(CONTINUED)

COBB (CONT'D)

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 CLOSES THE DOOR of the safe...*

COBB (CONT'D)

That her world was not real.

*INSERT CUT: COBB AND MAL ARRIVE AT TRAIN TRACKS CUTTING THROUGH WASTELAND*

COBB (V.O.) (CONT'D)

That death was 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 (dialogue) (CONT'D)

*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 (CONT'D)

*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.*

(CONTINUED)

246 CONTINUED: (5)

246

MAL (CONT'D)

You killed me.

Cobb looks at Mal. Whispers-

(CONTINUED)

246 CONTINUED: (6)

246

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:

247 INT. ELEVATOR -- NIGHT

247

Arthur hits play on his music player- Edith Piaf starts to ring out, Arthur checks his detonator and we-

CUT TO:

248 INT. ANTE CHAMBER -- DAY

248

Eames races back in- in the relative quiet he notices MASSIVE LOW-END MUSICAL TONES. He drops his gun and goes to Fischer's side...

249 INT. DUCT SYSTEM, HOSPITAL COMPLEX -- CONTINUOUS 249  
 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.

250 INT. ANTE CHAMBER -- CONTINUOUS 250  
 Eames powers up the defibrillator, puts the paddles on  
 Fischer's chest, then POW!- he shocks him, and we-

CUT TO:

251 INT. PENTHOUSE(LIMBO) -- DAY 251  
 LIGHTING 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:

252 INT. ELEVATOR -- NIGHT 252  
 Arthur nods his head in time with the music, counting down,  
 holding the detonator. He starts bracing himself, and we-

CUT TO:

253 INT. ANTE CHAMBER -- DAY 253  
 Eames recharges the defibrillator. SHOCKS Fischer again,  
 and we-

CUT TO:

254 EXT. PORCH, PENTHOUSE (LIMBO) -- DAY

254

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 (CONT'D)

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 (CONT'D)

I can't stay here to be with her  
because she's not real.

(CONTINUED)

254 CONTINUED:

254

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-

255 INT. ANTE CHAMBER -- DAY

255

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.

(CONTINUED)

255 CONTINUED: 255  
 Fischer pushes open the doors to the STRONG ROOM.

255A INT. STRONG ROOM -- CONTINUOUS 255A  
 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:

256 EXT. PENTHOUSE (LIMBO) -- DAY 256  
 Ariadne takes aim at Mal-

COBB

No!

Cobb holds Ariadne's gaze. She lowers the gun. And we-

CUT TO:

257 OMITTED 257

(CONTINUED)

256 CONTINUED:

256

Eames GRABS the detonator- then moves to the door of the strong room...

258 OMITTED

259 INT. ELEVATOR, HOTEL -- NIGHT 259

Arthur HITS THE DETONATOR-

260 INT. ELEVATOR SHAFT -- CONTINUOUS 260

The CHARGES on the bottom of the elevator EXPLODE, and we move into EXTREME SLOW MOTION as the flames BALLOON-

CUT TO:

261 INT. STRONG ROOM -- CONTINUOUS 261

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:

262 INT. ELEVATOR SHAFT -- NIGHT 262

The elevator car is ROCKETED along its track by the explosion-

263 INT. ELEVATOR -- CONTINUOUS 263

Arthur is SMASHED against the floor of the car next to the sleepers who SHUDDER with the force of ACCELERATION- and we-

CUT TO:

264 OMITTED

265 INT. ANTE CHAMBER -- DAY

Eames WATCHES Fischer-

EAMES  
(to himself)  
Come on, come on...

266 INT. STRONG ROOM -- DAY

266

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, MARVELLING at it. He turns to his father, but his father is dead.

Eames, watching from the door, HITS THE DETONATOR-

267 EXT. HOSPITAL COMPLEX -- CONTINUOUS

267

A line of EXPLOSIONS RIPS ALONG THE LOWER WALL... the ENTIRE BUILDING STARTS TO SLIDE DOWN THE MOUNTAIN-

267A INT. 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-

268 INT. ANTE CHAMBER -- CONTINUOUS 268  
 Ariadne DROPS as the FLOOR COLLAPSES- her eyes SNAP OPEN-  
 269 EXT. PENTHOUSE (LIMBO) -- DAY 269  
 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 (CONT'D)  
 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-

270 INT. STRONG ROOM -- CONTINUOUS 270  
 Fischer and his Father's body DROP AWAY-  
 271 OMITTED 271

- 272 INT. ELEVATOR -- NIGHT 272  
 Ariadne DROPS inside the ROCKETING ELEVATOR, and as it SMASHES INTO THE TOP OF THE SHAFT Ariadne SMASHES INTO-
- 273 INT./EXT. VAN INTO RIVER -- DAY 273  
 -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-
- 274 EXT. RIVER -- CONTINUOUS 274  
 Fischer breaks the surface with Browning, who COUGHS and GASPS. He starts PULLING for the near bank, struggling through the rain-impacted water-
- 275 INT. VAN, UNDERWATER -- CONTINUOUS 275  
 Ariadne, Arthur and Yusuf wait calmly underwater. They are sharing TWO REGULATORS pulled from beneath the front seat. Arthur he 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...
- 276 EXT. RIVERBANK -- MOMENTS LATER 276  
 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.
- 277 EXT. UNDERNEATH BRIDGE IN THE RAIN -- MOMENTS LATER  
 Arthur sits on the riverbank, breathing heavily.
- ARTHUR  
 What happened?

(CONTINUED)

277 CONTINUED:

277

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:

278 EXT. DAWN. CRASHING SURF. 278

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. TRAVELED...

279 INT. DINING ROOM, CASTLE -- DAY 279

Cobb WOLFS his food. The Elderly Japanese Man (Saito, ninety years old) watches him.

SAITO

So... have you come to kill me?

Cobb does not look up.

SAITO (CONT'D)

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...

(CONTINUED)

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 (CONT'D)

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 honour  
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 (CONT'D)

Come back and we'll be young men  
together again.

The Elderly Saito looks at Cobb. Nods. And we-

CUT TO:

280 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 (CONT'D)  
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...

281 INT. ARRIVALS, LAX -- LATER

281

Cobb steps forward 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.

(CONTINUED)

281 CONTINUED:

281

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...

282 INT. KITCHEN, COBB AND MAL'S HOUSE -- DAY

282

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.