

FADE IN:

1 INT. DERELICT HOUSE - DAY <> 1

A POLAROID PHOTOGRAPH, clasped between finger and thumb: a crude, crime scene flash picture of a MAN'S BODY lying on a decaying wooden floor, a BLOODY MESS where his head should be.

The image in the photo starts to FADE as we SUPER TITLES. The hand holding the photo suddenly FANS it in a rapid FLAPPING motion, then holds it still. The image fades more, and again the picture is FANNED.

As TITLES END the image fades to nothing. The hand holding the photo FLAPS it again, then places it at the front of a POLAROID CAMERA.

The camera SUCKS the blank picture up, then the FLASH BURSTS.

The Polaroid camera is lowered, revealing the sweaty, heavy-breathing face of LEONARD (mid-30's). There are droplets of blood across his face. Leonard stares, satisfied, at something on the ground in front of him. There is WET BLOOD on his BLUE SHIRT and BEIGE SUIT. His hand opens and catches a HANDGUN which leaps up into his grasp.

Still staring, he crouches down and pulls a BODY off the floor by the wet hair of its BLOODY HEAD. He slowly inserts the barrel of the gun into the bloody mess where the mouth should be.

Leonard FLINCHES. A DEAFENING ROAR as wet red leaps off his face and suit and head, with a SPASM, reassembles itself into the face of TEDDY (40's, moustache) and we-

CUT TO:

2 INT. MOTEL ROOM 21 - DAY ##BLACK AND WHITE SEQUENCE## 2

Close on Leonard's eyes. He rolls them to one side, then turns his head.

LEONARD (V.O.)
So where are you?

Leonard lifts his head. He is lying on a queen-sized bed.

LEONARD (cont'd)
You're in some motel room.

CUT TO:

2.

3 EXT. DERELICT BUILDING - DAY <> 3

A late model Jaguar bumps across some railroad tracks and approaches a large, clearly abandoned DERELICT BUILDING. Leonard is driving. He wears a BEIGE SUIT and BLUE SHIRT (no blood). Next to him is TEDDY. Leonard stops the car next to a PICKUP TRUCK sitting Outside the derelict building. Leonard kills the engine, staring at the pickup.

LEONARD

Looks like somebody's home.

Teddy looks from Leonard to the pickup and back.

TEDDY

That thing's been here for years.

Leonard gets out of the Jaguar and moves to the pickup. He inspects it with a methodical, practiced eye. Teddy follows.

LEONARD

I think you're wrong. These tracks aren't *
more than a few days old.

Leonard opens the door of the pickup and searches the interior. On the dirty vinyl of the passenger seat he finds * six BULLETS. Leonard picks two of them up and studies them. * He drops them onto the dashboard then SHUTS the door. *

LEONARD (cont'd)

Let's take a look inside.

Leonard walks towards the house, patting his jacket pockets. Teddy leans on the pickup, uneasy, watching Leonard.

4 INT. DERELICT BUILDING - DAY <> 4

Leonard stands in the dimly-lit, decaying former hallway. He pulls a stack of POLAROID PHOTOGRAPHS out of his pocket and leafs through them as Teddy starts walking towards him.

Leonard finds a photo showing Teddy with a shit-eating grin standing in front of the pickup truck. On the broad white strip beneath the photo is handwritten:

"TEDDY GAMMELL TEL. 555 0134"

Leonard flips the photo over. On the white strip on the back, in the same small handwriting.

(CONTINUED)

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3.

4 CONTINUED: 4

"DON'T LISTEN TO HIS LIES"

"HE IS THE ONE"

"KILL HIM"

LEONARD (V.O.) *

I've finally found him. How long have I *

been looking? *

Leonard stuffs the Polaroids back into his pocket, reaches around to the back of his waistband and draws a HANDGUN, keeping it out of Teddy's line of sight. Teddy enters, wary.

TEDDY

Find anything? Didn't think so, let's go, yeah?

Leonard neither replies nor turns around. Teddy, worried, affects a casual air, shrugging dismissively,

TEDDY (cont'd)

Fuck this.

Teddy turns and heads for the door. Leonard LEAPS on him, pistol-whipping him furiously as he shouts:

LEONARD

YOU PAY FOR WHAT YOU DID! YOU BEG FORGIVENESS, THEN YOU PAY!

Teddy is down. Leonard DRAGS him back, deeper into the dark house. Leonard is in a frenzy. He dumps Teddy at the end of the hall and stands over him. Teddy SPITS BLOOD.

TEDDY

You don't have a clue, you freak.

Leonard crouches down and grabs Teddy by the lapels.

LEONARD

Beg my forgiveness! Beg my wife's forgiveness before I blow your brains out!

TEDDY

Leonard, you don't have a clue what's going on. You don't even know my name.

LEONARD

(triumphant smile)

Teddy!

(CONTINUED)

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3A.

4 CONTINUED: (2) 4

TEDDY

You read it off your fucking photo. You don't know me, you don't even know who you are.

(CONTINUED)

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4.

4 CONTINUED: (2) 4

LEONARD

I'm Leonard Shelby, I'm from San Francisco and I'm -

TEDDY

(bloody grin)

That's who you were, you don't know who you are.

LEONARD

Shut your mouth!

TEDDY

Lemme take you down in the basement and show you what you've become.

Teddy gestures towards the basement door, in pain, but enjoying Leonard's growing anxiety.

TEDDY (cont'd)

(intimate)

C'mon, Lenny - we'll take a look down there together. Then you'll know. You'll know what you really are.

Leonard glances fearfully at the door, then looks at Teddy. He THRUSTS the barrel of his gun into Teddy's mouth and WE ARE AT THE SHOT FROM THE END OF THE OPENING SEQUENCE. Teddy panics, shaking his head, trying to talk around the metal, but GAGS just as Leonard pulls the trigger. A SHOT rings out as we -

CUT TO:

5 INT. MOTEL ROOM 21 - DAY ##BLACK AND WHITE SEQUENCE## 5

Leonard lies on the queen-sized bed. He lifts his head.

LEONARD (V.O.)

So you're in some motel room...

He gets up, surveys the room as if for the first time. He wears BOXERS and a PLAID WORK SHIRT.

LEONARD (cont'd)

... you don't know how long you've been there, or how you got there...

There is a room key on the dresser. The plastic tag identifies it as the key to ROOM 21. Leonard opens drawers in the room.

(CONTINUED)

5.

5 CONTINUED: 5

LEONARD (cont'd)

Just some anonymous motel room. Won't tell you anything. Nothing in the drawers, but you look anyway.

He reaches for the bedside table drawer.

LEONARD (cont'd)

Nothing except the Gideon Bible.

He opens the drawer to find a Gideon Bible.

CUT TO:

6 INT. DISCOUNT INN OFFICE - DAY <> 6

E.C.U. of fingers rifling bills in a wallet. Leonard counts out some money and hands it to the fat, sweaty middle-aged man behind the counter. (BURT). Burt takes the money, spotting something over Leonard's shoulder.

BURT

That guy's here already.

Burt TAPS the POLAROID PHOTOGRAPH of Teddy which is sitting on the counter. Leonard picks up the photo and turns to see Teddy APPROACHING the glass door of the office. Leonard watches carefully as Teddy shambles up to the office door. A BELL CHIIIES as Teddy enters and breaks into his shit-eating grin. Leonard slips the photo into his pocket.

TEDDY

Lenny!

Leonard nods in apparent recognition, wary.

LEONARD

It's Leonard... like I told you before.

Teddy pretends to think hard.

TEDDY

Did you? I musta forgot. I'm Teddy. *

LEONARD

(smiles)

I guess I've told you about my condition.

Teddy grins and holds the door open for Leonard.

TEDDY

Only every time I see ya!

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6.

7 EXT. DISCOUNT INN CAR PARK - DAY <> 7

Teddy starts for a GREY SEDAN. Leonard pauses behind him.

LEONARD

My car.

Teddy glances back in surprise.

TEDDY

This is your car.

LEONARD

(shakes head)

You're in a playful mood.

Leonard holds up a Polaroid of a late model JAGUAR.

LEONARD (cont'd)

Shouldn't make fun of somebody's *
handicap.

Teddy smiles and heads for the BRAND-NEW JAGUAR parked
several cars further down.

TEDDY

Just trying to have a little fun.

8 INT. CAR - DAY <> 8

Leonard drives, Teddy admires the new car's interior,
reaching down around the seats, exploring the car with his
hands.

TEDDY

Roll your window up, will ya?

Leonard hits his window button. A few fragments of safety

glass rise out of the door, remnants of a broken window.

LEONARD
It's broken.

Teddy looks, curious.

TEDDY
I can get that fixed for you.

Leonard shrugs.

TEDDY (cont'd)
So where are we going, Sherlock?

(CONTINUED)

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8 CONTINUED: 8

Leonard fishes a note out of his pocket.

(CONTINUED)

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7.

8 CONTINUED: (2) 8

LEONARD
I got a lead on a place.

Leonard checks the note, then hands it to Teddy.

TEDDY
(surprised at the note)
What the hell you want to go there for?

LEONARD
You know it?

TEDDY
Yeah, it's just this fucked-up building. *
Why are we going there?

LEONARD
(smiling)
I don't remember.

9 EXT. CONTINUOUS - DERELICT BUILDING - DAY <>9

The Jaguar crosses the railroad tracks and approaches the DERELICT BUILDING. Leonard stops the car next to the PICKUP TRUCK and kills the engine, staring at the pickup.

LEONARD

Looks like somebody's home.

10 INT. MOTEL ROOM 21 - DAY ##BLACK AND WHITE SEQUENCE## 10

Leonard, wearing BOXERS and PLAID WORK SHIRT, takes the GIDEON BIBLE out off the open bedside table drawer.

LEONARD (V.O.)

Nothing except the Gideon Bible.

He leafs through a couple off pages, then DROPS the Bible back into the drawer and shuts it. He notices a MESSAGE written on the back off his hand:

"REMEMBER SAMMY JANKIS"

LEONARD (cont'd)

Sammy Jankis had the same problem. He *
tried writing himself notes. Lots of *
notes. But he'd get confused.

Leonard licks his thumb, and rubs at the writing. To Leonard's surprise, IT DOES NOT EVEN SMUDGE.

He notices his bare legs. There is a NOTE taped to his RIGHT THIGH with a handwritten message:

(CONTINUED)

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8.

10 CONTINUED: 10

"SHAVE"

Leonard pulls the note off, studying it carefully.

CUT TO:

11 INT. DISCOUNT INN ROOM 304 - DAY <> 11 *

Close on the Polaroid of Teddy. Leonard flips it over. On the back are the messages:

"DON'T BELIEVE HIS LIES"

"HE IS THE ONE"

Leonard writes another message beneath these two:

"KILL HIM"

He sticks the photo of Teddy BETWEEN HIS TEETH as he holds his HANDGUN up and checks that it is loaded. He sticks the GUN in the back of his waistband, the PHOTO in his jacket pocket, slings the POLAROID CAMERA over his shoulder.

12 EXT. DISCOUNT INN - DAY <> 12 *

Leonard leaves room 304 and heads to the office. He pauses just outside the glass door, breathing, psyching himself up.

13 INT. DISCOUNT INN OFFICE - DAY <> 13 *

Leonard enters , confident, smiling at the man behind the desk, BURT (fat, sweaty, 40's). Burt smiles back.

BURT
Hiya.

LEONARD
I'm Mr. Shelby from 304.

BURT
What can I do for you, Leonard?

LEONARD
I'm sorry... um... ?

BURT
Burt.

LEONARD
Burt, I'm not sure, but I may have asked
you to hold my calls -
(CONTINUED)
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9.

13 CONTINUED: 13

BURT
You don't know?

LEONARD
I think I may have. I'm not good on the
phone.

BURT
(nods)
You said you like to look people in the
eye when you talk to them. Don't you
remember?

LEONARD
That's the thing. I have this condition.

BURT
Condition?

LEONARD
I have no memory.

BURT
Amnesia?

LEONARD

No. It's different. I have no short-term memory. I know who I am and all about myself, but since my injury I can't make any new memories. Everything fades. If we talk for too long, I'll forget how we started. I don't know if we've ever met before, and the next time I see you I won't remember this conversation. So if I seem strange or rude, that's probably...

He notices that Burt is staring at him as if he were an exotic insect.

LEONARD (cont'd)

I've told you this before, haven't I?

BURT

(nods)

I don't mean to mess with you. It's just so weird. You don't remember me at all, and we talked a bunch of times.

Leonard shrugs.

BURT (cont'd)

What's the last thing you remember?

(CONTINUED)

10.

13 CONTINUED: (2)

13

Leonard looks through Burt, thinking.

LEONARD

My wife.

BURT

(fascinated)

What's it like?

LEONARD

Like waking. Like you always just woke up. *

BURT

That must suck. All... backwards. *

Leonard raises his eyebrows in enquiry. *

BURT (cont'd) *

Well, like.. you gotta pretty good idea *
of what you're gonna do next, but no idea *
what you just did. *

(chuckles) *

I'm the exact opposite. *

LEONARD

(focuses on Burt)

How long have I been here?

BURT

Couple days.

LEONARD

So you're holding my calls?

BURT

As requested.

Leonard reaches into his pocket and pulls out his Polaroids

LEONARD

Okay, but this guy's an exception.

Leonard places the Polaroid of Teddy on the counter in front of Burt. Burt looks at it.

LEONARD (cont'd)

Know this guy?

BURT

Your friend, right?

(CONTINUED)

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10A.

13 CONTINUED: (3) 13

LEONARD

What makes you think he's my friend?

BURT

Seen you together, that's all.

LEONARD

He's not my friend, Burt. But if he calls, or if he turns up here, then you give me a call in my room, okay?

(CONTINUED)

11.

13 CONTINUED: (3) 13

BURT

Sure. But nobody else, right?

LEONARD

Just this guy.

Leonard indicates the Polaroid of Teddy.

LEONARD (cont'd)
I hope my condition won't be a problem
for you.

BURT
Not if you remember to pay your bill.

Leonard smiles and reaches into his wallet.

E.C.U. of fingers rifling bills in a wallet. Leonard counts
out some money and hands it to Burt. Burt takes the money,
spotting something over Leonard's shoulder.

BURT (cont'd)
That guy's here already.

Burt TAPS the POLAROID PHOTOGRAPH of Teddy which is sitting
on the counter. Leonard picks up the photo and turns to see
Teddy APPROACHING the glass door of the office.

CUT TO:

14 INT. MOTEL ROOM 21 - DAY ##BLACK AND WHITE SEQUENCE## 14

Leonard, in boxer shorts and plaid work shirt, rips the note
from his thigh. The note says "SHAVE".

15 INT. MOTEL ROOM 21 BATHROOM - DAY ##BLACK AND WHITE SEQUENCE## 15

Leonard enters, sees a WHITE PAPER BAG on the counter by the
sink. On the bag is a handwritten message:

"SHAVE THIGH"

Leonard looks into the bag, then pulls out a can of SHAVING
FOAM, and a pack of DISPOSABLE RAZORS. He runs the hot water,
steps back and lifts his foot onto the sink. He is awkward
and uncomfortable. He notices an ICE BUCKET by the sink.

16 INT. MOTEL ROOM 21 - DAY ##BLACK AND WHITE SEQUENCE## 16

Leonard sits on the bed applying SHAVING FOAM to his thigh.
The ICE BUCKET sits on the bedside table, steaming.

(CONTINUED)
12.

16 CONTINUED: 16

Leonard starts awkwardly SHAVING his right thigh. The PHONE
RINGS and Leonard FLINCHES, NICKING his leg. He looks at the
phone, then reaches for the receiver.

17 INT. A RESTAURANT RESTROOM - DAY <> 17

Leonard, in BEIGE SUIT and BLUE SHIRT flushes the urinal, then moves to the sink and starts washing his hands. He notices a MESSAGE written on the back of his hand.

"REMEMBER SAMMY JANKIS"

He stares at the message for a second, thoughtful, then tries to scrub the writing off his skin. To his surprise, it is INDELIBLE. Leonard looks at it, quizzical, then notices some markings on his wrist, pulling his sleeve back to get a better look. He can read the start of a message:

"THE FACTS:"

Leonard is about to roll his sleeve up further when the restroom door opens and a MAN enters. Leonard dries his hands, then exits the rest room.

18 INT. RESTAURANT - DAY <> 18

Leonard emerges into the waiting area of a crowded restaurant. He glances around, lost, then pulls out his Polaroids, flipping through them. Someone taps him on his shoulder and he turns to see the smiling face of a waiter.

WAITER

Sir? You left these at your table.

Leonard looks down. The waiter hands him a BROWN ENVELOPE and a MOTEL ROOM KEY (DISCOUNT INN, ROOM 304). On the envelope is a handwritten message:

"FOR LEONARD, FROM NATALIE"

Leonard looks at his Polaroid photograph of the outside of the Discount Inn motel. There is an address written beneath it (7254 Lincoln Street). *

LEONARD

Thanks. Lincoln Street?

The Waiter glances at his Polaroid.

WAITER

You wanna go east on sixth.

(points)

Just keep straight, all the way out of town, then take a right.

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13.

19 EXT./INT. JAGUAR - DAY <> 19

Leonard drives, consulting his Polaroid photos.

20 EXT. DISCOUNT INN ROOM 304 - DAY <> 20 *

Leonard, BROWN ENVELOPE in hand, finds the door to room 304.

21 INT. DISCOUNT INN ROOM 304 - DAY <> 21 *

Leonard enters, looks around as if for the first time. An anonymous motel room, except that tacked to one wall is a HAND-DRAWN CHART showing the layout of some streets, and stuck to the edges of the chart are POLAROID PHOTOGRAPHS, with ARROWS DRAWN from each photograph to a spot on the map.

Leonard inspects the photos. Some are buildings, some are people. All have the HANDWRITTEN NOTES on the broad white strip underneath the image.

Leonard gets Polaroids out of his pocket. The first one is of the Discount Inn. He STICKS it onto an already-squashed lump of blue tack at the end of an ARROW drawn from a location on the outskirts of town. *

The second photo is a blurred shot of a Brunette turning in a doorway. The name NATALIE is written under the picture. Leonard flips it over. On the back are two handwritten messages. The first one has been completely scribbled over, but the other one reads:

"SHE HAS ALSO LOST SOMEONE, SHE WILL HELP YOU OUT OF PITY"

Leonard nods, then sticks the photo to the chart. He steps back looking over the Polaroids one by one: Natalie, Burt, Discount Inn, Teddy. *

Leonard sits at the desk and opens the BROWN ENVELOPE. He takes out a photocopy of a CAR REGISTRATION and a DRIVER'S LICENSE. Both are in the name of JOHN EDWARD GAMMELL, but when Leonard looks at the picture on the license, he recognizes the face. Leonard moves back to his wall chart, finds the Polaroid of Teddy and compares it to the license photo. *

LEONARD (V.O.)

This guy told me his name was Teddy.

He turns the photo over and examines the white strip on the back. It says only:

"DON'T BELIEVE HIS LIES"

(CONTINUED)

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14.

21 CONTINUED: 21

Leonard smiles. He goes to the phone and dials the number on the Polaroid. A couple of rings, then it's answered.

TEDDY
Yup?

LEONARD
Mr Gammell?

TEDDY
Lenny, is that you?

LEONARD
John Gammell?

TEDDY
Lenny, it's Teddy. Look, stay there,
okay? I'm gonna be right over.

LEONARD
I'll be waiting. *

Leonard hangs up, thinking. He looks at the writing on the back of his hand, then pulls back his sleeve to reveal the words:

"THE FACTS:"

Leonard removes his jacket, then starts pulling off his shirt.

He has WRITING TATTOOED ALL OVER HIS CHEST, STOMACH AND ARMS. MESSAGES in different styles of writing, some CRUDE, some ELABORATE. The messages run in all directions, some UPSIDE-DOWN, some BACKWARDS. Leonard examines his tattoos, methodically. From Leonard's POV, the most striking is an upside-down tattoo on his BELLY which says:

"PHOTOGRAPH: HOUSE, CAR, FRIEND, FOE"

On one FOREARM it says:

"THE FACTS:

FACT 1. MALE

FACT 2. WHITE"

On the other FOREARM:

"FACT 3. FIRST NAME: JOHN OR JAMES

FACT 4. LASTNAME: G-----"

(CONTINUED)

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15.

21 CONTINUED: (2) 21

Leonard pulls down his trousers. On his right THIGH, crudely-lettered:

"FACT 5. DRUG DEALER"

And immediately below this, in elegant, neat lettering:

"FACT 6. CAR LICENSE NUMBER: SG13 7IU" *

Leonard takes out the REGISTRATION DOCUMENT and examines it. Holding the photo of Teddy and the registration document, Leonard checks off his TATTOOED FACTS:

LEONARD (cont'd)
(under his breath)
White... male. First name... John. Last
name... G for Gammell. Drugs. License *
plate.
(checks document against tattoo
on thigh)
SG... 13... 7... IU. It's him. It's *
actually him.

Leonard looks coldly at Teddy's smiling image.

LEONARD (cont'd)
I found you, you fuck.

Leonard turns the photo face down, takes a pen and writes:

"HE IS THE ONE"

Leonard drops the pen. Thinks. He looks at his chest through the mirror and a backwards tattoo suddenly BECOMES CLEAR:

"JOHN G. RAPED AND MURDERED MY WIFE"

Leonard buttons his blue shirt, then writes on the back of Teddy's picture:

"KILL HIM"

Leonard sticks the photo of Teddy BETWEEN HIS TEETH as he holds his HANDGUN up and checks that it is loaded. He sticks the GUN in the back of his waistband.

22 INT. MOTEL ROOM 21 - DAY ##BLACK AND WHITE SEQUENCE## 22

Leonard, in his boxers and plaid work shirt, shaving foam on thigh, drops his disposable razor and cautiously picks up the RINGING PHONE.

(CONTINUED)

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22 CONTINUED: 22

LEONARD

Who is this?
(listens) *

He unbuttons his shirt.

LEONARD (cont'd)
And we spoke earlier? I don't remember that. *

(listens)
Well, yeah, but it's not amnesia. I remember everything from before my injury, I just can't make any new memories. *

(listens)

Leonard pulls his shirt off. There is a BANDAGE on his LEFT ARM. He looks do at the TATTOOS ALL OVER HIS CHEST, STOMACH AND ARMS. *

LEONARD (cont'd)
So I can't remember talking to you. What did we talk about?

(nods)

Sammy Jankis. Yeah, I guess I tell people about Sammy to help them understand. Sammy's story helps me understand my own situation.

Leonard touches the tattoo on the back of his hand.

LEONARD (cont'd)
Sammy Jankis wrote himself endless notes. But he'd get mixed up. I've got a more graceful solution to the memory problem. I'm disciplined and organized. I use habit and routine to make my life possible. Sammy had no drive. No reason to make it work.

Leonard can see his reflection in the mirror. He studies the tattoo across his chest:

"JOHN G. RAPED AND MURDERED MY WIFE".

LEONARD (cont'd)
Me? I gotta reason.

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23 EXT. THE CITY GRILL ON MAIN ST. - DAY <> 23

Leonard parks the Jaguar, gets out, stops outside the door to a restaurant, checking its name against a NOTE, written on a SMALL PAPER BAG FROM A PHARMACY. The note says: *

"CITY GRILL, MAIN ST. THURSDAY, 1.OOPM MEET NATALIE FOR INFO"

He sticks the note in his pocket and pulls out his Polaroid photographs. He flips through them until he finds Natalie's. Leonard flips the picture over. On the back are two handwritten messages. The first one has been completely scribbled over, the second reads:

"SHE HAS ALSO LOST SOMEONE, SHE WILL HELP YOU OUT OF PITY"

24 INT. THE CITY GRILL ON MAIN STREET - DAY <> 24

Leonard enters, walking slowly down the aisle, looking at all the customers. He makes eye contact with a WOMAN (brunette, 30's) sitting alone, wearing SUNGLASSES. Her face betrays * nothing. Leonard walks past. She sighs and grabs the back of his jacket as he passes. Leonard spins around.

LEONARD
Natalie.

Leonard slips into the seat opposite her. Natalie is pretty, but has bruising around one eye, and a mark on her lip.

NATALIE
You don't remember me.

LEONARD
(friendly smile)
Sorry, I should have explained. You see,
I have this condition -

NATALIE
You did explain, Lenny.

Leonard shifts uncomfortably.

LEONARD
Please call me Leonard. My wife called me
Lenny.

NATALIE
You told me.

Leonard raises his eyebrows, then smiles.

(CONTINUED)

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18.

24 CONTINUED: 24

LEONARD

Then I probably told you how much I hated
it. Could you take off your sunglasses? *

It's just hard for me - *

Natalie takes them off to reveal her bruises. *

NATALIE

Yeah.

LEONARD

So you have information for me?

NATALIE

Is that what your little note says?

LEONARD

Yes.

NATALIE

Must be tough living life according to a
few scraps of paper. Mix up your laundry
list and your grocery list, you'll be
eating your underwear.

Natalie smiles.

NATALIE (cont'd)

But I guess that's why you got those
freaky tattoos.

Leonard is surprised.

LEONARD

It is tough. Almost impossible. I'm sorry
I can't remember you. It's not personal.

Natalie's smile fades.

NATALIE

I'm sorry.

She takes a BROWN ENVELOPE out of her handbag.

NATALIE (cont'd)

I do have information for you. You gave
me a license plate number? I had my
friend at the DMV trace it. Guess what name came up.

Leonard shrugs.

(CONTINUED)

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18A.

24 CONTINUED: (2)

24

NATALIE (cont'd)
John Edward Gammell. John G.

(CONTINUED)

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19.

24 CONTINUED: (3) 24

LEONARD
You know him?

NATALIE
No. But the photo on his license looked familiar. I think he's been in the bar before

Natalie slides the envelope towards him, but stops short.

NATALIE (cont'd)
This is a copy of his registration, license, photo and all. Are you sure you want this?

LEONARD
Have I told you what this man did? *

NATALIE
Yes.

LEONARD
Then you shouldn't have to ask.

NATALIE
But even if you get your revenge, you won't remember it. You won't even know it's happened.

LEONARD
(annoyed) *
So I'll take a picture, get a tattoo. *
(calms) *
The world doesn't disappear when you *
close your eyes, does it? My actions *
still have meaning, even if I can't *
remember them. My wife deserves *
vengeance, and it doesn't make any *
difference whether I know about it. *

NATALIE
Tell me about her again.

LEONARD
Why?

NATALIE
Because you like to remember her. I want

to see you enjoy yourself.

LEONARD

She was beautiful. Perfect to me - *

(CONTINUED)

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20.

24 CONTINUED: (3) 24

NATALIE

Don't just recite the words. Close your eyes, remember her.

Leonard smiles and shuts his eyes.

INSERT FLASHBACK:

25 INT. LEONARD'S APARTMENT - DAY <> 25

Random images of a woman (30's, black hair, plain). Jump cuts of details: a smile, eating, tucking her hair behind her ear, pulling on a pair of trousers, watching TV, shouting in anger. Sitting on the edge of the bed in her underwear, she TURNS as Leonard pinches her thigh.

LEONARD (V.O.)

You can only feel details. Bits and pieces which you didn't bother to put into words. And extreme moments you feel even if you don't want to. Put it together and you get the feel of the person, enough to know how much you miss them, and how much you hate the person who took them away.

26 INT. CITY GRILL - DAY - <> 26

Leonard opens his eyes. Natalie is looking at him. She nods and hands him the BROWN ENVELOPE.

NATALIE

I wrote an address in there, too. Might be useful. It's this abandoned place outside of town. I guy I know used to use it for his bigger deals.

LEONARD

Deals?

NATALIE

It's isolated.

LEONARD

Sounds perfect? What do I owe you?

NATALIE
I wasn't helping you for money.

LEONARD
Sorry.

(CONTINUED)
21.

26 CONTINUED: 26

NATALIE
It's not your fault. See, you have this
condition...

Leonard smiles. Natalie reaches into her purse and pulls out
a MOTEL ROOM KEY.

NATALIE (cont'd)
Are you still at the Discount Inn? Room *
304? You left this at my place.

Leonard pulls out a Polaroid of the Discount Inn. *

LEONARD
The Discount Inn, yeah. *

Natalie leaves the key and gets up from the table.

NATALIE
They treating you alright?

LEONARD
(smiling)
Don't remember.

NATALIE
You know what we have in common?

Leonard shrugs.

NATALIE (cont'd)
We're both survivors. Take care, Leonard.

Leonard watches Natalie leave. He sits at the table, looking
down at the BROWN ENVELOPE and the MOTEL ROOM KEY (ROOM 304).
Leonard rises, and heads to the restroom.

27 INT. RESTAURANT RESTROOM - DAY <> 27

Leonard flushes the urinal, then moves to the sink and starts
washing his hands. He notices a MESSAGE written on the back
of his hand:

"REMEMBER SAMMY JANKIS"

27 CONTINUED: 27

He stares at the message for a second, thoughtful, then tries to scrub the writing off his skin. To his surprise, it is INDELIBLE. Leonard looks at it, quizzical, then notices some markings on his wrists, pulling his sleeve back to get a better look. He can read the start of a message:

"THE FACTS:"

(CONTINUED)

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22.

27 CONTINUED: 27

Leonard is about to roll his sleeve up further when the restroom door opens and a MAN enters. Leonard dries his hands, then exits the rest room.

28 INT. MOTEL ROOM 21 - DAY ##BLACK AND WHITE SEQUENCE## 28

Leonard (IN BOXERS, BANDAGED ARM) talks on the phone. He *
resumes SHAVING his thigh.

LEONARD

I met Sammy through work.

(listens)

Insurance. I was an investigator. I'd *
investigate claims to see which ones *
were phony. *

Leonard dips the razor into the steaming ice bucket. *

LEONARD (cont'd)

I had to see through people's bullshit.
It was useful experience, because now
it's my life. When I meet someone, I
don't even know if I've met them before.
I have to look in their eyes and just
figure them out. My job taught me that
the best way to find out what someone
knew was to let them talk.

29 INT. LEONARD'S OFFICE - DAY ##BLACK AND WHITE SEQUENCE## 29

Montage: Leonard, wearing a CHEAP DARK SUIT and TIE, sitting opposite various DIFFERENT PEOPLE in an interview situation.

LEONARD(V.0.)

Throw in the occasional "why?" but just
listen. And watch the eyes, the body *
language.

Leonard watches the people's movements carefully. We see close-ups off fiddling hands, neck scratching, etc.

LEONARD (V.0.) (cont'd)

It's complicated. You might catch a sign
but attach the wrong meaning to it. If

someone touches their nose while they're talking, experts will tell you it means they're lying. It really means they're nervous, and people get nervous for all sorts of reasons. It's all about context.

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23.

30 INT. MOTEL ROOM 21 - DAY ##BLACK AND WHITE SEQUENCE## 30

LEONARD (cont'd)

I was good. Sammy was my first real challenge.

31 EXT. DISCOUNT INN - DAY <> 31 *

The Jaguar pulls up. Leonard gets out and heads to the office.

32 INT. DISCOUNT INN OFFICE - DAY <> 32 *

Burt is behind the counter reading a magazine.

LEONARD

I'm sorry, I think I'm checked in here,
But I've misplaced my key.

BURT

(looks up)
Hi, Leonard.

Burt puts his magazine down and gets up, sighing.

BURT (cont'd)

Probably in the room.

33 EXT. DISCOUNT INN - DAY <> 33 *

Burt, swinging a pass key on a chain, leads Leonard along the GROUND FLOOR to room 21, then unlocks it.

34 INT. DISCOUNT INN ROOM 21 - DAY <> 34 *

Leonard enters and SCANS the room. Burt picks his nails in the doorway. Leonard moves to the unmade bed. There is a pile of BLOODSTAINED TISSUES. On the bedside table is an ICE BUCKET. Next to it is a DISPOSABLE RAZOR and a can of SHAVING FOAM.

LEONARD

I don't see my key.

Burt looks up. He REALIZES something.

BURT
Shit. Wrong room.

LEONARD
What?

Burt tries to SHEPHERD Leonard out of the room.

(CONTINUED)

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24.

34 CONTINUED: 34

BURT
This isn't your room. You're in 304. I
Fucked up.

LEONARD
This isn't my room?

BURT
No, let's go.

LEONARD
Then why is this my handwriting?

Leonard picks a WHITE PAPER BAG up off the floor. Handwritten
on the side is a message:

"SHAVE THIGH"

LEONARD (cont'd)
Better tell me what the fuck's going on.

Burt looks uncomfortable.

BURT
This was your room. You're up in 304 now.

LEONARD
When was I in here?

BURT
Last week. Then I rented you another one
On top of this.

LEONARD
Why?

BURT
Business is slow. I told my boss about
You, about your condition. He told me to
Try and rent you another room.

LEONARD

Why didn't you clean it out? *

BURT

(shrugs)

You're still paying for it. It's still
Your room.

Leonard shakes his head, smiling.

(CONTINUED)

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25.

34 CONTINUED: (2) 34

LEONARD

So how many rooms am I checked into in
this dump?

BURT

Just two. So far. *

Leonard walks out past Burt.

LEONARD

Well, at least you're being honest about
cheating me.

BURT

Yeah, well you're not gonna remember,
anyway.

LEONARD

You don't have to be that honest, Burt.

BURT

Leonard.

Leonard turns. Burt grins.

BURT (cont'd)

Always get a receipt.

LEONARD

I'm gonna write that down.

Leonard fishes a piece of paper out of his pocket. There is a
message on it which he reads. It says:

"CITY GRILL, MAIN ST. THURSDAY, 1:00PM MEET NATALIE FOR
INFO"

Leonard looks up at Burt.

LEONARD (cont'd)

What time is it?

35 EXT. ROAD - DAY <> 35

The Jaguar speeds along.

36 EXT. THE CITY GRILL ON MAIN STREET - DAY <> 36

Leonard checks the restaurant name against the note. He gets out his Polaroids, FLIPPING through them until he finds the one of Natalie.

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26.

37 INT. THE CITY GRILL ON MAIN STREET - DAY <> 37

Leonard walks through the restaurant, checking the patrons. He makes eye contact with Natalie, but walks past her table. She sighs and grabs the back of his jacket.

CUT TO:

38 INT. MOTEL ROOM 21 - DAY ##BLACK AND WHITE SEQUENCE## 38

Leonard (in boxers, bandaged arm) SHAVES his thigh, talking * on the phone.

LEONARD

I'd just become an investigator when I came across Sammy. Mr Samuel R. Jankis - strangest case ever. Guy's 58, semi-retired accountant. He and his wife had been in this car accident... nothing too serious, but he's acting funny - he can't get a handle on what's going on.

39 INT. A DOCTOR'S OFFICE - DAY ##BLACK AND WHITE SEQUENCE## 39

A DOCTOR examines SAMMY'S head. SAMMY'S WIFE looks on.

LEONARD(V.O.)

The doctors find some possible damage to the hippocampus, nothing conclusive. But Sammy can't remember anything for more than a couple minutes. He can't work, can't do shit, medical bills pile up, his wife calls the insurance company and I get sent in.

40 INT. JANKIS HOUSE - MESSY SUBURBAN LIVING ROOM - DAY ##BLACK AND WHITE SEQUENCE## 40

SAMMY sits smoking, smiling at Leonard (CHEAP SUIT and TIE).

LEONARD (V.O.)

My first big claims investigation - I

really check into it. Sammy can think just fine, but he can't make any new memories, he can only remember things for a few minutes.

Sammy watches a commercial on T.V.

(CONTINUED)

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27.

40 CONTINUED: 40

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

He'd watch T.V., but anything longer than a couple of minutes was too confusing, he couldn't remember how it began. He liked commercials. They were short.

*

Sammy rolls a small GLASS BOTTLE between the palms of his hands. Mrs. Jankis rolls up her sleeve. Leonard watches as Sammy takes a SYRINGE and pushes the needle through the rubber of the bottle. The label is marked "INSULIN".

LEONARD (V.O.)(cont'd)

The crazy part was that this guy who couldn't follow the plot of "Green Acres" could do the most complicated things as long as he had learned them before the accident...

Sammy INVERTS the bottle and syringe, DRAWS the insulin into the syringe, withdraws the needle, holds it up to check for bubbles, TAPPING it delicately.

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

... and as long as he kept his mind on what he was doing.

Sammy wipes a spot on Mrs. Jankis' arm with a swab, then gently PINCHES the skin and confidently INSERTS the needle. *
Mrs Jankis winces. *

MRS JANKIS *

Gentle. *

Sammy looks up, worried. Mrs Jankis smiles at him. Sammy pushes *
the plunger, withdraws the needle and presses the swab against *
the skin, looking into Mrs Jankis' eyes and smiling back. *

41 INT. JANKIS HOUSE FRONT HALL - DAY ##BLACK AND WHITE 41

SEQUENCE##

Mrs. Jankis opens the front door to Leonard. Leonard shakes hands with Sammy, who smiles at him in apparent recognition.

LEONARD (V.O.)

The doctors assure me that there's a real condition called Korsokoff's syndrome; short-term memory loss, rare but legit. But every time I see him I catch a look of recognition. Just a slight look, but he says he can't remember me at all.

(MORE)

(CONTINUED)

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27A.

41 CONTINUED: 41

LEONARD (cont'd)

I can read people and I'm thinking bad actor. Now I'm suspicious and I order more tests. *

CUT BACK TO LEONARD IN MOTEL ROOM:

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28.

42 INT. MOTEL ROOM 21 - DAY ##BLACK AND WHITE SEQUENCE## 42

Leonard DABS at some blood on his thigh with toilet paper.

LEONARD

His wife has to do everything. Sammy can only do simple stuff. He couldn't pick up any new skills at all, and that's how I got him.

43 EXT. MAIN STREET - DAY <> 43

Leonard's Jaguar pulls up at a red light. Suddenly Teddy is BANGING on the window.

TEDDY

Lenny! I thought you'd gone for good. What brings you back?

Leonard looks at Teddy, sizing him up.

LEONARD

Unfinished business. What made you think I wasn't coming back?

TEDDY

You said you were leaving town.

LEONARD
Things change.

TEDDY
So I see. It's good to see you. My name's
Teddy.

LEONARD
Guess I've told you about my condition.

TEDDY
(grins)
Only every time I see ya! Come on, I'll
buy you lunch.

44 INT. DINER - DAY <> 44

Teddy pours ketchup all over his steak. Leonard plays with
his food.

TEDDY
Not hungry?

(CONTINUED)

29.

44 CONTINUED: 44

LEONARD
(shrugs)
It's my condition. I never know if I've
already eaten, so I always just eat small
amounts.

TEDDY
You don't have to remember to be hungry.

LEONARD
It's weird, but if you don't eat for a
while then your body stops being hungry.
You get sort of shaky but you don't
realize you haven't eaten. Have I told
you about Sammy Jankis?

TEDDY
Yeah, yeah. I heard enough about him.
Tell me about John G. You still think
he's here, right?

LEONARD
Who?

TEDDY

The guy you're looking for, Johnny G.
That's why you haven't left. Am I right?

Leonard shrugs. Teddy licks his fingers and frowns.

TEDDY (cont'd)

Leonard, you need to be very careful.

LEONARD

Why?

TEDDY

Well, the other day you made it sound
like you thought somebody might be trying
to set you up. Get you to kill the wrong
guy.

LEONARD

Yeah, well I go on facts, not
recommendations, okay?

TEDDY

Lenny, you can't trust a man's life to
your little notes and pictures.

LEONARD

Why?

(CONTINUED)

30.

44 CONTINUED: (2)

44

TEDDY

Because you're relying on them alone. You
Don't remember what you've discovered or
how. Your notes might be unreliable.

LEONARD

Memory's unreliable.

Teddy snorts.

LEONARD (cont'd)

No, really. Memory's not perfect. It's
not even that good. Ask the police,
eyewitness testimony is unreliable. The
cops don't catch a killer by sitting
around remembering stuff. They collect
facts, make notes, draw conclusions.
Facts, not memories: that's how you
investigate. I know, it's what I used to
do. Memory can change the shape of a room
or the color of a car. It's an
interpretation, not a record. Memories
can be changed or distorted and they're

irrelevant if you have the facts.

TEDDY

You really want to find this guy?

LEONARD

He took away the woman I love and he took away my memory. He destroyed everything; my life and my ability to live.

TEDDY

You're living.

LEONARD

Just for revenge. That's what keeps me going. It's all I have.

Teddy considers this.

TEDDY

We'll find him. Where are you staying?

Leonard reaches into his pocket and takes out a Polaroid.

LEONARD

Discount Inn. Don't know what room; haven't got my key.

TEDDY

Probably left it in your room.

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31.

45 EXT. DISCOUNT INN - DAY <> 45

The Jaguar pulls up. Leonard gets out and heads to the office.

46 INT. DISCOUNT INN OFFICE - DAY <> 46

Leonard enters. Burt is behind the counter reading a magazine.

LEONARD

I'm sorry, I think I'm checked in here, but I've misplaced my key.

BURT

(looks up)

Hi, Leonard.

47 INT. MOTEL ROOM 21 - DAY ##BLACK AND WHITE SEQUENCE## 47

Leonard (in boxers, bandaged arm shaving foam on thigh, *
strides the row, talking on the phone and gesticulating with
a disposable razor.

LEONARD

So Sammy can't learn any new skills. But I find something in my research: Conditioning. Sammy should still be able to learn through repetition. It's how you learn stuff like riding a bike, things you don't think about, you just get better through practice. Call it muscle memory, whatever, but it's a completely different part of the brain from the short-term memory. So I have the doctors test Sammy's response to conditioning...

48 INT. EXAMINATION ROOM - DAY ##BLACK AND WHITE SEQUENCE## 48

Sammy sits at a table. A DOCTOR sits opposite pointing out various METAL OBJECTS sitting on the table.

DOCTOR

Just pick up any three objects.

SAMMY

(amused)

That's a test? Where were you guys when I did my CPA?

(CONTINUED)

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32.

48 CONTINUED: 48

Sammy PICKS UP an object and gestures to the Doctor for applause. Sammy goes for a second object, but gets a SHOCK which makes him recoil in pain. (LEONARD TO SUBSTITUTE) *

SAMMY (cont'd)

Ah! What the fuck?!

Sammy looks ACCUSINGLY at the Doctor.

DOCTOR

It's a test, Sammy.

LEONARD (V.O.)

Some of the objects were electrified, They'd give him a small shock.

BACK TO LEONARD IN MOTEL ROOM

49 INT. MOTEL ROOM 21 - DAY ##BLACK AND WHITE SEQUENCE## 49

LEONARD

They kept repeating the test, always

with the same objects electrified. The point was to see if he could learn to avoid the electrified objects. Not by memory, but by instinct.

50 INT. NATALIE'S BEDROOM: MESSY, CHEAPLY BUT ABUNDANTLY FURNISHED - MORNING <> 50

Leonard opens his eyes, naked in bed. He looks around, confused. With a START, he realizes that someone else is in the bed: a BRUNETTE with her back to him.

Leonard leans right over her to get a look at her face. It is NATALIE. The BRUISE on her eye and the MARK on her lip are worse than before.

She OPENS her eyes and is startled by the sight of Leonard's hovering face.

LEONARD
Sorry. It's only me.

Leonard FLOPS down. Natalie wakes up fully and relaxes.

NATALIE
Sleep okay?

LEONARD
Yeah. You?

Natalie shrugs. She looks at her bedside clock.

(CONTINUED)

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33.

50 CONTINUED: 50

NATALIE
I gotta be someplace.

She gets out of bed, wearing pajamas. Leonard swings his legs out of the bed and realizes that he is wearing trousers and socks. He looks at his tattoos, as if he has never seen them before.

NATALIE (cont'd)
Pretty weird.

She is smiling at him in the mirror. Leonard smiles, shrugs.

LEONARD
Useful. You never write a phone number on your hand?

NATALIE *
(through mirror) *

I should be able to talk to my friend *
about the license plate today. *

LEONARD *
Yeah, the license plate... *

NATALIE *
 (smiles) *
John G's license plate number. You have *
it tattooed on your thigh. *

Natalie leaves the room. Leonard pulls down his trousers to *
reveal two tattoos: *

"FACT 5: DRUG DEALER" *

"FACT 6: LICENSE PLATE NUMBER SG13 1NU" *

Leonard runs his finger over fact 6, then pulls his trousers *
up and looks around the room. He spots his suit jacket *
hanging over the back of a chair. He checks the pockets,
pulls out his Polaroids, flips through them: a Jaguar, the
Discount Inn, Natalie. He flips Natalie's picture over and
looks at the back. There are two messages, but the first one
has been completely scribbled over. The other one reads:

"HAS ALSO LOST SOMEONE, SHE WILL HELP YOU OUT OF PITY"

Leonard stuffs the photos back into his pocket, grabs a white
shirt of f the chair and pulls it on. Natalie comes back in
and starts to apply her makeup.

(CONTINUED)

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33A.

50 CONTINUED: (2) 50

NATALIE
If it's registered in this state it'll *
just take seconds to pull up his license
and registration. I'll call when I've
spoken to him.

LEONARD *
Why don't we just arrange a meeting now? *
I'm not too good on the phone.

Natalie takes her eye pencil and writes a NOTE on a SMALL BAG *
FROM A PHARMACY. Leonard puts his jacket on. Natalie offers *
him the note. It says:

"CITY GRILL, MAIN ST. THURSDAY, 1.00PM MEET NATALIE FOR INFO"

(CONTINUED)

34.

50 CONTINUED: (3) 50

LEONARD (cont'd)
(leading)
It's great that you would... that you're
helping me like this...

NATALIE
(smiles)
I'm helping you because you helped me.

Leonard nods.

NATALIE (cont'd)
So will you remember me next time you see
me?

Leonard shakes his head and reaches for the note. Natalie
grabs his lapel and pulls him down to her, kissing him gently
on the mouth.

NATALIE (cont'd)
I think you will.

LEONARD
(smiles)
I'm sorry.

Leonard heads for the door.

NATALIE
(amused)
Lenny, before you go, can I have my shirt
back please?

She tosses him his blue shirt. Leonard looks down at the
white shirt which he has put on. It is way too small.

51 EXT. MAIN STREET - DAY <> 51

The Jaguar pulls up to a red light. Suddenly Teddy is banging
on the window.

TEDDY
Lenny! I thought you'd gone for good.
What brings you back?

52 INT. MOTEL ROOM 21 - DAY ##BLACK AND WHITE SEQUENCE## 52 *

Leonard (in boxers, bandaged arm) STRIDES the room, shaving *
foam on leg, razor in one hand, phone in the other.

(CONTINUED)

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35.

52 CONTINUED: 52

LEONARD

They kept testing Sammy for months,
always with the same objects carrying
the electrical charge...

53 INT. EXAMINATION ROOM - DAY ##BLACK AND WHITE SEQUENCE## 53

Sammy sits across the testing table from the Doctor. Sammy
goes for a METAL OBJECT and RECOILS in pain from a SHOCK.

SAMMY

Ah! What the fuck?!

DOCTOR

It's a test, Sammy.

JUMP CUT TO:

54 INT. EXAMINATION ROOM - DAY ##BLACK AND WHITE SEQUENCE## 54

AS BEFORE, but Sammy is DRESSED DIFFERENTLY. He goes for an
object and is SHOCKED.

SAMMY

Ah! What the fuck?!

DOCTOR

It's a test, Sammy.

SAMMY EXTENDS A TREMBLING MIDDLE FINGER.

SAMMY

Yeah? Test this you fucking quack.

Sequence of JUMP CUTS of Sammy extending his MIDDLE FINGER
and RECOILING in shock from the objects.

LEONARD (V.O.)

Even with total short-term memory loss,
Sammy should've learned to instinctively
stop picking up the wrong objects. All
previous cases of short-term memory loss
had responded to conditioning in some
way. Sammy didn't respond at all.

BACK TO LEONARD IN MOTEL ROOM

55 INT. MOTEL ROOM 21 - DAY ##BLACK AND WHITE SEQUENCE## 55

LEONARD

It was enough to suggest his condition
was psychological not physical.

(MORE)

(CONTINUED)

36.

55 CONTINUED: 55

LEONARD (cont'd)
We turned down his claim on the grounds
that he wasn't covered for mental
illness. Sammy's wife got stuck with the
bills and I got a promotion for
rejecting a big claim.

Leonard looks into the mirror.

LEONARD (cont'd)
Conditioning didn't work for Sammy, so
he became helpless. But it works for me.
I live the way Sammy couldn't. Habit and
Conditioning. Acting on instinct.

56 EXT./INT. NATALIE'S FRONT DOOR - DUSK <> 56 *

Leonard pulls up in his Jaguar, gets out, rings the front
doorbell. It is opened by Natalie.

LEONARD
Natalie, right?

Natalie nods, wary of Leonard's barely concealed anger.
Leonard thrusts a Polaroid photo in her face.

LEONARD (cont'd)
Who the fuck is Dodd?

The photo is of a MAN who is BOUND, GAGGED, and BLOODY. On
the back of the photo:

"GET RID OF HIM, ASK NATALIE"

Natalie takes the picture and examines it.

NATALIE
Guess I don't have to worry about him
anymore.

LEONARD
(snaps)
Who is he? What have you got me into?

Natalie looks up and down the street.

NATALIE
Come inside.

57 INT. NATALIE'S LIVING ROOM: COMFORTABLE AND MESSY - NIGHT 57
<>

Natalie shows Leonard in.
(CONTINUED)

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37.

57 CONTINUED: 57

NATALIE
Calm down. You're not into anything. It was my problem, you offered no help. It's got nothing to do with your investigation.

LEONARD
That's the problem! How can I find John G. when I don't know what's going on?! How did you get me into this?!

NATALIE
Leonard, you offered to help when you saw what this guy did to me.

She gestures at the BRUISING on her face.

LEONARD
How do I know he did that to you?

NATALIE
I came to you straight after he did it. I showed you what he'd done and asked for your help.

LEONARD
So I just take your word?

NATALIE
Yes.

LEONARD
(sighs)
Something feels wrong. I think someone's fucking with me. Trying to get me to kill the wrong guy.

NATALIE
Did you?

LEONARD
What?

NATALIE
Kill him.

LEONARD
Course not.

Natalie waves the Polaroid at him.

(CONTINUED)

38.

57 CONTINUED: (2)

57

NATALIE

This has nothing to do with you. You helped me out, and I'm grateful.

She tries to rip the picture. Leonard watches her try. The plastic is too strong.

LEONARD

You have to burn them.

Natalie scrunches it up and throws it down. Leonard and Natalie sit down on the couch.

NATALIE

You decided to help me. Trust yourself. Trust your own judgment. You can question everything, you can never know anything for sure.

LEONARD

There are things you know for sure.

NATALIE

Such as?

LEONARD

I know the feel of the world.

(reaches forward)

I know how this wood will sound when I knock.

(raps knuckles on coffee table)

I know how this glass will feel when I pick it up.

(handles glass)

Certainties. You think it's knowledge, but it's a kind of memory, a kind you take for granted. I can remember so much.

(runs hands over objects)

I know the feel of the world,

(beat)

and I know her.

NATALIE

Your wife?

LEONARD

She's gone and the present is trivia, which I can scribble down as notes.

Natalie stares at Leonard, thinking.

(CONTINUED)

39.

57 CONTINUED: (3) 57

NATALIE

Relax a little, okay? Take off your jacket.

Leonard takes his jacket off and places it on the back of the couch, patting the pockets as he does so.

LEONARD

It's not easy to be calm when -

NATALIE

Just relax.

She reaches for his arm and unbuttons his cuff, revealing the end of Leonard's tattoos.

NATALIE (cont'd)

You don't seem the type.

She pushes back the sleeve, trying to read the tattoo.
Leonard watches her. *

NATALIE (cont'd)

Come on.

She starts to unbutton his shirt. He watches. Natalie gasps as she opens Leonard's shirt and pulls it back over his shoulders. She tilts her head, trying to read the different messages.

NATALIE (cont'd)

It's backwards. *

She pulls him up and turns him around in front of the mirror *
to read the backwards tattoo across his chest. *

"JOHN G. RAPED AND MURDERED MY WIFE".

Natalie touches the blank area of skin above Leonard's heart. *

NATALIE (cont'd) *

Here? *

Leonard looks down at the blank patch, then at Natalie, *
vulnerable, confused. *

LEONARD *

It's... it must be for when I've found him. *

*
She looks at Leonard. Leonard shrugs. Natalie studies Leonard's chest, avoiding his eyes. *

(CONTINUED)
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39A.

57 CONTINUED: (4) 57

NATALIE (cont'd)
I've lost somebody.

LEONARD
I'm sorry.

(CONTINUED)
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40.

57 CONTINUED: (5) 57

Natalie picks up a photograph from off a messy desk in the corner. She shows it to Leonard. The picture shows Natalie smiling and hugging a smirking YOUNG MAN (JIMMY). Natalie looks up at Leonard to see his reaction. *

NATALIE
His name was Jimmy.

LEONARD
What happened?

NATALIE
He went to meet somebody and didn't come back.

LEONARD
Who did he go to meet?

Natalie studies Leonard.

NATALIE
A guy called Teddy.

Leonard does not react to the name.

LEONARD
What do the police think?

NATALIE
They don't look too hard for guys like Jimmy.

Natalie puts the photo down. She reaches out to Leonard, *
spreading her fingers over the blank part of his chest. *

NATALIE (cont'd)
When you find this guy, this John G.,
what are you going to do?

LEONARD
Kill him.

NATALIE
Maybe I can help you find him. I know a *
lot of people.

58 INT. NATALIE'S BEDROOM - NIGHT <> 58

Natalie, eyes closed, has her head on Leonard's chest. He is
shirtless, lying on top of the covers.

(CONTINUED)

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58 CONTINUED: 58

LEONARD
I don't even know how long she's been *
gone. It's like I've woken up in bed and
she's not here because she's gone to the
bathroom or something. But somehow I just *
know that she'll never come back to bed. *
I lie here, not knowing how long I've *
been alone. If I could just reach out and *
touch her side of the bed I could know *
that it was cold, but I can't. I have no *
idea when she left. *

Natalie's eyes are open.

LEONARD (cont'd)
I know I can't have her back, but I want *
to be able to let her go. I don't want to
wake up every morning thinking she's
still here then realizing that she's not.
I want time to pass, but it won't. How *
can I heal if I can't feel time?

Leonard bends his head around to see if Natalie is awake. She
closes her eyes. Leonard gingerly slides from underneath her
and moves silently out of the bedroom.

59 INT. NATALIE'S LIVING ROOM - NIGHT <> 59

Leonard enters the dark room. He goes to the couch and picks
up his shirt and his jacket. He notices the photograph which
Natalie showed him on top of some papers on a desk in the

corner. He holds it in a shaft of light from the streetlamp outside, studying the photo of Natalie and Jimmy.

60 INT. NATALIE'S BEDROOM - NIGHT <> 60

Natalie, eyes open, slides her hand over to where Leonard was lying, feeling his residual warmth.

ii 61 INT. NATALIE'S LIVING ROOM - NIGHT <>

61

Leonard has his Polaroid photograph of Natalie out. He takes a pen out of his jacket, rests the photo against the wall in a patch of light and writes on the back, underneath the message which has been scribbled out:

"SHE HAS ALSO LOST SOMEONE. SHE WILL HELP YOU OUT OF PITY"

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62 INT. NATALIE'S BEDROOM - CONTINUOUS - NIGHT <>

Leonard enters, deposits his jacket and shirt, then slides into bed next to Natalie.

63 INT. MOTEL ROOM 21 - DAY ##BLACK AND WHITE SEQUENCE## 63

Leonard lies on the bed (in boxers, bandaged arm) talking on the phone. He wipes the excess shaving foam from his thigh, and feels the SMOOTHNESS of the clean-shaven skin. *

LEONARD

Sammy's wife was crippled by the cost of supporting him and fighting the company's decision - but it wasn't the money that got to her.

64 INT. JANKIS HOUSE LIVING ROOM - DAY ##BLACK AND WHITE SEQUENCE## 64

Mrs. Jankis comes into the room. Sammy is seated, watching T.V. He looks up at her with a smile. She smiles back, tense.

LEONARD (V.O.)

I never said that Sammy was faking. Just that his problem was mental, not physical. But she... she couldn't understand. She looks into his eyes and sees the same person. And if it's not a physical problem...

Sammy's Wife starts shouting at Sammy. Sammy squirms.

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

... he should just... snap out of it.

Sammy's Wife THROWS her drink in Sammy's face, puts her head in her hands, SOBBING. Sammy wipes his face on his sleeve.

BACK TO LEONARD IN MOTEL ROOM:

65 INT. MOTEL ROOM 21 - DAY ##BLACK AND WHITE SEQUENCE## 65

Leonard, talking on the phone, empties the white paper bag onto the bed beside him: Two cheap BALL-POINT PENS, SCOTCH TAPE, a pack of NEEDLES, and a FILE CARD.

(CONTINUED)

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43.

65 CONTINUED: 65

LEONARD (cont'd)

So good old Leonard Shelby from the insurance company gives her the seed of doubt, just like he gave it to the doctors. But I never said that Sammy was faking. I never said that.

Leonard takes a NEEDLE out of the packet.

66 INT. LEONARD'S APARTMENT WITH HIGH CEILINGS AND WOODEN FLOOR 66
- NIGHT <>

We move along a hallway towards a closed door. An ominous *
rumbling builds.

A66 INSERT QUICK CUTS: A66

TREMBLING, SHALLOW-FOCUS EXTREME CLOSE UPS:

A glass bottle SHATTERS against black and white ceramic tiles. A SUDDEN MOVEMENT glimpsed through a water-beaded clear plastic shower curtain.

The shower curtain pulls TAUT across a GASPING FEMALE FACE.

Leonard's REFLECTION in a MIRROR which SHATTERS.

67 INT. DODD'S MOTEL ROOM - DAY <> 67

Leonard opens his eyes, frightened. He is lying on the bed in his beige suit and blue shirt.

LEONARD (V.O.)
Awake.

He rolls his eyes to one side.

LEONARD (V.O.)(cont'd)
Where am I?

He lifts his head and surveys the room.

LEONARD (V.O.)(cont'd)
Motel room.

He rises from the bed, looking at the room as if for the first time. He starts looking in the dresser drawers, finding nothing.

LEONARD (V.O.)(cont'd)
Some anonymous motel room. Nothing in the drawers, but you look anyway.

(CONTINUED)

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67 CONTINUED: 67

He grasps the handle of the bedside drawer.

LEONARD (V.O.) (cont'd)
Never anything but the Gideon...

Leonard pulls the drawer open, and pauses at what he sees.

LEONARD (V.O.) (cont'd)
... Bible.

In the drawer is a Gideon Bible. Resting on top of it is a HANDGUN.

Leonard turns, looks over the rest of the room. He moves to the bureau and opens drawers. Empty. He goes to the closet and OPENS it.

Inside is a BOUND and GAGGED MAN on the floor, knees against chest. His mouth is taped up with silver electrical tape, stained with DRIED BLOOD from his swollen nose. He looks up at Leonard, blinking in the sudden bright light, TERRIFIED.

Leonard SHUTS the closet door, CONFUSED. The Man in the closet starts GRUNTING and BUMPING the closet door.

There is a KNOCK at the door. Leonard looks through the peephole.

INSERT LEONARD'S P.O.V.:

A FISH-EYE TEDDY, grinning and waving.

69 INT. DODD'S MOTEL - DAY <> 69

Leonard looks around, trying to think. Teddy KNOCKS harder. The Man in the closet BUMPS and GROANS. Leonard reaches into his pocket and pulls out some Polaroids.

LEONARD (cont'd)
Just a minute!

He finds the one of Teddy, then sticks them back into his pocket. He OPENS the door to Teddy and grins.

LEONARD (cont'd)
Teddy!

Teddy brushes past him into the room.

TEDDY
Finished playing with yourself, Lenny?

(CONTINUED)
45.

69 CONTINUED: 69

Teddy SLUMPS into a chair. Leonard tries to smile. There is a faint GRUNTING and BUMPING from inside the closet. Teddy notices the noise and grins.

TEDDY (cont'd)
I get it - amorous neighbors.

LEONARD
Why are you here?

TEDDY
(surprised)
You called me. You wanted my help. You know, Lenny, I've had more rewarding friendships than this one. Although I do get to keep using the same jokes.

Leonard thinks, then moves to the CLOSET and OPENS the door. Teddy looks in DISBELIEF at the Man in the closet.

TEDDY (cont'd)
Who the fuck is that?

LEONARD
You don't know him?

TEDDY

No! Should I?

Leonard shrugs.

TEDDY (cont'd)
Is this John G.?

LEONARD
I don't think so.

TEDDY
Think so? You don't know? Didn't you
write it down?

LEONARD
I might have fallen asleep before I did.

Teddy shakes his head, chuckling.

TEDDY
Ask him.

Leonard crouches down and RIPS the tape from the Man's mouth.

LEONARD
What's your name?

(CONTINUED)

46.

69 CONTINUED: (2) 69

The Man looks at Leonard, wary, says nothing. Leonard tweaks his broken nose. The Man groans.

LEONARD (cont'd)
Your name.

MAN
Dodd.

LEONARD
Who did this to you?

DODD
(confused)
What?

LEONARD
Who did this to you?

DODD
You did.

Leonard replaces the gag and SHUTS the closet.

TEDDY
I'm not gonna help you kill this guy, if

that's what -

LEONARD

No. No, just let me think for a minute.

Leonard moves to the dresser and starts methodically emptying his pockets. He pulls a Polaroid out of his inside jacket pocket.

LEONARD (cont'd)

Here we go.

The Polaroid shows Dodd sitting on the bed, BOUND, GAGGED and BLEEDING. The name Dodd is written below the picture. Leonard flips it over. On the back it says:

"GET RID OF HIM, THEN ASK NATALIE"

Teddy looks at the photo over Leonard's shoulder.

TEDDY

Natalie? Natalie who?

LEONARD

Why?

(CONTINUED)

47.

69 CONTINUED: (3)

69

TEDDY

I think I know her.

Leonard sticks his pictures in his pocket.

LEONARD

We've got to get him out of here.

TEDDY

He's got to have a car, right? We just take him back to his car and tell him to get the fuck out of town before we kill him.

LEONARD

We can't just walk him out tied up and bleeding.

TEDDY

How'd ya get him in here in the first place?

LEONARD

I don't know.

Leonard looks around the room for inspiration.

LEONARD (cont'd)
Yes I do... this isn't my room.

Teddy looks around at the anonymous room.

LEONARD (cont'd)
It's his. He was already here. Let's just *
go. *

Leonard starts for the door, Teddy lays a hand on his chest. *

TEDDY *
Wait, we can't just leave him. The maid *
finds him, calls the cops. He's seen us now *

Leonard thinks. *

LEONARD *
Okay. We clean him up, untie him and *
march him out with a gun in his back. *

TEDDY
Why would I have a gun?

Leonard fishes the HANDGUN out of the bedside table drawer.

(CONTINUED)

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47A.

69 CONTINUED: (4) 69

LEONARD
It must be his. I don't think they'd let
someone like me carry a gun.

TEDDY
Fucking hope not.

Leonard covers Dodd with the gun while Teddy pulls him out of
the closet. Dodd has trouble standing up straight.

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70 EXT. DODD'S MOTEL - DAY <> 70

Teddy exits the room, glances around, motions for Leonard and
Dodd to follow. Dodd is cleaned up and unbound, Leonard is
pressed up right behind him. The three of them descend to the
parking lot.

LEONARD
Which one?

Dodd leads them to a new LANDCRUISER. Teddy whispers in Leonard's ear.

TEDDY

We probably ought to take his car, you know, teach him a lesson.

LEONARD

Shut it, Teddy.

TEDDY

Easy for you to say, you've got the Jag.

LEONARD

I'll ride with him. You follow.

TEDDY

Give me your keys.

Leonard looks at him, suspicious.

LEONARD

Take your own car.

Teddy shrugs. Leonard motions Dodd into the driver's seat, then slides into the passenger side. They pull out of the parking lot, Teddy following in his GREY SEDAN.

71 EXT. SHOULDER OF HIGHWAY HEADING OUT OF TOWN - DAY <>

The Landcruiser PULLS OVER and stops. The grey sedan pulls up behind. Leonard gets out of the Landcruiser and it PULLS AWAY at speed. Leonard walks back to Teddy's car.

72 INT. GREY SEDAN - DAY 72

TEDDY

So was he scared?

LEONARD

Yeah. I think it was your sinister mustache that got him.

(CONTINUED)

49.

72 CONTINUED: 72

Teddy leans over slightly so that he can see his reflection in the rear view mirror. Leonard smiles. Teddy sees him.

TEDDY

Fuck you. We shoulda taken his car.

LEONARD

What's wrong with this one?

TEDDY

You like it? Let's trade.

73 EXT. ALLEY BEHIND THE MOTEL - DAY <> 73

The grey sedan pulls up beside Leonard's Jaguar. Leonard gets out.

TEDDY

So what are you gonna do now?

LEONARD

I'm gonna ask Natalie what the fuck that was all about.

TEDDY

Natalie who?

Leonard ignores him and gets into his Jaguar.

74 EXT. A MODEST SINGLE-STOREY HOUSE - NATALIE'S - DUSK 74
<>

The Jaguar pulls up. Leonard checks the address against the address written on his Polaroid of Natalie, then goes to the door and RINGS the bell. It is opened by Natalie.

LEONARD

Natalie, right?

Natalie nods, wary of Leonard's tone. Leonard THRUSTS a Polaroid in her face.

LEONARD (cont'd)

Who the fuck is Dodd?

The photo shows Dodd, BOUND, GAGGED and BLEEDING.

CUT TO:

75 INT. MOTEL ROOM 21 - DAY ##BLACK AND WHITE SEQUENCE## 75

Leonard (boxers, bandaged arm) talks on the phone as he takes a NEEDLE and tapes it to the BALL-POINT PEN.

(CONTINUED)

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50.

75 CONTINUED: 75

LEONARD

What Mrs. Jankis didn't understand was that you can't bully someone into remembering... the more pressure you're under, the harder it gets.

(listens)

Then call me back.

Leonard hangs up.

76 INT. DODD'S MOTEL ROOM BATHROOM - DAY <> 76

Leonard sits on the toilet, grasping an empty VODKA BOTTLE by the neck. He notices the bottle in his hands as if for the first time.

LEONARD (V.O.)
Don't feel drunk.

Leonard looks up from the VODKA BOTTLE, sighs, rubs his face, then stands up. He SNIFFS at his armpit.

He puts the empty bottle on the counter by the sink, then wearily UNDRESSES.

Leonard, NAKED, looks in the mirror, then RUNS THE SHOWER then steps under it, shutting the PEBBLED PLASTIC STALL DOOR.

Leonard SHOWERS. He turns the water off, then hears the DOOR BEING UNLOCKED. Leonard freezes, standing in the SHOWER STALL, NAKED and DRIPPING. Through the distortion of the PEBBLED PLASTIC DOOR, Leonard sees a FIGURE enter the bathroom and start pissing into the toilet. The distorted Figure turns and approaches the shower stall, becoming clearer as it gets closer, then YANKS the door open. It is Dodd (WITHOUT INJURIES). He is SHOCKED to see the naked Leonard. Leonard BURSTS out of the shower stall, SMASHING Dodd against the wall.

Dodd STRUGGLES around, grabbing at the SLIPPERY, naked Leonard. Dodd PUSHES against Leonard, SLASMMING him into the sink.

Leonard has his arms around Dodd's neck. Leonard SMASHES Dodd's head sideways into the wall, HARD.

Dodd SLUMPS to the floor. Leonard exhales. Dodd puts a FIST in Leonard's crotch, then GRABS his neck as he doubles over. Dodd uses Leonard to pull himself off the floor then PUNCHES the side of his head and pushes him HARD, Leonard FLAILING wildly, GRABBING THE EMPTY VODKA BOTTLE from by the sink as he falls back into the bedroom. Dodd reaches into his INSIDE POCKET.

51.

77 INT. DODD'S MOTEL ROOM - DAY <> 77

Leonard STUMBLES in, naked, from the bathroom, swings around, HITTING Dodd square in the face with the empty vodka bottle, which does not break.

Dodd lies still on the floor, bleeding, his hand still in his inside jacket pocket. Leonard stands above him, naked,

dripping wet, catching his breath.

There is a KNOCK at the door.

FEMALE VOICE (O.S.)
Housekeeping.

The sound of a KEY entering the lock. Leonard LEAPS for the door and flips the privacy latch.

LEONARD
Not just now!

Leonard listens to the maid withdraw her key. Leonard SEARCHES Dodd, finding his GUN in his inside pocket. Leonard examines the weapon, then starts to search the room. Leonard finds an overnight bag at the bottom of the closet. Inside it there are some clothes, spare ammunition, a large hunting knife, and a roll of SILVER ELECTRICAL TAPE.

Leonard WRAPS the electrical tape around Dodd's wrists, then across his mouth. Leonard finishes taping up Dodd, then sits him on the edge of the bed. Leonard takes a POLAROID PHOTOGRAPH of the bloody, taped-up Dodd.

Leonard shoves Dodd into the closet, takes out a NOTE and consults it, then writes "DODD" on the white strip on the front of the photograph. He flips the picture over and writes on the strip on the back, in smaller writing:

"GET RID OF HIM, ASK NATALIE"

Leonard dresses, puts the Polaroid into the inside pocket of his jacket. He looks again at the note. It says:

"DODD, MOUNTCREST INN ON 5TH STREET, ROOM 6" *

"PUT HIM ONTO TEDDY OR JUST GET RID OF HIM FOR NATALIE"

Leonard picks the stack of Polaroids out of his outside jacket pocket. He flips through them until he finds the one of Teddy, then picks up the phone and dials Teddy's number. The phone is answered:

(CONTINUED)

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77 CONTINUED: 77

TEDDY (O.S.)
You know what to do.

Then a BEEP. Leonard does not look like he knows what to do.

LEONARD

Ah, it's a message for Teddy... *

Leonard looks at the note.

LEONARD (cont'd)

I'm at the MOUNTCREST INN on 5th Street,
Room 6, and I need you to come over as
soon as you get this, it's important.
This is Leonard. Thanks. Bye.

Leonard hangs up. He looks around the room. He slips the
HANDGUN into the bedside drawer, resting it on the GIDEON
BIBLE, then swings his feet up onto the bed and lies down.

CUT TO:

78 INT. MOTEL ROOM 21 - DAY ##BLACK AND WHITE SEQUENCE## 78

Leonard (boxers, bandaged arm) crooks his neck to hold the *
phone. In his hands is the PEN with the NEEDLE taped to it.

Leonard wiggles the needle, then applies more tape.

CUT TO:

79 INT. MOTEL ROOM 21 - DAY ##BLACK AND WHITE SEQUEWCE## 79

Leonard (boxers, bandaged arm) takes the NEEDLE/PEN in one
hand and picks up a CIGARETTE LIGHTER in the other.

Leonard IGNITES the lighter, then holds the needle over the flame.

He examines the NEEDLE, then holds it in the flame again.

Leonard puts down the lighter and picks up a second BALL-
POINT PEN.

80 EXT. DODD'S MOTEL - DAY <> 80

Leonard's Jaguar pulls up, FAST. Several bits of SHATTERED
SAFETY GLASS are still visible in the frame. He parks around
the back, out of sight and consults a note.

LEONARD (V.O.)

I'll get the jump on you, fucker.

(CONTINUED)

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53.

80 CONTINUED: 80

Leonard RACES up the stairs to the rooms on the second floor.
He stops at Room 9, listening. The T.V. is on.

Leonard gets a CREDIT CARD out and slips it into the lock

gently, with a practiced hand. He leaves the CARD WEDGED in the lock, then steps back from the door and KNOCKS.

Leonard watches the POINT OF LIGHT in the PEEPHOLE to Room 9.

The point of light GOES OUT. Leonard KICKS the door in, SMASHING THE ROOM'S OCCUPANT BACK INTO THE ROOM.

Leonard stands over him, looking down. The man is unconscious, blood on his face. Something is not right.

LEONARD (V.O.)

Is this the guy?

Leonard looks down at his NOTE. The room number given is 6. Leonard looks at the "9" on the door, then down at the unconscious man.

LEONARD (cont'd)

Fuck! Sorry.

Leonard reaches down, GRABS his credit card from where it landed on the floor, and backs out of the doorway, shutting the door on the Unconscious Man.

He MOVES QUICKLY to Room 6, slips his credit card in the lock and knocks.

No answer, so Leonard slips inside.

81 INT. DODD'S MOTEL ROOM - DAY <> 81

Leonard flicks the light on and glances around. There is nothing in the room except an empty VODKA BOTTLE on the bedside table.

LEONARD (V.O.)

Need a weapon.

He grabs the empty vodka bottle, switches the light off and slips into the bathroom.

82 INT. DODD'S MOTEL ROOM BATHROOM - DAY <> 82

Leonard sits down on the toilet, holding the empty bottle by its neck. He reaches out and adjusts the angle of the door. His eyes are alert, he is nervous. Waiting. And waiting.

83 INT. MOTEL ROOM 21 - DAY ##BLACK AND WHITE SEQUENCE## 83

(CONTINUED)

54.

83 CONTINUED: 83

Leonard (boxers, bandaged bicep), takes the second ball-point pen and SNAPS it in two.

84 EXT. SMALL ALLEY BEHIND A ROW OF TRAILER HOMES - DAY <>

Leonard is RUNNING FURIOUSLY, arms pumping.

LEONARD (V.O.)

What the fuck am I doing?

Leonard glances to his right, and through a GAP between two trailers he catches a glimpse of Dodd on the other side of the trailer homes, RACING along parallel to Leonard.

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

Chasing him!

Leonard CUTS down the next gap between trailers, heading FULL SPEED for Dodd's side.

Dodd (without bruises) appears again at the other end of the gap, SEES Leonard, and STARTS RUNNING TOWARDS HIM. There is a GUN in his hand.

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

FUCK! He's chasing me.

Leonard SKIDS to a halt and turns around. A BULLET hits the dirt by his feet. He clears the end of the trailer and THROWS himself over a chain link fence, dropping down on the other side and SCRAMBLING through some bushes. He RACES full tilt into a parking lot, looking around, desperate. He can hear a CAR ALARM sounding. He pulls his KEYS OUT and hits the ALARM switch. Hearing the DOUBLE BEEP as the alarm stops, he spots the Jaguar.

The Jaguar PEELS OUT just as Dodd emerges from the trailer park.

85 INT. JAGUAR - DAY <> 85

Leonard is breathing hard, looking around nervously. He starts knocking BITS OF BROKEN WINDOW GLASS out of the driver's side window with his elbow then pulling photos and pieces of paper out of his pockets as he drives.

Leonard finds a NOTE that gives a description of Dodd, along with the motel and room number where Dodd is staying.

CUT TO:

55.

86 INT. MOTEL ROOM 21 - DAY ##BLACK AND WHITE SEQUENCE## 86

Leonard (boxers, bandaged arm) has the NEEDLE/PEN in one hand * and the BROKEN PEN in the other. Leonard DIPS the needle into the clear plastic INK RESERVOIR off the broken pen.

Leonard is in the Jaguar. Dodd (without any bruises) is standing by the window, aiming his gun at Leonard.

DODD
I haven't made a strong enough
impression.

LEONARD
(amused)
Don't be too hard on yourself.

Dodd motions for Leonard to open the passenger side door.

Dodd gets into the passenger seat, gun on Leonard. Leonard nods to him.

LEONARD
Seat belt.

Leonard starts to reach over his left shoulder with his right hand as if for the seat belt. Dodd watches Leonard's right hand.

With his left hand, Leonard opens the door. He rolls out, SLAMMING the door in Dodd's face, and hitting the central locking on his car keys.

Leonard TAKES OFF across the asphalt. Dodd tries the doors, then SHOOTS at Leonard, SHATTERING the driver's side window, triggering the CAR ALARM.

Dodd climbs through the window and takes off after him.

Leonard slips into a trailer park, TRIPPING as he DIVES into a gap between two trailers, STUMBLING over the PLASTIC LAWN FURNITURE and OLD BIKES which litter the narrow gap.

He picks himself up and SPRINTS into the alley behind the trailers. He races along behind the trailers.

Leonard is RUNNING FURIOUSLY, arms pumping.

LEONARD (V.O.)(cont'd)
What the fuck am I doing?

(CONTINUED)

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87 CONTINUED: 87

Leonard glances to his right, and through a GAP between the two trailers he catches a glimpse of Dodd on the other side

of the trailer homes, racing along parallel to Leonard.

LEONARD (V.O.) (cont'd)
Chasing him!

Leonard cuts down the next gap between trailers, heading FULL SPEED for Dodd's side.

CUT TO:

88 INT. MOTEL ROOM 21 - DAY ##BLACK AND WHITE SEQUENCE## 88

Leonard looks at the INK-COVERED NEEDLE. Leonard consults the FILE CARD. It has a HANDWRITTEN MESSAGE:

"TATTOO: ACCESS TO DRUGS"

CUT TO:

89 EXT. DISCOUNT INN - NIGHT <> 89

*

Leonard exits room 304 of the Discount Inn carrying a SHOPPING BAG, looking GRIM-FACED. *

90 INT. JAGUAR - NIGHT <> 90

Leonard gets in, gently places the bag on the passenger seat.

91 EXT. STREET - NIGHT <> 91

The Jaguar speeds along.

92 EXT. PARKING LOT OVERLOOKING RESERVOIR - NIGHT <>

Leonard gets out of the Jaguar, carrying the shopping bag. He climbs the chain-link fence.

93 EXT. RESERVOIR - NIGHT - SAME <> 93

Leonard has built a small FIRE. He reaches into the bag and removes a small STUFFED TOY. He douses it with lighter fluid and places it on the fire. He watches the fur blacken and the plastic eyes melt.

Leonard reaches into the bag and pulls out a well-worn PAPERBACK BOOK, whose cover has long-since been ripped off. Leonard flicks through the pages.

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57.

94 INT. BEDROOM, LEONARD'S APARTMENT - NIGHT <>94

Leonard is undressing. Leonard's Wife is in bed, reading the

well-worn paperback.

LEONARD

How can you read that again?

LEONARD'S WIFE

(without looking up)

It's good.

LEONARD

You've read it a hundred times.

LEONARD'S WIFE

I enjoy it.

LEONARD

Yeah, but the pleasure of a book is in wanting to know what happens next -

LEONARD'S WIFE

(looks up, annoyed)

Don't be a prick. I'm not reading it to annoy you, I enjoy it. Just let me read, please.

95 EXT. RESERVOIR - NIGHT <> 95

He places the BOOK on the fire. He reaches into the bag, produces a BRA and a HAIRBRUSH. He puts the bra on the fire, then pulls some BLACK HAIR out of the hairbrush. He holds a few strands out above the fire until they shrivel up in the heat. He does this with a larger clump and it produces a SMALL FLAME so he DROPS it into the fire.

LEONARD (V.O.)

Probably tried this before. Probably burned truckloads of your stuff. Can't remember to forget you.

He DROPS the brush onto the fire, pulls a GREEN ALARM CLOCK out of the bag and adds it to the fire. Once the bag is EMPTY, Leonard places it on the fire. He sits looking at the flames.

DISSOLVE TO:

96 EXT. RESERVOIR - DAWN <> 96

The sky has brightened. Leonard KICKS the dying embers apart.

58.

97 INT./EXT. DAWN - THE JAGUAR SPEEDS ALONG <> 97

Leonard looks into his rearview mirror to see a LANDCRUISER following him. Leonard SPEEDS UP, turns right. The Landcruiser sticks behind.

LEONARD (V.O.)
Do I know this guy?

Leonard fishes photographs out of his pocket, examining them. The Landcruiser ACCELERATES until it is uncomfortably close. Leonard slows, turning into a PARKING LOT. The Landcruiser follows.

LEONARD (V.O.)
He seems to know me.

The Landcruiser PULLS ALONGSIDE the Jaguar. Leonard looks over. Dodd (no bruises) is at the wheel. Leonard rolls down his window.

LEONARD (V.O.)
What the fuck!

Dodd pulls out a HASNDGUN and points it at Leonard. Leonard SLAMS on the brakes, JERKING to a halt as the Landcruiser pulls over in front of the Jaguar.

98 EXT. TRAILER PARK PARKING LOT - DAY <> 98

Dodd, gun in hand, gets out of the Landcruiser and approaches.

DODD
I like your car.

LEONARD
Thanks.

DODD
Where'd you get it?

LEONARD
Interested in buying one?

DODD
I just want you to tell me how you came by that car.

LEONARD
I forget.

Dodd points his gun at Leonard through the window.

(CONTINUED)
59.

98 CONTINUED: 98

DODD

I haven't made a strong enough impression
on you.

LEONARD

(amused)

I wouldn't be too hard on yourself.

99 INT. MOTEL ROOM 21 - DAY ##BLACK AND WHITE SEQUENCE## 99

Leonard (boxers, bandaged arm) drops the FILE CARD and
presses the INK-COVERED NEEDLE against his thigh. Leonard *
pushes the ink-covered needle against his thigh, ABOUT TO
BREAK THE SKIN.

The PHONE RINGS, surprising Leonard. He watches it ring, then
reaches out with his BANDAGED arm to lift the receiver.

LEONARD

Who is this?

CUT TO:

100 INT. MOTEL ROOM 304 - NIGHT <> 100

Leonard is WOKEN by the sound of a door SHUTTING FIRMLY. He
turns his head to see a glow from under the bathroom door.

In the dim light he can see a well-worn, COVERLESS PAPERBACK
BOOK on the far bedside table. Next to it is a HAIRBRUSH and
a drinking glass half-full of water. There is a small STUFFED
TOY sitting by the pillow next to Leonard's head. Leonard's
eyes are half-closed as he slides his hand onto the other
half of the bed, feeling the residual warmth, smiling.

He props himself up on one arm, rubs his eyes and reaches
over to the SMALL, GREEN ALARM CLOCK, straining to read its
numbers in the dim light. He breathes heavily, sleepily and
shuts his eyes for a second, UTTERLY CONTENT.

LEONARD

(about to tell her something)

Honey?

The sound of the SHOWER being run. Leonard opens his eyes and
looks over to the bathroom door.

LEONARD (cont'd)

(relaxed)

Honey? It's late.

Leonard swings his legs over and sits on the edge of the bed.
Move in on Leonard's face.

(CONTINUED)

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60.

100 CONTINUED: 100

LEONARD (cont'd)
Everything okay?

Leonard looks around with growing unease.

101 INT. LEONARD'S APARTMENT BATHROOM - NIGHT <>101

TREMBLING, SHALLOW-FOCUS EXTREME CLOSE UPS:

A glass bottle SHATTERS against a tiled floor, bath salts and glass spreading out over the black and white tiles.

102 INT. MOTEL ROOM 304 - NIGHT <> 102

Leonard RISES from the bed, STARING at the bathroom door.

103 INT. LEONARD'S APARTMENT BATHROOM - NIGHT <>103

SUDDEN MOVEMENT glimpsed through a WATER-BEADED CLEAR PLASTIC SHOWER CURTAIN. Mirror SHATTERING.

104 INT. MOTEL ROOM 304 - NIGHT <> 104

Leonard is at the bathroom door. He TAPS gently.

105 INT. LEONARD'S APARTMENT BATHROOM - NIGHT <>105

The wet plastic shower curtain pulls TAUT across a GASPING, THRASHING FEMALE FACE.

106 INT. MOTEL ROOM 304 - NIGHT <> 106

Leonard KNOCKS again. No answer. He KNOCKS louder, concerned.

LEONARD (cont'd)
Are you okay in there?!

Leonard GRABS the handle, THROWS OPEN THE DOOR.

107 INT. STEAM-FILLED BATHROOM ROOM 304 - NIGHT <>

A BLONDE WOMAN in a silk dressing gown, seated on the toilet, looks up from SNORTING a line of cocaine off a small hand mirror. She GIGGLES as she speaks to Leonard.

BLONDE
Was it good for you?

Leonard stands in the doorway, SHAKEN. The Blonde realizes that Leonard is not happy.

(CONTINUED)
61.

107 CONTINUED: 107

BLONDE (cont'd)
Shit. Was I supposed to lock the door?

LEONARD
No. That would have been worse.

Leonard moves to turn off the shower.

LEONARD (cont'd)
I'd like you to leave now.

108 INT. DISCOUNT INN, ROOM 304 - NIGHT - LATER <>

Leonard, fully clothed, grabs a SHOPPING BAG from the closet, and does a quick circuit of the room, grabbing various items (the paperback book, hairbrush, alarm clock, stuffed toy) and STUFFING them into the bag.

109 EXT. DISCOUNT INN - NIGHT <> 109

Leonard comes out of Room 304, grim-faced, carrying the shopping bag. He goes to his Jaguar and gets in.

CUT TO:

110 INT. MOTEL ROOM 21 - NIGHT ##BLACK AND WHITE SEQUENCE## 110

Leonard (boxers, bandaged arm) dips the NEEDLE into the ink * reservoir and PUNCTURES the skin of his thigh, talking on the phone.

LEONARD
Well, sir, that would certainly be in keeping with some of my own discoveries. Yeah, I was hoping to get more on the drugs angle. Hang on a second.

Leonard drops the needle/pen, pulls a LARGE FILE out of his sports bag and opens it on the bed.

LEONARD (cont'd)
The police report mentioned the drugs found in the car outside my house. The car was stolen, but his prints were all over it, along with some of his stuff. And I think there's something...
(flips through pages)
Something about a syringe...
(flips pages, confused)
I've got a copy of the police report.
(MORE)

(CONTINUED)

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61A.

110 CONTINUED: 110

LEONARD (cont'd)
It has lots of information, but with my
condition, it's tough. I can't really
keep it all in mind at once.

(CONTINUED)

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62.

110 CONTINUED: (2) 110

Leonard looks at the back of the file, where he has written a *
list of 'CONCLUSIONS'. *

LEONARD (cont'd) *
I have to keep summarizing the different *
sections... *

Leonard flips back to the front page. on it there is a
handwritten note: "MISSING PAGES: 14-17, 19, 23..."

LEONARD (cont'd)
Yeah, and there's pages missing... I
guess I've been trying to log them all.
(listens, smiles)
The police gave me the report
themselves. I dealt with them a lot in
my insurance job, and I had friends in
the department. They must have figured
that if I saw the facts of the case,
then I would stop believing that we
needed to find John G.

Leonard flips to the back page to look at his HANDWRITTEN
CONCLUSIONS.

LEONARD (cont'd)
They weren't even looking for John G.
The stuff they found in the car just fit
in with what they believed had happened,
so they didn't chase any of it up.

111 EXT. DISCOUNT INN - DAY <> 111

Leonard pulls up in the Jaguar, checks the name against a
NOTE written on a BEER MAT, and heads into the office.

Leonard comes out of the office, gets a sports bag from the
Jaguar, then takes a Polaroid of the entrance and heads for
Room 304.

112 INT. DISCOUNT INN - ROOM 304 - DAY <> 112

Leonard enters the unoccupied room, flapping the Polaroid
photo. He sifts through his sports bag, pulls out a pen and
writes the motel's address on the picture.

With well-practiced, efficient movements, Leonard removes his wall chart from the sports bag, unrolls it, sticks it to the wall. He takes a stack of Polaroids out of the sports bag and works through them, considering each new picture and finding its proper place on the chart like someone playing solitaire.

LATER:

(CONTINUED)

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62A.

112 CONTINUED: 112

Leonard flips through the yellow pages, looking under "Escort Services".

LATER:

Leonard is on the phone.

(CONTINUED)

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63.

112 CONTINUED: 112

LEONARD

None? Okay, blonde. Yeah, blonde is fine.
Discount Inn, 304. Leonard. *

LATER:

Leonard opens the door to the Blonde.

LATER:

The Blonde is looking curiously at the chart, drink in hand.
Leonard is in the chair.

BLONDE

Well, what then?

LEONARD

It's simple, you just go to the bathroom.

The Blonde turns, surprised. Leonard smiles, embarrassed.

LEONARD (cont'd)

No, you just go into the bathroom. We go to bed, you wait till I fall asleep, then you go into the bathroom and slam the door.

BLONDE

Slam it?

LEONARD

Just loud enough to wake me up.

BLONDE
That's it?

LEONARD
That's it.

Leonard gets up, pulls a paper shopping bag out of the closet and hands it to the Blonde.

LEONARD (cont'd)
But, first I need you to put these things around.

The Blonde looks confused.

LEONARD (cont'd)
Just pretend these things are yours, and this is your bedroom.

The Blonde pulls a bra out of the bag.

(CONTINUED)

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64.

112 CONTINUED: (3) 112

BLONDE
Should I wear it?

LEONARD
No. Just leave the stuff lying around as if it were yours. Like you just took it off or something.

BLONDE
Whatever gets you off.

The Blonde pulls the hairbrush out of the bag. She moves to brush her hair with it, but Leonard stops her.

LEONARD
No! No, don't use it, you, I mean it's... you just have to put it where you would if it were yours.

The Blonde sees the BLACK HAIR stuck in the brush.

113 INT. DISCOUNT INN ROOM 304 - NIGHT <> 113

The lights are off. The Blonde and Leonard are lying side by side in bed.

The Blonde checks to see that Leonard is asleep, then slips out of bed. She grabs her purse then opens the bathroom door. She looks back at Leonard, asleep. She moves into the bathroom and shuts the door firmly, making a LOUD BANG.

Leonard's EYES OPEN.

114 INT. MOTEL ROOM 21 - DAY ##BLACK AND WHITE SEQCTENCE## 114

Leonard (boxers, bandaged arm) TATTOOS HIMSELF as he talks on *
the phone. So far he has tattooed:

"FACT 5."

LEONARD

The drugs stashed in the car doesn't
ring true for me.

Leonard consults his FILE CARD, which says:

"TATTOO: ACCESS TO DRUGS"

LEONARD (cont'd)

The police figure the guy was an addict
needing money to score, but I'm not
convinced. He's not gonna be breaking in
when he's still got a stash that big.

(MORE)

(CONTINUED)

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65.

114 CONTINUED: 114

LEONARD (cont'd)

(listens)

I think John G. left it or planted it.

(listens)

Well, it was a lot for one guy's
personal use.

(listens)

How do you know that?

(listens, checks report)

Right, that's true. It fits.

(listens)

Too much for personal use, so he deals.

Leonard takes his pen and alters his FILE CARD to read:

"TATTOO: FACT 5. DRUG DEALER"

Leonard picks up the NEEDLE/PEN and continues his tattoo.

115 EXT. NATALIE'S HOUSE - DAY <> 115

The CAR ALARM of the Jaguar is SOUNDING.

Leonard exits, walks to the car and gets in, switching off
the alarm.

TEDDY (O.S.)

You should lock a car as nice as this.

Teddy is in the passenger seat. Leonard, startled, GRABS him by the throat.

LEONARD
Who the fuck are you?

TEDDY
(gasping)
Teddy. Your buddy.

LEONARD
Prove it.

TEDDY
(gasping)
Sammy. Remember Sammy. You told me about Sammy.

Leonard lets him go.

LEONARD
What are you doing in my car?

Teddy is now wearing his big grin, rubbing his neck.

(CONTINUED)
66.

115 CONTINUED: 115

TEDDY
Sense of humour went with the memory,
huh? You know why you're still here,
don't you?

LEONARD
Unfinished business.

TEDDY
Lenny, as a buddy, let me inform you.
Your business here is very much finished.
You're still here because of Natalie.

LEONARD
Who's she?

Teddy chuckles.

TEDDY
Whose house do you think you just walked
out of?

Leonard looks at the house. Teddy motions towards Leonard's pockets.

TEDDY (cont'd)
Take a look at your pictures, I bet you

got one of her.

Leonard pulls out his Polaroids and flips through them. He pauses at the one of Natalie. Teddy SWIPES it out of his hands to get a better look at the blurred image of Natalie turning in a doorway.

TEDDY (cont'd)
Great shot, Lenny.

Teddy flips the photo over. There is nothing on the back. Teddy hands it back to Leonard.

TEDDY (cont'd)
You wanna make a note that you can't trust her.

LEONARD
Why's that?

TEDDY
Because she'll have taken one look at your clothes and your car and started thinking of ways to turn the situation to her advantage. She's already got you staying with her, for fuck's sake.
(MORE)

(CONTINUED)
67.

115 CONTINUED: (2) 115

TEDDY (cont'd)
You can't stay with her. Let me give you the name of a motel.

Teddy starts looking for a piece of paper.

TEDDY (cont'd)
Good thing I found you. She's bad news.

LEONARD
What do you mean "bad news"?

TEDDY
She's involved with these drug dealers.

Teddy opens the GLOVE COMPARTMENT, finding a STACK OF BEER MATS from a local bar called FERDY'S. *

TEDDY (cont'd)
See these? That's the bar where she works. Her boyfriend's a drug dealer. She'd take orders for him, arrange meets. He'd write messages on these, then leave it on the bar. She'd drop replies when she served him drinks.

LEONARD

Why should I care?

Teddy starts writing on the BEER MAT.

TEDDY

She's gonna use you. To protect herself.

LEONARD

From who?

TEDDY

Guys who'll come after her. Guys who'll want to know what happened to her boyfriend. They'll want to make somebody pay. Maybe she'll try and make it you.

LEONARD

Yeah, well maybe she'll make it you. Is that it? You worried she'll use me against you?

TEDDY

She couldn't.

LEONARD

Why not?

(CONTINUED)

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68.

115 CONTINUED: (3)

115

TEDDY

(grins)

She has no idea who I am.

LEONARD

Why are you following me?

TEDDY

I'm trying to help you. I knew she'd get her claws into you. She doesn't know anything about your investigation, so when she offers to help you, it'll be for her own reasons. Why would I lie? Do not go back to her. Take out a pen, write yourself a note, do not trust her.

Leonard takes out his pen, places the picture of Natalie face down on the dash and writes on the white strip on the back:

"DON'T TRUST HER"

LEONARD

Happy now?

TEDDY

I won't be happy until you leave town.

LEONARD

Why?

TEDDY

How long do you think you can hang around here before people start asking questions?

LEONARD

What sort of questions?

TEDDY

The sort of questions you should be asking yourself.

LEONARD

Like what?

TEDDY

Like how'd you get this car? That suit?

LEONARD

I have money.

(CONTINUED)

69.

115 CONTINUED: (4)

115

TEDDY

From what?

LEONARD

My wife's death. I used to work in Insurance, we were well covered.

TEDDY

So in your grief you wandered into a Jaguar dealership?

Leonard says nothing. Teddy laughs.

TEDDY (cont'd)

You haven't got a clue, have you? You don't even know who you are?

LEONARD

Yes, I do. I don't have amnesia. I remember everything about myself up until the incident. I'm Leonard Shelby, I'm from San Fran -

TEDDY

That's who you were, Lenny. You don't

know who you are, who you've become since the incident. You're wandering around, playing detective... and you don't even know how long ago it was.

Teddy reaches out to Leonard's lapel, and gently opens his jacket to reveal the label.

TEDDY (cont'd)
Put it this way. Were you wearing designer suits when you sold insurance? *

Leonard looks down at his suit, then back to Teddy.

LEONARD
I didn't sell -

TEDDY
I know, you investigated. Maybe you need to apply some of your investigative skills to yourself.

LEONARD
Yeah, well, thanks for the advice.

TEDDY
Don't go back in there. There's a motel out of town.

(CONTINUED)

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70.

115 CONTINUED: (5) 115

Teddy hands Leonard the BEER MAT and gets out of the car.

TEDDY (cont'd)
It's been fun, Lenny.

Teddy walks off. Leonard pulls his Polaroids out of his pocket and finds the one of Teddy. He places it on the dash, face up, next to the one of Natalie which is still face down on the dash. Leonard reads the message he has written on the back of Natalie's picture:

"DON'T TRUST HER"

He flips Teddy's picture over, like a croupier turning a card at blackjack. On the back it says:

"DON'T BELIEVE HIS LIES"

Leonard purses his lips in surprised frustration. He grabs his pen and scribbles on the back of Natalie's picture, obliterating the words:

"DON'T TRUST HER"

He flips Natalie's picture over and considers her blurred image. He looks up at her house, then picks up the BEER MAT, reading the address Teddy has given him.

LEONARD

Fuck it. I need my own place.

Leonard starts the engine.

116 EXT. DISCOUNT INN - DAY <> 116

Leonard pulls up in his Jaguar, checks the name of the motel against the note written on the BEER MAT, then heads into the office to check in.

Leonard comes out of the office, takes a Polaroid of the front of the motel, and heads for Room 304.

117 INT. MOTEL ROOM 21 - DAY ##BLACK AND WHITE SEQUENCE## 117

Leonard (boxers, bandaged arm) talks on the phone. He presses * the NEEDLE/PEN against his thigh, working on a "D".

LEONARD

I can't blame the cops for not taking me seriously. This is a difficult condition for people to understand. I mean look at Sammy Jankis. His own wife couldn't deal with it.

(MORE)

(CONTINUED)

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117 CONTINUED: 117

LEONARD (cont'd)

(listens)

I told you about how she tried to get him to snap out of it?

(listens)

It got much worse than that. Eventually Sammy's wife came to see me at the office, and I found out all kinds of shit.

(listens)

She knew that I was the one who had built the case for Sammy faking it.

118 INT. LEONARD'S OFFICE - DAY ##BLACK AND WHITE SEQUENCE## 118

Leonard, in a CHEAP SUIT AND TIE, gets up from behind his desk to shake hands with Mrs. Jankis. They talk, Leonard nodding as he listens. Mrs. Jankis is crying.

LEONARD (V.O.)

She told me about life with Sammy, how she'd treated him. It had got to the point where she'd get Sammy to hide food

all around the house, then stop feeding him to see if his hunger would make him remember where he'd hidden the stuff. She wasn't a cruel person, she just wanted her old Sammy back.

The tearful Mrs. Jankis gives Leonard a determined look.

MRS. JANKIS

Mr. Shelby, you know all about Sammy and you decided that he was faking -

LEONARD

Mrs. Jankis, the company's position isn't that Sammy is "faking" anything, just that his condition can't be shown -

MRS. JANKIS

I'm not interested in the company position, Mr. Shelby. I want to know your honest opinion about Sammy.

LEONARD

We shouldn't even be talking this way while the case is still open to appeal.

MRS. JANKIS

I'm not appealing the decision.

LEONARD

Then why are you here?

(CONTINUED)

72.

118 CONTINUED: 118

MRS. JANKIS

Mr. Shelby, try and understand. When I look into Sammy's eyes, I don't see some vegetable, I see the same old Sammy. What do you think it's like for me to suspect that he's imagining this whole problem? That if I could just say the right thing he'd snap out of it and be back to normal? If I knew that my old Sammy was truly gone, then I could say goodbye and start loving this new Sammy. As long as I have doubt, I can't say goodbye and move on.

*

*

LEONARD

Mrs. Jankis, what do you want from me?

MRS. JANKIS

I want you to forget the company you work for for thirty seconds, and tell me if you really think that Sammy is faking his condition.

Leonard plays with his letter opener, thinking.

MRS. JANKIS (cont'd)
I need to know what you honestly believe.

LEONARD
(looks at Mrs. Jankis)
I believe that Sammy should be physically capable of making new memories.

MRS. JANKIS
Thank you.

119 INT. MOTEL ROOM 21 - DAY ##BLACK AND WHITE SEQUENCE## 119

LEONARD
She seemed to leave happy. I thought I'd helped her.

Leonard puts the NEEDLE/PEN down, and wipes blood from his new, homemade TATTOO, which says:

"FACT 5. DRUG DEALER"

LEONARD (cont'd)
I thought she just needed some kind of answer.
(MORE)
(CONTINUED)

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73.

119 CONTINUED: 119

LEONARD (cont'd)
I didn't think it was important to her what the answer was, just that she had one to believe.

Leonard notices the BANDAGE on his LEFT ARM. He starts *
fiddling with the TAPE, peeling back the corners. *

CUT TO:

120 INT. NATALIE'S LIVING ROOM - DAY <> 120

Leonard sifts through the papers on the desk, agitated. He *
hears a car door SLAM. He looks out of the window to see *
Natalie getting out of her car.

She turns and comes towards the front door. Her face is SWOLLEN
and BLEEDING.

Leonard OPENS the door for her. She RUSHES past him. *

LEONARD

What happened?

Natalie, intensely AGITATED, FUMBLES with things in her purse.

NATALIE

What does it look like?!

She turns to Leonard so that he can see the full extent of her injuries. Her eye is SWELLING UP, and her lip is SPLIT.

NATALIE (cont'd)

He beat the shit out of me.

LEONARD

Who?

NATALIE

Who?! Fuck, Leonard! Dodd! Dodd beat the shit out of me.

Natalie FLINGS her purse to the ground in frustration. She does not know what to do with her hands.

LEONARD

Why?

Natalie turns to him, ENRAGED.

NATALIE

Because of you, you fucking idiot!
Because I did what you told me!

(MORE)

(CONTINUED)

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74.

120 CONTINUED: 120

NATALIE (cont'd)

Go to him, reason with him, tell him about Teddy! Great fucking ideal

Leonard APPROACHES her, palms out.

LEONARD

Calm down.

Natalie starts to HIT Leonard. He takes her arms.

LEONARD (cont'd)

(softly)

Take it easy. You're safe now. You're safe.

He sits her down on the couch.

LEONARD (cont'd)

Let's get some ice on your face.

LATER:

Natalie, crying softly, holds a paper towel filled with ice cubes to her swollen cheek while Leonard gently uses a damp paper towel to wipe the blood from her upper lip.

NATALIE

I did exactly what you told me. I went to *
Dodd and I said that I didn't have *
Jimmy's money, or any drugs, that this
Teddy must have taken everything.

LEONARD

And what did he say?

NATALIE

He didn't believe me. He said that if I
don't get him the money tomorrow he's
gonna kill me. Then he started hitting
me.

LEONARD

Where is he?

NATALIE

What are you gonna do?

LEONARD

I'll go see him.

NATALIE

And?

(CONTINUED)

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75.

120 CONTINUED: (2) 120

LEONARD

Give him some bruises of his own and tell
him to look for a guy called Teddy.

NATALIE

He'll kill you, Lenny.

LEONARD

(smiling)

My wife used to call me Lenny.

NATALIE

Yeah?

LEONARD

Yeah, I hated it.

NATALIE

This guy's dangerous, let's think of

something else.

Leonard takes out a piece of paper but he cannot find his pen.

LEONARD

I'll take care of it. Just tell me what he looks like, and where I can find him. Do you have a pen?

Natalie gets a pen out of her purse and hands it to him.

NATALIE

He'll probably find you.

LEONARD

Me? Why would he be interested in me?

NATALIE

I told him about your car.

LEONARD

Why would you do that?

NATALIE

He was beating the crap out of me! I had to tell him something!

Leonard hands Natalie the piece of paper and pen.

LEONARD

Just write it all down. What he looks like, where I find him. * *

(CONTINUED)

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120 CONTINUED: (3) 120

Natalie hands him a note. It says:

(CONTINUED)

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120 CONTINUED: (4) 120

"DODD MOUNTCREST INN ON 5TH ST., ROOM 6" *

"PUT HIM ON TO TEDDY OR JUST GET RID OF HIM FOR NATALIE"

Outside, a CAR ALARM starts to sound. Leonard gets up and heads to the door, flipping through his Polaroids.

121 EXT. NATALIE'S HOUSE - DAY <> 121

The Jaguar's CAR ALARM is sounding.

Leonard exits Natalie's house, walks to his Jaguar and gets in, silencing the alarm.

TEDDY (O.S.)

You should lock a car as nice as this.

Leonard, startled, GRABS Teddy by the throat.

CUT TO:

122 INT. MOTEL ROOM 21 - DAY ##BLACK AND WHITE SEQUENCE## 122

Leonard, in boxers, bandage on arm, sits on the edge of the bed talking on the phone. *

LEONARD

No, she shouldn't have given me that responsibility. Shit, I'm not a doctor, I'm a claims investigator.

Leonard crooks his neck to hold the receiver between ear and shoulder and FIDDLES with the BANDAGE ON HIS LEFT ARM, * starting to peel back the tape, t.zying to look under the cotton pad.

LEONARD (cont'd)

I suppose, but I've got all sorts of other considerations.

Leonard starts to REMOVE THE BANDAGE.

LEONARD (cont'd)

Legal responsibility, and large financial...

LEONARD REMOVES THE BANDAGE FROM HIS LEFT ARM, REVEALING A * CRUDE TATTOO WHICH SAYS:

"NEVER ANSWER THE PHONE"

Leonard looks up.

(CONTINUED)

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77.

122 CONTINUED: 122

LEONARD (cont'd)

Who is this?

He takes the receiver away from his ear as if the caller has just hung up.

CUT TO:

Leonard is sitting on the coffee table, relaxed, looking at his Polaroids. Natalie (WITHOUT BRUISES) BURSTS in through the front door, scared.

LEONARD
What's wrong?

NATALIE
Somebody's come. Already.

LEONARD
Who?

NATALIE
Calls himself Dodd.

LEONARD
What does he want?

NATALIE
Wants to know what happened to Jimmy. And his money. He thinks I have it. He thinks I took it.

LEONARD
Did you?

NATALIE
No!

LEONARD
What's this all about?

Natalie looks at him bitterly.

NATALIE
You don't know, do you? You're blissfully ignorant, aren't you?

LEONARD
I have this condition -

(CONTINUED)
78.

NATALIE
I know about your fucking condition, Leonard! I probably know more about it than you do! You don't have a fucking clue about anything else!

LEONARD

What happened?

NATALIE

What happened is that Jimmy went to meet a guy called Teddy. He took a lot of money with him and he didn't come back. Jimmy's partners think I set him up. I don't know whether you know this Teddy or how well -

Leonard is getting frustrated.

LEONARD

Neither do I.

NATALIE

Don't protect him.

LEONARD

I'm not.

NATALIE

Help me.

LEONARD

How?

NATALIE

Get rid of Dodd for me.

LEONARD

What?

NATALIE

Kill him. I'll pay you.

LEONARD

What do you think I am?! I'm not gonna kill someone for money.

NATALIE

What then? Love? What would you kill for? For your wife, right?

LEONARD

That's different.

(CONTINUED)

79.

123 CONTINUED: (2)

123

NATALIE

Not to me! I wasn't fucking married to her!

LEONARD

Don't talk about my wife.

NATALIE

I can talk about whoever the fuck I want!
You won't even remember what I say! I can
tell you that your wife was a fucking
whore and we can still be friends!

Leonard stands up.

LEONARD

Calm down.

NATALIE

That's easy for you to say! You can't get
scared, you don't remember how, you
fucking idiot!

LEONARD

Just take it easy, this isn't my fault.

NATALIE

Maybe it is! How the fuck would you
know?! You don't know a fucking thing!
You can't get scared, can you get angry?!

Leonard steps towards her.

LEONARD

Yes.

NATALIE

You pathetic piece of shit. I can say
whatever the fuck I want and you won't
have a clue, you fucking retard.

LEONARD

Shut the fuck up!

Natalie gets right in his face, grinning.

NATALIE

I'm gonna use you, you stupid fuck. I'm
telling you now because I'll enjoy it
more if I know that you could stop me if
you weren't a freak.

(CONTINUED)

80.

123 CONTINUED: (3) 123

Leonard grabs his Polaroids and finds one of Natalie. He
reaches into his pocket for a pen, but cannot find one.

NATALIE (cont'd)

Lost your pen? That's too bad, freak.
Otherwise you could've written yourself
a little note about how much Natalie
hates your retarded guts.

Leonard moves around the room searching for a pen. Natalie
follows him, speaking into his ear.

NATALIE (cont'd)
No pens here, I'm afraid. You're never
going to know that I called you a retard,
and your wife a whore.

Leonard turns to face her, barely controlling his anger.

LEONARD
Don't say another fucking word!

NATALIE
About your whore of a wife?

Leonard slaps Natalie. She smiles, then speaks softly.

NATALIE (cont'd)
I read about your problem. You know what
one of the causes of short term memory
loss is?

Leonard fumes.

NATALIE (cont'd)
Venereal disease. Maybe your cunt of a
wife sucked one too many diseased cocks
and turned you into a retard.

Leonard turns away, body tensed, ready to snap. Natalie
reaches out to gently brush the hair above his ear with her
fingers.

NATALIE (cont'd)
You sad freak, you won't remember any of
what I've said, and we'll be best
friends, or even lovers.

Leonard spins around, BACKHANDING Natalie on the cheek.

He PUNCHES her in the mouth then pushes her to the floor. He
stands over her, furious with himself as much as her.

(CONTINUED)
81.

123 CONTINUED: (4) 123

Natalie gets to her feet, and goes to the door. She turns to
Leonard. Her face is bloody but she smiles.

NATALIE (cont'd)

See you soon.

Natalie exits. Leonard watches her walk out to her car and get in. She just sits there.

Leonard turns from the window and looks around the room. He grabs at drawers, searching for a pen. He looks back out the window. Natalie is still sitting in her car. Leonard is sifting through the papers on the desk when he hears a car door SLAM. He looks out of the window to see Natalie getting out of her car. She turns to walk toward the house. Her face is swollen and bloody. * * *

Leonard opens the door for her.

LEONARD

What happened?

Natalie, intensely AGITATED, FUMBLES with things in her purse.

NATALIE

What does it look like?

124 INT. MOTEL ROOM 21 - DAY <> 124

Leonard lies on the bed, in jeans, topless. He reaches for the ringing phone with his left arm. As his hand reaches the receiver Leonard reads the tattoo on his arm which says: *

"NEVER ANSWER THE PHONE"

Leonard strokes the tattoo as he lets the phone ring. It stops. Leonard goes to the door, opens it and checks the number of the room: 21. He goes back to the phone, makes a call.

LEONARD

Front desk? Burt, right. Well, this is Mr. Shelby in Room 21. I don't want any calls, none at all, got it? Thanks. * *

CUT TO:

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82.

125 EXT. NATALIE'S HOUSE - DAY <> 125

Leonard's Jaguar pulls up. Leonard and Natalie (WITHOUT BRUISES) get out. Leonard is carrying his sports bag. *

Natalie leads Leonard in, self-conscious about her messy living room.

NATALIE

You can just crash out on the couch.
You'll be comfortable.

Leonard nods and stands awkwardly.

NATALIE (cont'd)

Uh, take a seat.

Leonard smiles and sits down in a chair. Natalie clears things off the coffee table. Leonard unzips his bag and looks through his things, pulling out his file. *

NATALIE (cont'd)

So how long you think it's gonna take you?

Leonard raises his eyebrows.

NATALIE (cont'd)

You told me you were looking for the guy who killed your wife.

LEONARD

(consulting file) *

Depends on if he's here in town. Or if he's moved on. See, I've got all this - *

NATALIE

Can I ask you something?

Leonard nods.

NATALIE (cont'd)

If you've got all this information, how come the police haven't found him for you?

LEONARD

They're not looking for him.

NATALIE

Why not?

(CONTINUED)

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83.

126 CONTINUED: 126

Leonard runs his finger down the list of conclusions on the *

back of his file.

LEONARD

They don't think he exists.

Natalie looks confused.

LEONARD (cont'd)

I told them what I remembered. I was
asleep, something woke me up...

CUT TO FLASHBACK <>

127 INT. LEONARD'S APARTMENT BEDROOM - NIGHT <> 127

Leonard opens his eyes. He slides his hand over to the empty
space on the bed beside him, feeling the sheet.

LEONARD (V.O.)

Her side of the bed was cold. She'd been *
out of bed for a while.

Leonard sits up in bed, listening.

128 INT. LEONARD'S HALLWAY WITH WOODEN FLOORS AND HIGH CEILINGS 128
NIGHT <>

We move down the hall towards a closed door. Shadows and *
light play across the floorboards from the gap under the *
door. An ominous rumbling builds. *

A128 INSERT QUICK CUTS: A128

Extreme close ups:

A glass bottle smashes against ceramic tiles. A mirror
smashes. Flesh hits tiled floor.

129 INT. LEONARD'S APARTMENT BEDROOM - NIGHT <> 129

Leonard takes a gun down from the top of the bedroom closet,
then quietly makes his way into the corridor.

A129 INT. LEONARD'S APARTMENT BATHROOM - NIGHT <>

He KICKS the door open, revealing two figures struggling on
the floor of a BATHROOM.

Close up of a WOMAN'S FACE, wrapped in the wet clear plastic
shower curtain, STRUGGLING to breathe.

(CONTINUED)

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83A.

A129 CONTINUED: A129

Close up of a BASEBALL CAP-COVERED HEAD turning to reveal a

face covered by a DIRTY WHITE COTTON MASK.

(CONTINUED)

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84.

A129 CONTINUED: (2) A129

Close up of a GLOVED HAND drawing a PISTOL from the back of a waistband.

A SHOT rings out and the white cotton mask is BLOWN into RED, the Masked Man falling off of the struggling woman. Leonard stands in the doorway, smoking gun in hand. He is HIT HARD from behind by an UNSEEN ASSAILANT who GRABS Leonard by the HAIR and THROWS his HEAD into the MIRROR, SHATTERING IT. Leonard DROPS to the floor.

An extreme close up of a woman's staring eyes, seen through water-beaded, blood-spattered clear plastic.

The EYES BLINK and we WHITE OUT.

FADE DOWN FROM WHITE TO:

130 INT. NATALIE'S LIVING ROOM - DAY <> 130

LEONARD (cont'd)

There had to be a second man. I was struck from behind, I remember. It's about the last thing I do remember. But * the police didn't believe me.

NATALIE

How did they explain what you remembered?
The gun and stuff?

LEONARD

(points at conclusions on back *
of file) *
John G. was clever. He took the dead man's gun and replaced it with the sap that he'd hit me with. He left my gun and left the getaway car. He gave the police a complete package. They found a sap with my blood on it in the dead man's hand, and they only found my gun. They didn't need to look for anyone else. I was the only guy who disagreed with the facts, and I had brain damage. *

Natalie watches him. *

NATALIE

You can stay here for a couple of days if it'll help.

LEONARD
Thank you.

(CONTINUED)
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85.

130 CONTINUED: 130

NATALIE
I've got to get back for the evening shift, so make yourself at home, watch T.V., whatever. Just grab a blanket and pillow off the bed. I never need them all anyway.

Leonard nods. Natalie heads for the door.

LEONARD
Oh, one thing.

Natalie TURNS. Leonard snaps her picture with his Polaroid camera. He lowers the camera and smiles.

LEONARD (cont'd)
Something to remember you by.

Natalie smiles unconvincingly, perturbed, and exits. Leonard sits down on the couch and writes "Natalie" on the white strip under her photo as it develops into the blurred image of Natalie which we have seen before. He takes out his other Polaroids, flipping through them.

LATER:

Leonard watches commercials on TV. He notices the tattoo on his hand ("REMEMBER SAMMY JANKIS"), then switches the TV off. He starts to examine his Polaroids.

Natalie BURSTS through the door, worried.

LEONARD (cont'd)
What's wrong?

NATALIE
Somebody's come. Already.

CUT TO:

131 INT. MOTEL ROOM 21 - DAY ##BLACK AND WHITE SEQUENCE## 131 *

There is a KNOCK at the door. Leonard PULLS ON HIS LONG-SLEEVED PLAID WORK SHIRT, goes to the door and opens it. Burt is standing there.

BURT
Leonard, it's Burt from the front desk.

LEONARD
Yeah?

(CONTINUED)

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86.

131 CONTINUED: 131

BURT
I know you said you didn't want any
calls...

LEONARD
That's right I did, didn't I?

BURT
Yeah, but there's a call for you from
this guy. He's a cop.

LEONARD
A cop?

BURT
And he says you're gonna wanna hear what
he's got to say. *

LEONARD
(shakes head) *
I'm not too good on the phone. I need to *
look people in the eye when I talk to *
them. *

Burt shrugs, then walks off. *

CUT TO:

132 INT. FERDY'S BAR - DAY <> 132

Leonard sits at a booth looking through his Polaroids. A
DRUNK with shaky hands sits at the bar. Natalie (without
bruises) is working behind the bar. She tops up a silver
tankard with beer, brings it over and sets it in front of
Leonard, smiling.

NATALIE
On the house.

LEONARD
Thanks.

Natalie watches in fascination as Leonard drinks from the
mug. The Drunk is giggling.

NATALIE
(fascinated)
You really do have a problem. Just like

that cop said.

Leonard looks at Natalie, confused.

(CONTINUED)

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86A.

132 CONTINUED: 132

NATALIE (cont'd)
Your condition, I mean.

(CONTINUED)

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87.

132 CONTINUED: (2) 132

LEONARD
(shrugs)
Nobody's perfect.

Natalie leans in close, studying Leonard, looking him over.

NATALIE
What's the last thing you remember?
Leonard looks at her.

CUT TO FLASHBACK:

133 INT. LEONARD'S BATHROOM - NIGHT <> 133

An extreme close up, from floor level, of a woman's staring eyes seen through water-beaded, blood-spattered clear plastic.

The EYES BLINK.

134 INT. FERDY'S BAR - DAY <> 134

BACK TO LEONARD IN BAR:

Leonard looks at Natalie.

LEONARD
My wife.

NATALIE
Sweet.

LEONARD
Dying.

NATALIE

What?

LEONARD

I remember my wife dying.

Natalie picks up the silver tankard from the table.

NATALIE

Let me get you a fresh glass. I think
this one was dusty.

135 INT. MOTEL ROOM 21 - DAY ##BLACK AND WHITE SEQUENCE## 135

Leonard, in boxers and long-sleeved plaid work shirt, lies on *
the bed, trying to ignore the RINGING PHONE. he rubs his *
tattoo: "NEVER ANSWER THE PHONE". The phone goes quiet. *

(CONTINUED)

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87A.

135 CONTINUED: 135

Leonard hears a noise, and turns to see an ENVELOPE sliding *
underneath the door. He gets off the bed and picks it up. It *
is addressed: "LEONARD". He opens it and removes a POLAROID. *
The photo of himself, bare-chested, tattooed and grinning *
maniacally, pointing to the bare area of skin above his *
heart. Leonard stares at it, disturbed. Underneath the photo *
is written: *

"TAKE MY CALL" *

The phone RINGS. *

CUT TO:

(CONTINUED)

MEMENTO Pink Revisions - 9/7/99
88.

136 OMIT 136*

137 INT. JAGUAR PARKED IN FERDY'S BAR PARKING LOT - DAY <>

Leonard sits, studying his Polaroids. A metallic howl makes *
him glance up and he sees the lid of a dumpster BANG SHUT. He *
puts his Polaroids in his pocket and examines the beer mat *
with the message: "COME BY AFTERWARDS, NATALIE" *

138 OMIT 138*

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89.

Leonard enters and sits at the bar a couple of places down from a filthy, toothless Drunk. Natalie (without bruises) appears in front of him. Leonard looks up at Natalie without recognition. She eyes him coldly, staring at his clothes.

LEONARD
Beer, please.

NATALIE
(apprehensive)
What do you want?

LEONARD
A BEER, please.

NATALIE
Don't just waltz in here dressed like *
that and order a beer. *

Leonard looks over to the filthy Drunk, then back at Natalie.

LEONARD
There's a dress code?

NATALIE
What are you here for?

LEONARD
I'm meeting someone called Natalie.

NATALIE
Well, that's me.

LEONARD
Oh. But haven't we met before?

Natalie slowly shakes her head. Leonard is confused.

LEONARD (cont'd)
So why am I here?

NATALIE
You tell me.

LEONARD
I don't remember. See, I have no short- *
term memory. It's not amnesia - *

(CONTINUED)

139 CONTINUED:

NATALIE

You're the memory guy?

LEONARD

How do you know about me?

NATALIE

My boyfriend told me about you.

LEONARD

Who's your boyfriend?

NATALIE

(beat)

Jimmy Grantz. Know him?

Leonard shrugs.

NATALIE (cont'd)

Well, it seems like Jimmy knows you. He
told me about you. Said you were staying
over at the Discount. Then, just this *
evening, this cop comes in here looking *
for you. Looking for a guy who couldn't
remember stuff, who'd forget how he got
here or where he was going. I told him we
get a lot of guys like that in here.

Leonard does not find this funny.

LEONARD

Chronic alcoholism ~ one cause of short
term memory loss.

NATALIE

Are you Teddy?

LEONARD

My name's Leonard. *

NATALIE

Did Teddy send you?

LEONARD

I don't know.

Natalie stares at Leonard. Her look softens, becoming almost
pleading.

NATALIE

What's happened to Jimmy?

(CONTINUED)

LEONARD

I don't know. I'm sorry.

NATALIE

You have no idea where you've just come from? What you've just done?

Leonard shakes his head.

LEONARD

I can't make new memories. Everything *
fades, nothing sticks. By the time we
finish this conversation I won't remember
how it started, and the next time I see
you I won't know that I've ever met you
before.

NATALIE

So why did you come here?

Leonard pulls the beer mat out of his pocket and hands it to Natalie.

LEONARD

Found it in my pocket.

Natalie takes it, staring at it, emotional.

NATALIE

(quiet)

Your pocket.

She retreats down the bar to attend to a CUSTOMER, eyeing Leonard suspiciously as he pulls out his Polaroids.

LATER:

Leonard hears a hocking sound and looks over to see the filthy Drunk spitting a blob of sticky phlegm into a silver tankard which Natalie holds across the bar. Natalie smiles.

NATALIE (cont'd)

Bar bet.

Leonard shakes his head and looks down. He hears a snort and glances over again. The Drunk is pushing his finger against one nostril, whilst blowing snot out the other into the tankard. Natalie smiles again.

NATALIE (cont'd)

For a lot of money.

(CONTINUED)

139 CONTINUED: (3) 139

She approaches with the tankard.

NATALIE (cont'd)
Care to contribute?

Leonard shakes his head, disgusted. Natalie waves the tankard in his face.

NATALIE (cont'd)
Come on, proceeds are going to charity.

Leonard drops a tidy blob of spit into the beer, shakes his head, revolted. Natalie places the mug on the bar in front of the stool next to Leonard's. She takes a long-handled spoon and stirs it vigorously. Leonard grabs his Polaroids and moves over to a booth.

Natalie brings over the tankard and places it in front of him, smiling.

NATALIE (cont'd)
On the house.

LEONARD
Thank-you.

Leonard raises the tankard to his lips.

CUT TO:

140 INT. MOTEL ROOM 21 - DAY ##BLACK AND WHITE SEQUENCE## 140

Leonard, holding the Polaroid of himself, stares at the ringing *
phone. He picks up the receiver. *

LEONARD *
(anxious) *
What do you want? *
(listens) *
I know you're a cop, but what do you *
want? Did I do something wrong? *
(frightened) *
No, but I can't remember things I do. I *
don't know what I just did. Maybe I did *
something wrong, did I do something *
wrong? *

Leonard paces. *

LEONARD *
I dunno - something bad. Maybe I did *
something bad. *

A140 EXT. ALLEYWAY BEHIND TATTOO PARLOUR - DAY <> *

Leonard DROPS from a WINDOW, gains his balance and HURRIES to *
his Jaguar which is parked on the street by the mouth of the *
alley. He slips into the car, CLOSES the door gently, starts *
the engine and SPEEDS away. *

B140 INT./EXT. JAGUAR PARKED OUTSIDE FERDY'S - DAY <> *

Leonard reaches into his jacket pocket and pulls out a round *
piece of cardboard. It is a BEER MAT with the name of a local *
bar: "FERDY'S". There is a message written on it: *

"COME BY AFTERWARDS, NATALIE". *

Leonard looks up at the doorway of the bar, then pulls the *
car around into the parking lot. Natalie is standing by a *
dumpster, heaving a trash bag into it. She watches the car *
pull up, unable to see the driver. Natalie casually knocks on *
the passenger side window. Leonard lowers the window and *
Natalie leans down. *

NATALIE *
(casual) *
Hey, Jimmy - *

Natalie stares at Leonard confused. *

NATALIE (cont'd) *
I'm sorry, I... I thought you were *
someone else. *

Natalie backs away from the car, perturbed. Just before she *
disappears around the corner, she tips the lid of the *
dumpster, letting it fall with a metallic howl and a BANG. *

C140 INT. MOTEL ROOM 21 - DAY ##BLACK AND WHITE SEQUENCE## C140

Leonard talks on the phone, worried. *

LEONARD *
No, Officer, but with my condition, you *
don't know anything... you feel angry, *
guilty, you don't know why. You could do *
something terrible and not have the *
faintest idea ten minutes later. Like *
Sammy. What if I've done something like *
Sammy?! *
(listens) *
I didn't tell you? Didn't I tell you *
what happened to Sammy and his wife?! *
(listens) *
(MORE)
(CONTINUED)

C140 CONTINUED: C140

LEONARD (contd)

Mrs. Jankis came to my office and asked *
my honest opinion about Sammy's *
condition. *

141 INT. LEONARD'S OFFICE - DAY ##BLACK AND WHITE SEQUENCE## 141

Mrs. Jankis is seated across the desk from Leonard. She gets up to leave. Leonard just sits there.

LEONARD (V.O.)

I never said he was faking. Just that his condition was mental, not physical. She seemed satisfied, she just said "thanks" and got up to leave. I found out later that she went home and gave Sammy his final exam.

142 INT. THE JANKIS HOUSE LIVING ROOM - DAY ##BLACK AND WHITE SEQUENCE## 142

Sammy watches T.V. commercials. Mrs. Jankis watches him.

MRS. JANKIS

Sammy, it's time for my shot.

Sammy looks up, smiling, glad to help. He goes into the kitchen and comes back with a bottle of insulin, a syringe and a cotton swab.

Sammy carefully prepares the injection and Mrs. Jankis offers him her arm. (LEONARD AND LEONARD'S WIFE TO SUBSTITUTE)

(CONTINUED)

142 CONTINUED: 142

LEONARD (V.O.)

She knew beyond doubt that he loved her,
so she found a way to test him.

Sammy injects the insulin, then withdraws the needle, smiles
reassuringly at his wife and goes back into the kitchen.

Mrs. Jankis watches Sammy flipping through the channels,
looking for commercials.

She sets her watch back by fifteen minutes.

MRS. JANKIS

Sammy, it's time for my shot.

Sammy looks up, smiling, glad to be able to help. He goes
into the kitchen and comes back with the bottle of insulin,
the syringe and a new cotton swab.

He carefully prepares the injection and Mrs. Jankis offers
him her other arm. Sammy injects the insulin, then looks up
at her and smiles.

Sammy watches T.V. Mrs. Jankis sets her watch back by fifteen
minutes.

MRS. JANKIS (cont'd)

Sammy, it's time for my shot.

Sammy looks over from the T.V., smiling, glad to be able to
help.

Mrs. Jankis offers Sammy her leg, and he gives her another
shot of insulin, smiling.

LEONARD (V.O.)

She really thought she would call his
bluff...

Mrs. Jankis sets her watch back by fifteen minutes.

LEONARD (V.O.) (cont'd)

... or didn't want to live with the
things she'd put him through.

Sammy injects her in the stomach.

DISSOLVE TO:

Mrs. Jankis, unconscious in her chair. Sammy glances over from
watching T.V. commercials, wondering.

He goes to her and takes her hand, nudging her gently.

(CONTINUED)

95.

142 CONTINUED: (2) 142

LEONARD (V.O.) (CONT'D)
She went into a coma and never
recovered.

Sammy grabs for the phone, dialing frantically.

LEONARD (V.O.)(cont'd)
Sammy couldn't understand or explain
what had happened.

Sammy strokes Mrs. Jankis' cheek, crying.

143 INT. CROWDED DAY ROOM OF A NURSING HOME - DAY ##BLACK AND 143
WHITE SEQUENCE##

Sammy sits watching other patients and nursing staff pass by.
(LEONARD TO SUBSTITUTE) He looks at each one with a fresh
look of expectant recognition.

LEONARD (V.O.)
He's been in a home ever since. He
doesn't even know his wife is dead.

144 INT. MOTEL ROOM 21 - DAY ##BLACK AND WHITE SEQUENCE## 144*

Leonard strokes the tattoo on his hand.

LEONARD (cont'd) *

Sammy's brain didn't respond to *

conditioning, but he was no con man. *

When his wife looked into his eyes she *

thought he could be the same as he ever *

was. When I looked into Sammy's eyes, I *

thought I saw recognition. We were both *

wrong.

Leonard looks into the mirror.

(CONTINUED)

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96.

144 CONTINUED: 144

LEONARD (cont'd)

Now I know. You take it. If you think you're supposed to recognize someone, you pretend to. You bluff it to get a pat on the head from the doctors. You bluff it to seem less of a freak. *

145 EXT. STRIP MALL - DAY <> 145

The TYRES of the Jaguar SCREAM as the car SCREECHES to a halt. Leonard backs the car up and stops in front of a TATTOO PARLOR. He grabs a FILE CARD of f the dash which says:

"TATTOO: FACT 6. CAR LICENSE: SG13 7IU"

146 INT. TATTOO PARLOR - DAY <> 146

Leonard (beige suit) enters. A TATTOOIST is sitting with a magazine, smoking.

LEONARD

Didn't know this town had a parlor.

TATTOOIST

Every town's got a parlor.

LEONARD

I'd like this on my thigh please.

Leonard hands her a FILE CARD. She reads the card, then looks at him. He shrugs.

147 INT. CURTAINED CUBICLE - TATTOO PARLOR - DAY - CONTINUOUS 147
<>

Leonard unbuckles his trousers and starts to pull them down. He STOPS when he sees his thigh, looking up at the tattooist.

LEONARD

Promise you won't call me an idiot.

He pulls down his trousers, revealing his SCABBY, homemade tattoo. ("FACT 5: DRUG DEALER"). The tattooist looks at it.

TATTOOIST

(shaking her head)

Idiot.

148 INT. CURTAINED CUBICLE - TATTOO PARLOR - DAY - CONTINUOUS 148
<>

Extreme close-up of the tattooing needle finishing an "F".

Wider shows us Leonard sitting with his suit trousers around his ankles in a curtained cubicle. Next to him on the floor is his sports bag of notes and papers. The tattooist is *
tattooing his thigh, Leonard is reading a file, fascinated.

The curtain is thrust open and Teddy pokes his head in.

TEDDY
Hi, Lenny.

The tattooist turns and looks up at Teddy. *

TATTOOIST *
It's private back here.

TEDDY
It's alright, we know each other, right,
Lenny?

The tattooist looks to Leonard. Leonard shrugs. *

LEONARD
How'd you know I was in here?

TEDDY
The Jaguar's out front. You didn't even
bother to put it around back.

Teddy cranes his neck to see what the tattoo says, but only
"6. LI" is visible.

TEDDY (cont'd)
You should have just left town, Lenny.
There's Tattoo parlors up North.

LEONARD
Guess I wanted to get something down
before it slipped my mind.

The tattoo needle buzzes as the tattooist makes a start on *
the next letter: a "C". Teddy sticks his hand through the
curtain.

TEDDY
Gimme the keys, I'll move the car.

Leonard watches Teddy.

(CONTINUED)

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98.

148 CONTINUED: 148

LEONARD

It'll be alright for a minute.

Teddy shrugs. The tattooist looks up at him.

TATTOOIST

Wait out there.

Teddy goes back through the curtain. Teddy pops his head back through the curtain.

TEDDY

Lenny, I'll be back in a minute. I've got to get you some stuff.

149 INT.CURTAINED CUBICLE - TATTOO PARLOR - DAY - MOMENTS LATER 149
<>

The buzzing of the tattoo needle stops. Leonard looks down at his thigh. It says:

"FACT 6. CAR LICENSE: SG13 7IU"

150 INT. TATTOO PARLOR - DAY - MOMENTS LATER <> 150

Leonard exits the curtained cubicle, buckling his belt. Teddy is waiting for him with a PLASTIC BAG. Leonard pays the tattooist. Teddy looks at her.

TEDDY

Give us a minute, will ya?

She shrugs and heads into the back. Teddy watches her go, then turns to Leonard, conspiratorial.

TEDDY (cont'd)

We've got to get you out of here. *

LEONARD

Why?

TEDDY

Why? Come on, Leonard, we talked about this. It's not safe for you to be walking around like this.

LEONARD

Why not?

(CONTINUED)

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99.

150 CONTINUED: 150

TEDDY

Because that cop's looking for you. We *
need to get you a change of identity.
Some new clothes and a different car
should do for now. Put these on. *

Teddy offers the bag of clothes. Leonard refuses it. *

LEONARD *

What cop?

TEDDY

This bad cop. He checked you into the *
Discount Inn. Then he's been calling you *
for days, sticking envelopes under your *
door, telling you shit. *

LEONARD

Envelopes? *

TEDDY

He knows you're no good on the phone, so *
he calls you up to bullshit you. *
Sometimes you stop taking his calls, so *
he slips something under your door to *
frighten you into answering your phone *
again. He's been pretending to help you. *
Feeding you a line of crap about John G. *
being some local drug dealer. *

LEONARD

How do you know this?

TEDDY

'Cos he fucking told me. He thinks it's
funny. He's laughing at you.

LEONARD

How do you know him?

TEDDY

(glances around)

I'm a snitch. He's a cop from out of town
looking for information. The local boys
put us in touch.

(CONTINUED)

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100.

150 CONTINUED: (2) 150

Leonard takes the plastic bag.

LEONARD *
What did he want to know from you? *

(CONTINUED)

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101.

150 CONTINUED: (3) 150

TEDDY *
He wanted to know all, about Jimmy Grantz.

LEONARD
Who?

TEDDY
Jimmy's a drug dealer. This cop wanted to
know all about how he sets up deals, shit
like that. He's got some score in mind *
and you're involved. Come on, there's no *
time to argue - if he knew I was helping *
you he'd find a way to kill me. Just get *
these clothes on. You're gonna take my *
car and get the fuck out of here. *

Leonard heads back into the curtained cubicle with the
plastic bag of clothes.

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102.

151 INT. CURTAINED CUBICLE - TATTOO PARLOR - DAY - CONTINUOUS 151
<>

Leonard drops the plastic bag and takes his jacket off. He
feels something in the pocket, sticks his hand in and pulls *
out a charred Polaroid photograph. *

Leonard examines it, PUZZLED. All that is visible is AN ARM, *
lying on a floor. Leonard reaches into the other pocket and *
pulls out his POLAROIDS, flicking through them until he finds
the one of Teddy. He flips it over and checks the back:

"DON'T BELIEVE HIS LIES"

Leonard reacts with amused RELIEF.

LEONARD

(under his breath)

Sneaky fuck. "Bad Cop". Had me going.

Leonard puts his jacket back on, checks the other pockets. He finds a BEER MAT for a local bar named FERDY'S. There is a message written on it:

"COME BY AFTERWARDS, NATALIE"

Leonard sticks it back in his pocket. He PEEKS through the curtains. Teddy is sitting by the door, waiting. Leonard looks around, NOTICES a window set high in the wall above the padded bench in the cubicle. Leonard CLIMBS on the bench, OPENS the window and SQUEEZES himself through.

152 EXT. TATTOO PARLOUR ALLEYWAY - DAY - CONTINUOUS <>

Leonard DROPS from the window, regains his balance and hurries to his Jaguar which is parked on the street by the mouth of the alley.

CUT TO:

153 INT. MOTEL ROOM 21 - DAY ##BLACK AND WHITE SEQUENCE## 153

Leonard, in boxers and plaid work shirt, sits hunched over * the bedside table, flipping through the file as he talks on * the phone.

LEONARD

So this Jimmy Grantz deals drugs out of *
the bar where his girlfriend works. But *
he'll come to the meet alone. *

Leonard looks down at the FRESH TATTOO on his thigh. *

(CONTINUED)

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102A.

153 CONTINUED: 153

"FACT 5: DRUG DEALER" *

He consults a file which he has drawn from his bag. *

LEONARD (cont'd) *

I always figured the drugs angle would *
be the best way to get him. No, officer, *
I'm ready. Ready as I'll ever be.

(listens)

You're downstairs now? What do you look
like?

(listens)

I'll be right down.

(CONTINUED)

153 CONTINUED: (2) 153

Leonard hangs up the phone and pulls on a pair of scruffy jeans. He grabs his Polaroid camera and puts it over his shoulder. *

154 EXT. DISCOUNT INN - DAY ##BLACK AND WHITE SEQUENCE## 154

Leonard exits and heads to the Motel office.

155 INT. DISCOUNT INN OFFICE - DAY ##BLACK AND WHITE SEQUENCE## 155

The BELL CHIMES as Leonard enters. Burt is behind the counter. A MAN stands by the free coffee. The Man TURNS AROUND. It is Teddy, with a big grin. *

TEDDY
Lenny!

Leonard smiles cautiously, and offers his hand.

LEONARD
Officer Gammell.

156 EXT. DISCOUNT INN - DAY ##BLACK AND WHITE SEQUENCE## 156

Leonard exits the office, followed by Teddy, and looks through his Polaroids. He finds one of a PICKUP TRUCK, spots it in the lot, and walks over to it. He turns around and points his camera at Teddy. Teddy grins wider. Leonard snaps the picture.

LEONARD
Something to remember you by.

Leonard lowers the camera and takes out a pen, resting the picture against the truck, about to write on the white strip beneath the developing picture.

LEONARD (cont'd)
I'm sorry - is it Officer, or Lieutenant Gammell?

Teddy coughs and looks at the picture.

TEDDY
Just Teddy. Don't write Gammell please.

Leonard raises his eyebrows.

TEDDY (cont'd)
I'm undercover. Here's directions. He'll be heading there now.

(CONTINUED)

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104.

156 CONTINUED: 156

Teddy pulls a note out of his pocket and hands it to Leonard.

LEONARD
You're not coming?

TEDDY
Wouldn't be appropriate. *

Leonard climbs into the truck. Teddy taps on the window.

TEDDY (cont'd)
Leonard?

Leonard cranks it down. Teddy looks at Leonard with something like fatherly affection.

TEDDY (cont'd)
Make him beg.

157 INT./EXT. PICKUP TRUCK ON STREET - DAY ##BLACK AND WHITE 157
SEQUENCE##

The pickup truck speeds along, past strip malls and gas stations, heading into more desolate industrialization.

158 EXT. THE DERELICT BUILDING - DAY ##BLACK AND WHITE SEQUENCE##158

The pickup truck bumps across the railroad tracks, then pulls up in front of the LARGE DERELICT BUILDING. Leonard gets out of the pickup, looking around.

159 INT. DERELICT BUILDING - DAY - ##BLACK AND WHITE SEQUENCE## 159

He heads into the house, down the DIMLY-LIT, DECAYING FORMER HALLWAY, treading carefully on the LOOSE, ROTTEN FLOORBOARDS. He notices a door at the end of the hallway. He opens the door to see that it leads down to the basement.

Leonard hears a CAR APPROACHING. He slips into the kitchen and looks out the dirty, broken front windows.

160 EXT. DERELICT BUILDING - DAY ##BLACK AND WHITE SEQUENCE## 160

THE JAGUAR is approaching fast. It parks next to the PICKUP TRUCK, and the driver emerges; a young man in his 30's, smartly dressed in BEIGE SUIT and BLUE SHIRT. This is JIMMY, the young man from Natalie's photograph. He looks at the truck then at the house.

161 INT. DERELICT BUILDING - DAY ##BLACK AND WHITE SEQUENCE## 161

Leonard steps back into the shadows of the crumbling kitchen.

Jimmy approaches the doorway, peering into the dark hallway.

(CONTINUED)

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161 CONTINUED: 161

JIMMY
Teddy?!

Jimmy steps cautiously inside. Leonard emerges from the kitchen.

LEONARD
Jimmy?

JIMMY
What the fuck are you doing here?

LEONARD
Do you remember me?

JIMMY
(laughs)
Yeah, I remember you.

LEONARD
You Jimmy Grantz? *

JIMMY
Expecting any other Jimmy's out here,
Memory Man? Where the fuck's Teddy?

Leonard comes out of the gloom, stopping in front of Jimmy, studying his face. Leonard has a JACK HANDLE in his hand.

JIMMY (cont'd)
Well?

FLASHBACK TO:

162 INT. LEONARD'S APARTMENT BATHROOM - NIGHT ##BLACK AND WHITE 162
SEQUENCE##

Leonard's wife, head wrapped in a water-beaded clear plastic shower curtain, THRASHING around, GASPING for breath.

163 INT. DERELICT BUILDING - DAY - ##BLACK AND WHITE SEQUENCE## 163

Leonard HITS Jimmy around the head with the jack handle. Jimmy goes down, but STRUGGLES as Leonard drags him deeper into the dark hallway. Leonard bends over the groaning Jimmy, frisking him, finding nothing.

JIMMY (cont'd)
You fucking retard, you can't get away
with this -

Leonard holds the jack handle above him.

(CONTINUED)

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106.

163 CONTINUED: 163

LEONARD
Strip!

Jimmy starts taking off his suit.

JIMMY
You're making a big fucking mistake. My
associates are not people you want -

LEONARD
Don't say anything else.

JIMMY
I knew I couldn't trust that fuck -

LEONARD
Quiet!

Jimmy drops his shirt.

LEONARD (cont'd)
Pants, too.

JIMMY
Why?

LEONARD
I don't want blood on them.

JIMMY
(sudden fear)
Wait! Did he tell you what I was
bringing?

LEONARD
Strip!

JIMMY
Look, there's two hundred grand stashed
in the car. Just take it!

Leonard shoves Jimmy to the ground.

LEONARD
You think you can bargain with me?!

JIMMY
Take the money and walk away!

LEONARD
I don't want your fucking money!

(CONTINUED)

107.

163 CONTINUED: (2) 163

JIMMY

What?! What do you want from me?!

Leonard looks up.

164 INT. LEONARD'S APARTMENT - DAY - ##BLACK AND WHITE SEQUENCE##164

Leonard's wife, smiling.

165 INT. DERELICT BUILDING - DAY - ##BLACK AND WHITE SEQUENCE## 165

Leonard is losing it.

LEONARD

I want my fucking life back!

Jimmy SWINGS at Leonard with a BROKEN FLOORBOARD, STRIKING his shoulder. The jack handle goes flying. Jimmy SWINGS again, misses. Leonard GRABS him, taking him down. The two of them STRUGGLE on the floor. Leonard gets ON TOP of Jimmy, CHOKING him. Jimmy tries to speak, but can only make GURGLING noises. As Leonard watches Jimmy fight for air we:

166 INT. LEONARD'S APARTMENT BATHROOM - NIGHT - ##BLACK AND WHITE SEQUENCE## 166

Leonard's wife THRASHES her head from side to side, STRUGGLING to breathe though the clear plastic shower curtain.

BACK TO SCENE:

167 INT. DERELICT BUILDING - DAY - ##BLACK AND WHITE SEQUENCE##
167

Jimmy's arms THRASH, his hands catching Leonard's face, SCRATCHING his cheek. Leonard tips his head back and increases his efforts. Jimmy STOPS struggling. Leonard keeps his hands around Jimmy's throat until he is confident that he is DEAD.

Leonard BREATHES as he stands up. He nods to himself with satisfaction. He looks around for his POLAROID CAMERA. He snaps a FLASH picture of Jimmy's body, and stares intently at the POLAROID as it begins to DEVELOP.

We see the IMAGE OF THE STRANGLED JIMMY appear <>(POST)

168 INT. DAY - DERELICT BUILDING - CONTINUOUS <>168

Leonard stands above Jimmy's body, examining the picture he has just taken, nodding to himself, catching his breath.

(CONTINUED)

108.

168 CONTINUED: 168

Leonard grabs Jimmy's body by the legs, DRAGGING him back *
towards the basement. He opens the door and BACKS down into
the DARKNESS, pulling Jimmy behind him.

169 INT. BASEMENT OF DERELICT BUILDING - DAY - CONTINUOUS 169
<>

Leonard BACKS DOWN the stairs, dragging Jimmy's BODY, head
BUMPING down each step. In the middle of the room, Leonard
DROPS the legs. Moving fast, Leonard pulls the BEIGE SUIT *
TROUSERS from the body, REMOVES HIS OWN SCRUFFY JEANS AND *
PLAID WORK SHIRT. Leonard dresses in Jimmy's BLUE SHIRT and *
BEIGE SUIT. He grabs the Polaroids from his PLAID WORK SHIRT *
and sticks them in his suit jacket pocket. He dumps his old *
clothes onto Jimmy's body. A faint RASPING comes from Jimmy's *
throat. Leonard, frightened, bends down to listen.

JIMMY

(barely and audible rasp)

Sammy... remember Sammy...

Leonard is SHOCKED. Jimmy is silent. The sound of a CAR
outside. Leonard JUMPS to his feet.

170 INT. KITCHEN, DERELICT BUILDING - DAY - CONTINUOUS <>

Leonard looks out to see Teddy getting out of his GREY SEDAN.
Leonard leafs through his Polaroids finding the one of Teddy.
There is nothing on the back. He sticks his Polaroids back in
his pocket, pausing at the one of the STRANGLED JIMMY.

LEONARD (V.O.) *
What have I done? *

171 EXT. DERELICT BUILDING - DAY <> 171

Leonard emerges to find Teddy trying the Jaguar's doors.

LEONARD

(distraught)

Hey! Mister! I need help!

Teddy looks up.

TEDDY

What's wrong?

LEONARD

There's a guy in here, hurt bad! We gotta

get him to a doctor!

Teddy moves towards the house. Leonard leads him in.

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172 INT. DERELICT BUILDING - DAY - CONTINUOUS <172

Teddy follows Leonard down the darkened hall.

LEONARD

(panicked)

He might have fallen down the stairs, I don't know, I don't know what's going on, I'm confused. I have this memory thing - do I know you?

TEDDY

No. Don't worry, I'm a cop. Everything'll be okay. Is he still breathing?

LEONARD

Maybe. Maybe just.

They go down into the basement.

173 INT. BASEMENT OF DERELICT BUILDING - DAY - CONTINUOUS 173

<>

Teddy follows Leonard down the stairs. Jimmy's body, dressed only in boxers, lies in the middle of the floor.

TEDDY

So what were you doing here?

Teddy moves to the body and crouches down to examine it.

LEONARD

I don't know. See, I have this condition.

TEDDY

Well, I hope it's not as serious as his, 'cos this guy's dead.

Leonard CRACKS Teddy over the head with the FLOORBOARD. *

TEDDY (cont'd) *

FUCK, Lenny! That fucking kills!

LEONARD

Remember me again, huh?

Leonard FRISKS him, pulling out a GUN and a POLICE BADGE. *

LEONARD (cont'd) *

You're a cop. A fucking cop. *

(CONTINUED)

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109A.

173 CONTINUED: 173

TEDDY *
Yeah, and I helped you find the guy you *
were looking for - *

LEONARD *
Get up. *

Teddy CRAWLS to his feet, RUBBING his head. *

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110.

174 INT. DERELICT BUILDING - DAY - CONTINUOUS <>174

Leonard pushes Teddy out of the basement.

TEDDY
I think you've got the wrong idea -

Leonard GRABS Teddy.

LEONARD
Who was that? He's not the guy. He knew *
me. *

TEDDY *
Sure he did. He raped your wife and *
fucked up your brain. *

LEONARD *
Bullshit. *

TEDDY
His name's James F. Grantz, John G. Check *
your tattoos. *

LEONARD
So what was he bringing the two hundred *
grand for? *

TEDDY *
What - *

LEONARD *
What was it for? *

TEDDY
A load of amphetamine I told him I had.

LEONARD
This is a drug deal?!

TEDDY
That, and your thing. *

(CONTINUED)

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111.

174 CONTINUED: 174

TEDDY (cont'd) *
Jimmy's your guy, Leonard. I just figured *
we'd make some money on the side. *

LEONARD *
But how did he know me? *

TEDDY *
The Discount Inn, he deals out of there. *
The guy at the front desk lets him know
if anybody comes snooping around. He
called Jimmy as soon as you took a
picture of that dump. *

LEONARD
You're using me!

Teddy looks at him, offended.

TEDDY
No!
(beat)
You get half. *

Leonard THROWS him against the wall.

LEONARD
He knew about Sammy. Why would I tell him
about Sammy? *

TEDDY
(chuckles)
You tell everyone about Sammy. Everyone
who'll listen. "Remember Sammy Jankis,
remember Sammy Jankis". Great story. Gets
better every time you tell it. So you
lie to yourself to be happy. Nothing
wrong with that - we all do. Who cares if
there's a few little things you'd rather
not remember?

LEONARD
What the fuck are you talking about?

(CONTINUED)

TEDDY

(theatrical shrug)

I dunno... your wife surviving the assault... her not believing about your condition... the doubt tearing her up inside... the insulin -

LEONARD

That's Sammy, not me! I told you about Sammy -

TEDDY

Like you've told yourself. Over and over. Conditioning yourself to believe. "learning through repetition" -

LEONARD

Sammy let his wife kill herself! Sammy ended up in an institution - ! *

TEDDY

Sammy was a con man. A faker.

LEONARD

I never said he was faking! I never said that!

TEDDY

You exposed him for what he was: a fraud.

(CONTINUED)

LEONARD

I was wrong! That's the whole point! Sammy's wife came to me and -

TEDDY

Sammy didn't have a wife.

Leonard freezes, staring at Teddy.

TEDDY (cont'd)

It was your wife who had diabetes.

Leonard thinks.

Leonard's Wife sitting on the edge of the bed. She feels a sharp pain, and turns to Leonard (just as we have seen before).

LEONARD'S WIFE
Gentle.

Leonard has a syringe in his hand.

176 INT. DERELICT BUILDING - DAY <> 176

Leonard shakes his head, clearing his head of the image.

LEONARD
My wife wasn't diabetic.

TEDDY
Are you sure?

177 INT. LEONARD'S APARTMENT - DAY <> 177

Leonard's Wife on the edge of the bed. She feels a sharp pain, and turns to Leonard.

LEONARD'S WIFE
Gentle.
(CONTINUED)

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177 CONTINUED: 177

Leonard is playfully pinching her thigh.

178 INT. DERELICT BUILDING - DAY <> 178

Leonard shakes his head, smiling.

LEONARD
She wasn't diabetic. You think I don't *
know my own wife? What the fuck is wrong *
with you? *

TEDDY
(shrugs)
I guess I can only make you believe the *
things you want to be true, huh? Like ol' *
Jimmy down there.

LEONARD
But he's not the right guy! *

TEDDY *
He was to you. Come on, Lenny, you got *
your revenge - just enjoy it while you *
still remember. *
(CONTINUED)

178 CONTINUED: 178

TEDDY

(chuckles)

What difference does it make whether he *
was your guy or not? *

LEONARD

It makes all the difference. *

TEDDY

Why? You're never going to know. *

LEONARD

Yes, I will.

TEDDY

No, you won't.

LEONARD

Somehow, I'll know!

TEDDY

You won't remember!

LEONARD

When it's done, I'll know! It'll be
different!

TEDDY

I thought so too! I was sure you'd *
remember. But you didn't. *

Beat. Leonard looks at Teddy, questioning.

TEDDY

(off look)

You know, when we found your guy and *
killed him.

(off look)

That's right, the real John G. Over a *
year ago. I helped you find him. He's *
already dead. *

LEONARD

Why do you keep lying to me? *

TEDDY

I'm not. I was the cop assigned to your *
wife's death. I believed you, I thought *
you deserved the chance for revenge. I
helped you find the other guy who was in
your bathroom that night. The guy who
cracked your skull and fucked your wife. *
We found him and you killed him. *

(MORE)

(CONTINUED)

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178 CONTINUED: (2) 178

TEDDY (cont'd)

You didn't remember, so I helped you *
start looking again, looking for the guy *
you already killed.

LEONARD

So who are you saying he was? *

TEDDY

Just some guy. Does it even matter who? I
stopped asking myself why a long time
ago. No reason, no conspiracy; just bad *
fucking luck. A couple of junkies, too *
strung out to realize that your wife *
didn't live alone. When you killed him, *
I've never seen you so happy - I was
convinced you'd remember. But it didn't
stick, like nothing ever sticks. Like
this won't stick.

Leonard looks at the Polaroid of himself.

TEDDY (cont'd)

That's the picture, right? I took that, *
right when you did it. Look how happy you *
are. Before you forgot. I wanted to see *
that face again.

LEONARD *

(sarcastic) *

Thank you. *

TEDDY

Fuck you; I gave you a reason to live and *
you were more than happy to help. You lie *
to yourself! You don't want the truth, *
the truth is a fucking coward. So you *
make up your own truth. *

(CONTINUED)

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116.

178 CONTINUED: (3) 178

TEDDY (cont'd) *

Look at your police file. It was complete *
when I gave it to you. Who took the 12 *
pages out? *

LEONARD

You probably. *

TEDDY

No. You took them out. *

LEONARD

Why would I do that? *

TEDDY

To set yourself a puzzle you won't ever solve. You know how many towns, how many guys called James G? Or John G? Shit, Leonard, I'm a John G. *

LEONARD

Your name's Teddy.

TEDDY

(chuckles)

My mother calls me Teddy. I'm John Edward Gammell. Cheer up, there's a lot of John G's for us to find. All you do is moan. I'm the one that has to live with what you've done. I'm the one that has to put it all together. You just wander around playing detective. You're living a dream, kid. A dead wife to pine for and a sense of purpose to your life. A romantic quest which you wouldn't end even if I wasn't in the picture. *

Leonard sticks the gun in Teddy's face. *

LEONARD

I should kill you. *

TEDDY

Quit it! *

(brushes the gun away) *

You're not a killer, Lenny. That's why you're so good at it. *

Leonard SEARCHES Teddy's pockets, still holding the gun on Teddy. Leonard finds Teddy's CAR KEYS. He gets off Teddy and moves towards the light. *

(CONTINUED)

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116A.

178 CONTINUED: (4) 178

TEDDY (cont'd)

Hey, where are you going? You know what time it is? *

Leonard stares at Teddy, mystified. Teddy grins. *

TEDDY (cont'd)
It's beer o'clock. And I'm buying. Our
work here is done.

Leonard turns away, and walks out into the light.

179 EXT. DERELICT BUILDING - DAY - CONTINUOUS <>179

Leonard, in BEIGE SUIT and BLUE SHIRT, comes out into the daylight, THROWS Teddy's CAR KEYS into some bushes then heads to his PICKUP TRUCK and climbs in. Teddy goes to look for his keys in the bushes.

(CONTINUED)

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180 INT. PICKUP TRUCK - DAY - CONTINUOUS <> 180

Leonard opens the revolver and empties the bullets onto the passenger seat. He flips through the photos until he finds the one of the STRANGLED JIMMY.

LEONARD (V.O.)
I'm not a killer...

Leonard reaches into his sports bag, grabs a LIGHTER and sparks a flame. Leonard holds the PHOTO in the flame until it CATCHES LIGHT, MELTING and BLACKENING. The flames go out, having destroyed the entire image but for an arm resting on a floor. Leonard sticks the remnants into his jacket pocket. He looks in the rear-view mirror at Teddy, who scrabbles around in the bushes.

LEONARD (V.O.) (CON'T'D)
... but right now I need to be.

Teddy's GREY SEDAN is parked in front of Leonard. Leonard looks at the sedan, then reaches into his sports bag for a PEN and a FILE CARD. He writes on the file card:

"TATTOO: I'VE DONE IT"

Leonard looks from the card to Teddy's sedan.

LEONARD (V.O.)(cont'd)
Maybe I'm not finished yet. Maybe I need
to be sure that you won't ever use me
again.

Leonard rips up the file card and takes out another.

LEONARD (V.O.) (cont'd)
You're a John G.? Fine, then you can be
my John G.

Leonard writes on the file card:

"TATTOO: FACT 6. CAR LICENSE NUMBER"

LEONARD (V.O.)(cont'd)
Do I lie to myself to be happy?

Leonard looks up at Teddy's sedan and copies down the license number. The LICENSE NUMBER of Teddy's car is: SG13 7IU.

LEONARD (V.O.)(cont'd)
In your case, Teddy... yes, I will.

(CONTINUED)

MEMENTO - Green Revisions 10-4-99
117A.

180 CONTINUED: 180

Leonard grabs the sports bag and GETS OUT of the PICKUP TRUCK. He goes to THE JAGUAR and OPENS the passenger door, DUMPING his sports bag onto the seat. Teddy SEES this and RUNS over. Leonard walks to the back of the Jaguar and holds up his camera.

TEDDY
Hey! Hey, that's not your car!

Leonard SNAPS a Polaroid of the Jaguar.

LEONARD
It is now.

TEDDY
You can't just take it!

Leonard UNLOCKS the trunk, TURNING to Teddy as he does so.

LEONARD
Why not?

(CONTINUED)

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118.

180 CONTINUED: 180

TEDDY
You just killed the guy who owned it!
Somebody'll recognize it!

Leonard pulls Teddy's EMPTY gun out of his pocket.

LEONARD
I'd rather be mistaken for a dead guy

than a murderer. I'm gonna hang on to
this.

Leonard TOSSES the GUN into the trunk. It lands on PILES OF BANKNOTES STUFFED IN THE TRUNK. Teddy REACTS to the sight of the money. Leonard glances at Teddy, then the money, shakes his head, then SLAMS the trunk. Teddy jogs back to where he was looking for his keys.

181 INT. JAGUAR - DAY <> 181

Leonard starts the engine. Through the rear-view mirror, Leonard stares at Teddy's retreating form. Thinking. Leonard PULLS OUT onto the road.

182 INT./EXT. THE ROAD BACK INTO TOWN - DAY <> 182

As the Jaguar cruises along, Leonard places the FILE CARD on the dash. It says:

"TATTOO: FACT 6. CAR LICENSE: SG13 7IU" *

Leonard drives, HEADING BACK INTO TOWN. He looks at his hand on the steering wheel, reading "REMEMBER SAMMY JANKIS".

LEONARD (V.O.)

I have to believe in the world outside my own mind. I have to believe that my actions still have meaning, even if I can't remember them. I have to believe that when my eyes are closed, the world's still there.

Leonard CLOSES HIS EYES, driving blind. Stay on Leonard, not seeing the road ahead, hearing cars whip past.

LEONARD (V.O.) (cont'd)
(rising tension)

But do I? Do I believe the world's still there?

Move in on Leonard as cars fly past, horns BLARING.

(CONTINUED)

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119.

182 CONTINUED: 182

LEONARD (V.O.) (cont'd)

Is it still out there?!

(beat)

Yes.

Leonard OPENS his eyes, straightening up the car, BREATHING. His EYES DART from the STRIP MALLS to the GAS STATIONS, as if HE IS TRYING TO ABSORB THE WHOLE TOWN IN A SINGLE VIEWING.

LEONARD (V.O.) (cont'd)

We all need mirrors to remind ourselves
who we are. I'm no different.

183 EXT. STRIP MALL - DAY <> 183

*

From the bewildering BLUR of urban signage, Leonard SUDDENLY
GLIMPSES A TATTOO PARLOR in a strip mall. He SLAMS ON THE
BRAKES.

The tyres SCREAM as the car SCREECHES TO A HALT and we:

CUT TO BLACK.

LEONARD (V.O.) (cont'd)

Now... where was I?

ROLL CREDITS

END.

The following is Jonathan Nolan's short story
"Memento Mori", the inspiration for his brother,
Christopher Nolan's, screenplay for the film, MEMENTO:

MEMENTO MORI

by

Jonathan Nolan

What like a bullet can undeceive!"

-Herman Melville

Your wife always used to say you'd be late for your own funeral.
Remember that? Her little joke because you were such a slob-always
late, always forgetting stuff, even before the incident.

Right about now you're probably wondering if you were late for hers.

You were there, you can be sure of that. That's what the picture's
for-the one tacked to the wall by the door. It's not customary to take
pictures at a funeral, but somebody, your doctors, I guess, knew you
wouldn't remember. They had it blown up nice and big and stuck it
right there, next to the door, so you couldn't help but see it every
time you got up to find out where she was.

The guy in the picture, the one with the flowers? That's you. And what
are you doing? You're reading the headstone, trying to figure out
who's funeral you're at, same as you're reading it now, trying to
figure why someone stuck that picture next to your door. But why
bother reading something that you won't remember?

She's gone, gone for good, and you must be hurting right now, hearing
the news. Believe me, I know how you feel. You're probably a wreck.
But give it five minutes, maybe ten. Maybe you can even go a whole

half hour before you forget.

But you will forget-I guarantee it. A few more minutes and you'll be heading for the door, looking for her all over again, breaking down when you find the picture. How many times do you have to hear the news before some other part of your body, other than that busted brain of yours, starts to remember?

Never-ending grief, never-ending anger. Useless without direction. Maybe you can't understand what's happened. Can't say I really understand, either. Backwards amnesia. That's what the sign says. CRS disease. Your guess is as good as mine.

Maybe you can't understand what happened to you. But you do remember what happened to HER, don't you? The doctors don't want to talk about it. They won't answer my questions. They don't think it's right for a man in your condition to hear about those things. But you remember enough, don't you? You remember his face.

This is why I'm writing to you. Futile, maybe. I don't know how many times you'll have to read this before you listen to me. I don't even know how long you've been locked up in this room already. Neither do you. But your advantage in forgetting is that you'll forget to write yourself off as a lost cause.

Sooner or later you'll want to do something about it. And when you do, you'll just have to trust me, because I'm the only one who can help you.

EARL OPENS ONE EYE after another to a stretch of white ceiling tiles interrupted by a hand-printed sign taped right above his head, large enough for him to read from the bed. An alarm clock is ringing somewhere. He reads the sign, blinks, reads it again, then takes a look at the room.

It's a white room, overwhelmingly white, from the walls and the curtains to the institutional furniture and the bedspread. The alarm clock is ringing from the white desk under the window with the white curtains. At this point Earl probably notices that he is lying on top of his white comforter. He is already wearing a dressing gown and slippers.

He lies back and reads the sign taped to the ceiling again. It says, in crude block capitals, THIS IS YOUR ROOM. THIS IS A ROOM IN A HOSPITAL. THIS IS WHERE YOU LIVE NOW.

Earl rises and takes a look around. The room is large for a hospital-empty linoleum stretches out from the bed in three directions. Two doors and a window. The view isn't very helpful, either-a close of trees in the center of a carefully manicured piece of turf that terminates in a sliver of two-lane blacktop. The trees, except for the evergreens, are bare-early spring or late fall, one or the other.

Every inch of the desk is covered with Post-it notes, legal pads, neatly printed lists, psychological textbooks, framed pictures. On top of the mess is a half-completed crossword puzzle. The alarm clock is

riding a pile of folded newspapers. Earl slaps the snooze button and takes a cigarette from the pack taped to the sleeve of his dressing gown. He pats the empty pockets of his pajamas for a light. He rifles the papers on the desk, looks quickly through the drawers. Eventually he finds a box of kitchen matches taped to the wall next to the window. Another sign is taped just above the box. It says in loud yellow letters, CIGARETTE? CHECK FOR LIT ONES FIRST, STUPID.

Earl laughs at the sign, lights his cigarette, and takes a long draw. Taped to the window in front of him is another piece of looseleaf paper headed YOUR SCHEDULE.

It charts off the hours, every hour, in blocks: 10:00 p.m. to 8:00 a.m. is labeled go BACK TO SLEEP. Earl consults the alarm clock: 8:15. Given the light outside, it must be morning. He checks his watch: 10:30. He presses the watch to his ear and listens. He gives the watch a wind or two and sets it to match the alarm clock.

According to the schedule, the entire block from 8:00 to 8:30 has been labeled BRUSH YOUR TEETH. Earl laughs again and walks over to the bathroom.

The bathroom window is open. As he flaps his arms to keep warm, he notices the ashtray on the windowsill. A cigarette is perched on the ashtray, burning steadily through a long finger of ash. He frowns, extinguishes the old butt, and replaces it with the new one.

The toothbrush has already been treated to a smudge of white paste. The tap is of the push-button variety—a dose of water with each nudge. Earl pushes the brush into his cheek and fiddles it back and forth while he opens the medicine cabinet. The shelves are stocked with single-serving packages of vitamins, aspirin, antidiuretics. The mouthwash is also single-serving, about a shot-glass-worth of blue liquid in a sealed plastic bottle. Only the toothpaste is regular-sized. Earl spits the paste out of his mouth and replaces it with the mouthwash. As he lays the toothbrush next to the toothpaste, he notices a tiny wedge of paper pinched between the glass shelf and the steel backing of the medicine cabinet. He spits the frothy blue fluid into the sink and nudges for some more water to rinse it down. He closes the medicine cabinet and smiles at his reflection in the mirror.

"Who needs half an hour to brush their teeth?"

The paper has been folded down to a minuscule size with all the precision of a sixth-grader's love note. Earl unfolds it and smooths it against the mirror. It reads—

IF YOU CAN STILL READ THIS, THEN YOU'RE A FUCKING COWARD.

Earl stares blankly at the paper, then reads it again. He turns it over. On the back it reads—

P.S.: AFTER YOU'VE READ THIS, HIDE IT AGAIN.

Earl reads both sides again, then folds the note back down to its original size and tucks it underneath the toothpaste.

Maybe then he notices the scar. It begins just beneath the ear, jagged

and thick, and disappears abruptly into his hairline. Earl turns his head and stares out of the corner of his eye to follow the scar's progress. He traces it with a fingertip, then looks back down at the cigarette burning in the ashtray. A thought seizes him and he spins out of the bathroom.

He is caught at the door to his room, one hand on the knob. Two pictures are taped to the wall by the door. Earl's attention is caught first by the MRI, a shiny black frame for four windows into someone's skull. In marker, the picture is labeled YOUR BRAIN. Earl stares at it. Concentric circles in different colors. He can make out the big orbs of his eyes and, behind these, the twin lobes of his brain. Smooth wrinkles, circles, semicircles. But right there in the middle of his head, circled in marker, tunneled in from the back of his neck like a maggot into an apricot, is something different. Deformed, broken, but unmistakable. A dark smudge, the shape of a flower, right there in the middle of his brain.

He bends to look at the other picture. It is a photograph of a man holding flowers, standing over a fresh grave. The man is bent over, reading the headstone. For a moment this looks like a hall of mirrors or the beginnings of a sketch of infinity: the one man bent over, looking at the smaller man, bent over, reading the headstone. Earl looks at the picture for a long time. Maybe he begins to cry. Maybe he just stares silently at the picture. Eventually, he makes his way back to the bed, flops down, seals his eyes shut, tries to sleep.

The cigarette burns steadily away in the bathroom. A circuit in the alarm clock counts down from ten, and it starts ringing again.

Earl opens one eye after another to a stretch of white ceiling tiles, interrupted by a hand-printed sign taped right above his head, large enough for him to read from the bed.

You can't have a normal life anymore. You must know that. How can you have a girlfriend if you can't remember her name? Can't have kids, not unless you want them to grow up with a dad who doesn't recognize them. Sure as hell can't hold down a job. Not too many professions out there that value forgetfulness. Prostitution, maybe. Politics, of course.

No. Your life is over. You're a dead man. The only thing the doctors are hoping to do is teach you to be less of a burden to the orderlies. And they'll probably never let you go home, wherever that would be.

So the question is not "to be or not to be," because you aren't. The question is whether you want to do something about it. Whether revenge matters to you.

It does to most people. For a few weeks, they plot, they scheme, they take measures to get even. But the passage of time is all it takes to erode that initial impulse. Time is theft, isn't that what they say? And time eventually convinces most of us that forgiveness is a virtue. Conveniently, cowardice and forgiveness look identical at a certain distance. Time steals your nerve.

If time and fear aren't enough to dissuade people from their revenge, then there's always authority, softly shaking its head and saying, We

understand, but you're the better man for letting it go. For rising above it. For not sinking to their level. And besides, says authority, if you try anything stupid, we'll lock you up in a little room.

But they already put you in a little room, didn't they? Only they don't really lock it or even guard it too carefully because you're a cripple. A corpse. A vegetable who probably wouldn't remember to eat or take a shit if someone wasn't there to remind you.

And as for the passage of time, well, that doesn't really apply to you anymore, does it? Just the same ten minutes, over and over again. So how can you forgive if you can't remember to forget?

You probably were the type to let it go, weren't you? Before. But you're not the man you used to be. Not even half. You're a fraction; you're the ten-minute man.

Of course, weakness is strong. It's the primary impulse. You'd probably prefer to sit in your little room and cry. Live in your finite collection of memories, carefully polishing each one. Half a life set behind glass and pinned to cardboard like a collection of exotic insects. You'd like to live behind that glass, wouldn't you? Preserved in aspic.

You'd like to but you can't, can you? You can't because of the last addition to your collection. The last thing you remember. His face. His face and your wife, looking to you for help.

And maybe this is where you can retire to when it's over. Your little collection. They can lock you back up in another little room and you can live the rest of your life in the past. But only if you've got a little piece of paper in your hand that says you got him.

You know I'm right. You know there's a lot of work to do. It may seem impossible, but I'm sure if we all do our part, we'll figure something out. But you don't have much time. You've only got about ten minutes, in fact. Then it starts all over again. So do something with the time you've got.

EARL OPENS HIS EYES and blinks into the darkness. The alarm clock is ringing. It says 3:20, and the moonlight streaming through the window means it must be the early morning. Earl fumbles for the lamp, almost knocking it over in the process. Incandescent light fills the room, painting the metal furniture yellow, the walls yellow, the bedspread, too. He lies back and looks up at the stretch of yellow ceiling tiles above him, interrupted by a handwritten sign taped to the ceiling. He reads the sign two, maybe three times, then blinks at the room around him.

It is a bare room. Institutional, maybe. There is a desk over by the window. The desk is bare except for the blaring alarm clock. Earl probably notices, at this point, that he is fully clothed. He even has his shoes on under the sheets. He extracts himself from the bed and crosses to the desk. Nothing in the room would suggest that anyone lived there, or ever had, except for the odd scrap of tape stuck here and there to the wall. No pictures, no books, nothing. Through the window, he can see a full moon shining on carefully manicured grass.

Earl slaps the snooze button on the alarm clock and stares a moment at the two keys taped to the back of his hand. He picks at the tape while he searches through the empty drawers. In the left pocket of his jacket, he finds a roll of hundred-dollar bills and a letter sealed in an envelope. He checks the rest of the main room and the bathroom. Bits of tape, cigarette butts. Nothing else.

Earl absentmindedly plays with the lump of scar tissue on his neck and moves back toward the bed. He lies back down and stares up at the ceiling and the sign taped to it. The sign reads, GET UP, GET OUT RIGHT NOW. THESE PEOPLE ARE TRYING TO KILL YOU.

Earl closes his eyes.

They tried to teach you to make lists in grade school, remember? Back when your day planner was the back of your hand. And if your assignments came off in the shower, well, then they didn't get done. No direction, they said. No discipline. So they tried to get you to write it all down somewhere more permanent.

Of course, your grade-school teachers would be laughing their pants wet if they could see you now. Because you've become the exact product of their organizational lessons. Because you can't even take a piss without consulting one of your lists.

They were right. Lists are the only way out of this mess.

Here's the truth: People, even regular people, are never just any one person with one set of attributes. It's not that simple. We're all at the mercy of the limbic system, clouds of electricity drifting through the brain. Every man is broken into twenty-four-hour fractions, and then again within those twenty-four hours. It's a daily pantomime, one man yielding control to the next: a backstage crowded with old hacks clamoring for their turn in the spotlight. Every week, every day. The angry man hands the baton over to the sulking man, and in turn to the sex addict, the introvert, the conversationalist. Every man is a mob, a chain gang of idiots.

This is the tragedy of life. Because for a few minutes of every day, every man becomes a genius. Moments of clarity, insight, whatever you want to call them. The clouds part, the planets get in a neat little line, and everything becomes obvious. I should quit smoking, maybe, or here's how I could make a fast million, or such and such is the key to eternal happiness. That's the miserable truth. For a few moments, the secrets of the universe are opened to us. Life is a cheap parlor trick.

But then the genius, the savant, has to hand over the controls to the next guy down the pike, most likely the guy who just wants to eat potato chips, and insight and brilliance and salvation are all entrusted to a moron or a hedonist or a narcoleptic.

The only way out of this mess, of course, is to take steps to ensure that you control the idiots that you become. To take your chain gang, hand in hand, and lead them. The best way to do this is with a list.

It's like a letter you write to yourself. A master plan, drafted by the guy who can see the light, made with steps simple enough for the rest of the idiots to understand. Follow steps one through one hundred. Repeat as necessary.

Your problem is a little more acute, maybe, but fundamentally the same thing.

It's like that computer thing, the Chinese room. You remember that? One guy sits in a little room, laying down cards with letters written on them in a language he doesn't understand, laying them down one letter at a time in a sequence according to someone else's instructions. The cards are supposed to spell out a joke in Chinese. The guy doesn't speak Chinese, of course. He just follows his instructions.

There are some obvious differences in your situation, of course: You broke out of the room they had you in, so the whole enterprise has to be portable. And the guy giving the instructions—that's you, too, just an earlier version of you. And the joke you're telling, well, it's got a punch line. I just don't think anyone's going to find it very funny.

So that's the idea. All you have to do is follow your instructions. Like climbing a ladder or descending a staircase. One step at a time. Right down the list. Simple.

And the secret, of course, to any list is to keep it in a place where you're bound to see it.

HE CAN HEAR THE BUZZING through his eyelids. Insistent. He reaches out for the alarm clock, but he can't move his arm.

Earl opens his eyes to see a large man bent double over him. The man looks up at him, annoyed, then resumes his work. Earl looks around him. Too dark for a doctor's office.

Then the pain floods his brain, blocking out the other questions. He squirms gain, trying to yank his forearm away, the one that feels like it's burning. The arm doesn't move, but the man shoots him another scowl. Earl adjusts himself in the chair to see over the top of the man's head.

The noise and the pain are both coming from a gun in the man's hand—a gun with a needle where the barrel should be. The needle is digging into the fleshy underside of Earl's forearm, leaving a trail of puffy letters behind it.

Earl tries to rearrange himself to get a better view, to read the letters on his arm, but he can't. He lies back and stares at the ceiling.

Eventually the tattoo artist turns off the noise, wipes Earl's forearm with a piece of gauze, and wanders over to the back to dig up a pamphlet describing how to deal with a possible infection. Maybe later he'll tell his wife about this guy and his little note. Maybe his wife will convince him to call the police.

Earl looks down at the arm. The letters are rising up from the skin, weeping a little. They run from just behind the strap of Earl's watch all the way to the inside of his elbow. Earl blinks at the message and reads it again. It says, in careful little capitals, I RAPED AND KILLED YOUR WIFE.

It's your birthday today, so I got you a little present. I would have just bought you a beer, but who knows where that would have ended?

So instead, I got you a bell. I think I may have had to pawn your watch to buy it, but what the hell did you need a watch for, anyway?

You're probably asking yourself, Why a bell? In fact, I'm guessing you're going to be asking yourself that question every time you find it in your pocket. Too many of these letters now. Too many for you to dig back into every time you want to know the answer to some little question.

It's a joke, actually. A practical joke. But think of it this way: I'm not really laughing at you so much as with you.

I'd like to think that every time you take it out of your pocket and wonder, Why do I have this bell? a little part of you, a little piece of your broken brain, will remember and laugh, like I'm laughing now.

Besides, you do know the answer. It was something you learned before. So if you think about it, you'll know.

Back in the old days, people were obsessed with the fear of being buried alive. You remember now? Medical science not being quite what it is today, it wasn't uncommon for people to suddenly wake up in a casket. So rich folks had their coffins outfitted with breathing tubes. Little tubes running up to the mud above so that if someone woke up when they weren't supposed to, they wouldn't run out of oxygen. Now, they must have tested this out and realized that you could shout yourself hoarse through the tube, but it was too narrow to carry much noise. Not enough to attract attention, at least. So a string was run up the tube to a little bell attached to the headstone. If a dead person came back to life, all he had to do was ring his little bell till someone came and dug him up again.

I'm laughing now, picturing you on a bus or maybe in a fast-food restaurant, reaching into your pocket and finding your little bell and wondering to yourself where it came from, why you have it. Maybe you'll even ring it.

Happy birthday, buddy.

I don't know who figured out the solution to our mutual problem, so I don't know whether to congratulate you or me. A bit of a lifestyle change, admittedly, but an elegant solution, nonetheless.

Look to yourself for the answer.

That sounds like something out of a Hallmark card. I don't know when you thought it up, but my hat's off to you. Not that you know what the hell I'm talking about. But, honestly, a real brainstorm. After all,

everybody else needs mirrors to remind themselves who they are. You're no different.

THE LITTLE MECHANICAL VOICE PAUSES, then repeats itself. It says, "The time is 8:00 a.m. This is a courtesy call." Earl opens his eyes and replaces the receiver. The phone is perched on a cheap veneer headboard that stretches behind the bed, curves to meet the corner, and ends at the minibar. The TV is still on, blobs of flesh color nattering away at each other. Earl lies back down and is surprised to see himself, older now, tanned, the hair pulling away from his head like solar flares. The mirror on the ceiling is cracked, the silver fading increases. Earl continues to stare at himself, astonished by what he sees. He is fully dressed, but the clothes are old, threadbare in places.

Earl feels the familiar spot on his left wrist for his watch, but it's gone. He looks down from the mirror to his arm. It is bare and the skin has changed to an even tan, as if he never owned a watch in the first place. The skin is even in color except for the solid black arrow on the inside of Earl's wrist, pointing up his shirtsleeve. He stares at the arrow for a moment. Perhaps he doesn't try to rub it off anymore. He rolls up his sleeve.

The arrow points to a sentence tattooed along Earl's inner arm. Earl reads the sentence once, maybe twice. Another arrow picks up at the beginning of the sentence, points farther up Earl's arm, disappearing under the rolled-up shirtsleeve. He unbuttons his shirt.

Looking down on his chest, he can make out the shapes but cannot bring them into focus, so he looks up at the mirror above him.

The arrow leads up Earl's arm, crosses at the shoulder, and descends onto his upper torso, terminating at a picture of a man's face that occupies most of his chest. The face is that of a large man, balding, with a mustache and a goatee. It is a particular face, but like a police sketch it has a certain unreal quality.

The rest of his upper torso is covered in words, phrases, bits of information, and instructions, all of them written backward on Earl, forward in the mirror.

Eventually Earl sits up, buttons his shirt, and crosses to the desk. He takes out a pen and a piece of notepaper from the desk drawer, sits, and begins to write.

I don't know where you'll be when you read this. I'm not even sure if you'll bother to read this. I guess you don't need to.

It's a shame, really, that you and I will never meet. But, like the song says, "By the time you read this note, I'll be gone."

We're so close now. That's the way it feels. So many pieces put together, spelled out. I guess it's just a matter of time until you find him.

Who knows what we've done to get here? Must be a hell of a story, if only you could remember any of it. I guess it's better that you can't.

I had a thought just now. Maybe you'll find it useful.

Everybody is waiting for the end to come, but what if it already passed us by? What if the final joke of Judgment Day was that it had already come and gone and we were none the wiser? Apocalypse arrives quietly; the chosen are herded off to heaven, and the rest of us, the ones who failed the test, just keep on going, oblivious. Dead already, wandering around long after the gods have stopped keeping score, still optimistic about the future.

I guess if that's true, then it doesn't matter what you do. No expectations. If you can't find him, then it doesn't matter, because nothing matters. And if you do find him, then you can kill him without worrying about the consequences. Because there are no consequences.

That's what I'm thinking about right now, in this scrappy little room. Framed pictures of ships on the wall. I don't know, obviously, but if I had to guess, I'd say we're somewhere up the coast. If you're wondering why your left arm is five shades browner than your right, I don't know what to tell you. I guess we must have been driving for a while. And, no, I don't know what happened to your watch.

And all these keys: I have no idea. Not a one that I recognize. Car keys and house keys and the little fiddly keys for padlocks. What have we been up to?

I wonder if he'll feel stupid when you find him. Tracked down by the ten-minute man. Assassinated by a vegetable.

I'll be gone in a moment. I'll put down the pen, close my eyes, and then you can read this through if you want.

I just wanted you to know that I'm proud of you. No one who matters is left to say it. No one left is going to want to.

EARL'S EYES ARE WIDE OPEN, staring through the window of the car. Smiling eyes. Smiling through the window at the crowd gathering across the street. The crowd gathering around the body in the doorway. The body emptying slowly across the sidewalk and into the storm drain.

A stocky guy, facedown, eyes open. Balding head, goatee. In death, as in police sketches, faces tend to look the same. This is definitely somebody in particular. But really, it could be anybody.

Earl is still smiling at the body as the car pulls away from the curb. The car? Who's to say? Maybe it's a police cruiser. Maybe it's just a taxi.

As the car is swallowed into traffic, Earl's eyes continue to shine out into the night, watching the body until it disappears into a circle of concerned pedestrians. He chuckles to himself as the car continues to make distance between him and the growing crowd.

Earl's smile fades a little. Something has occurred to him. He begins

to pat down his pockets; leisurely at first, like a man looking for his keys, then a little more desperately. Maybe his progress is impeded by a set of handcuffs. He begins to empty the contents of his pockets out onto the seat next to him. Some money. A bunch of keys. Scraps of paper.

A round metal lump rolls out of his pocket and slides across the vinyl seat. Earl is frantic now. He hammers at the plastic divider between him and the driver, begging the man for a pen. Perhaps the cabbie doesn't speak much English. Perhaps the cop isn't in the habit of talking to suspects. Either way, the divider between the man in front and the man behind remains closed. A pen is not forthcoming.

The car hits a pothole, and Earl blinks at his reflection in the rearview mirror. He is calm now. The driver makes another corner, and the metal lump slides back over to rest against Earl's leg with a little jingle. He picks it up and looks at it, curious now. It is a little bell. A little metal bell. Inscribed on it are his name and a set of dates. He recognizes the first one: the year in which he was born. But the second date means nothing to him. Nothing at all.

As he turns the bell over in his hands, he notices the empty space on his wrist where his watch used to sit. There is a little arrow there, pointing up his arm. Earl looks at the arrow, then begins to roll up his sleeve.

"You'd be late for your own funeral," she'd say. Remember? The more I think about it, the more trite that seems. What kind of idiot, after all, is in any kind of rush to get to the end of his own story?

And how would I know if I were late, anyway? I don't have a watch anymore. I don't know what we did with it.

What the hell do you need a watch for, anyway? It was an antique. Deadweight tugging at your wrist. Symbol of the old you. The you that believed in time.

No. Scratch that. It's not so much that you've lost your faith in time as that time has lost its faith in you. And who needs it, anyway? Who wants to be one of those saps living in the safety of the future, in the safety of the moment after the moment in which they felt something powerful? Living in the next moment, in which they feel nothing. Crawling down the hands of the clock, away from the people who did unspeakable things to them. Believing the lie that time will heal all wounds—which is just a nice way of saying that time deadens us.

But you're different. You're more perfect. Time is three things for most people, but for you, for us, just one. A singularity. One moment. This moment. Like you're the center of the clock, the axis on which the hands turn. Time moves about you but never moves you. It has lost its ability to affect you. What is it they say? That time is theft? But not for you. Close your eyes and you can start all over again. Conjure up that necessary emotion, fresh as roses.

Time is an absurdity. An abstraction. The only thing that matters is this moment. This moment a million times over. You have to trust me. If this moment is repeated enough, if you keep trying—and you have to

keep trying-eventually you will come across the next item on your list.

End.