

INT. DERELICT HOUSE - DAY (COL)

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).

INT. MOTEL ROOM 21 - DAY (B&W)

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.

EXT. DERELICT BUILDING - DAY (COL)

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.

INT. DERELICT BUILDING - DAY (COL)

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.

"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!

TEDDY

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

INT. MOTEL ROOM 21 - DAY (B&W)

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.

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.

INT. DISCOUNT INN OFFICE - DAY (COL)

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!

EXT. DISCOUNT INN CAR PARK - DAY (COL)

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.

INT. CAR - DAY (COL)

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?

Leonard fishes a note out of his pocket.

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.

EXT. CONTINUOUS - DERELICT BUILDING - DAY (COL)

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.

INT. MOTEL ROOM 21 - DAY (B&W)

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:

"SHAVE"

Leonard pulls the note off, studying it carefully.

INT. DISCOUNT INN ROOM 304 - DAY (COL)

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.

EXT. DISCOUNT INN - DAY (COL)

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

INT. DISCOUNT INN OFFICE - DAY (COL)

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 -

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?

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?

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?

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.

INT. MOTEL ROOM 21 - DAY (B&W)

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

INT. MOTEL ROOM 21 BATHROOM - DAY (B&W)

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.

INT. MOTEL ROOM 21 - DAY (B&W)

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

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.

INT. A RESTAURANT RESTROOM - DAY (COL)

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.

INT. RESTAURANT - DAY (COL)

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.

EXT./INT. JAGUAR - DAY (COL)

Leonard drives, consulting his Polaroid photos.

EXT. DISCOUNT INN ROOM 304 - DAY (COL)

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

INT. DISCOUNT INN ROOM 304 - DAY (COL)

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 stop on the back. It says only:

"DON'T BELIEVE HIS LIES"

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-----"

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: SG1IU"

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.

INT. MOTEL ROOM 21 - DAY (B&W)

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

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.

EXT. THE CITY GRILL ON MAIN ST. - DAY (COL)

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, 1.00PM 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"

INT. THE CITY GRILL ON MAIN STREET - DAY (COL)

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.

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.

NATALIE (CONT'D)

John Edward Gammell. John G.

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.

(MORE)

LEONARD (CONT'D)

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 -

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

Leonard smiles and shuts his eyes.

INSERT FLASHBACK:

INT. LEONARD'S APARTMENT - DAY (COL)

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.

INT. CITY GRILL - DAY - (COL)

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.

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.

INT. RESTAURANT RESTROOM - DAY (COL)

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"

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:"

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.

INT. MOTEL ROOM 21 - DAY (B&W)

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.

INT. LEONARD'S OFFICE - DAY (B&W)

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

LEONARD (V.O.)

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.O.) (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.

INT. MOTEL ROOM 21 - DAY (B&W)

LEONARD (CONT'D)

I was good. Sammy was my first
real challenge.

EXT. DISCOUNT INN - DAY (COL)

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

INT. DISCOUNT INN OFFICE - DAY (COL)

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.

EXT. DISCOUNT INN - DAY (COL)

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

INT. DISCOUNT INN ROOM 21 - DAY (COL)

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.

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.

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?

EXT. ROAD - DAY (COL)

The Jaguar speeds along.

EXT. THE CITY GRILL ON MAIN STREET - DAY (COL)

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

INT. THE CITY GRILL ON MAIN STREET - DAY (COL)

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.

INT. MOTEL ROOM 21 - DAY (B&W)

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.

INT. A DOCTOR'S OFFICE - DAY (B&W)

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.

INT. JANKIS HOUSE - MESSY SUBURBAN LIVING ROOM - DAY (B&W)

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.

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.

INT. JANKIS HOUSE FRONT HALL - DAY (B&W)

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)

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:

INT. MOTEL ROOM 21 - DAY (B&W)

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.

EXT. MAIN STREET - DAY (COL)

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.

INT. DINER - DAY (COL)

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

TEDDY

Not hungry?

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?

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.

EXT. DISCOUNT INN - DAY (COL)

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

INT. DISCOUNT INN OFFICE - DAY (COL)

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.

INT. MOTEL ROOM 21 - DAY (B&W)

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...

INT. EXAMINATION ROOM - DAY (B&W)

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?

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

INT. MOTEL ROOM 21 - DAY (B&W)

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.

INT. NATALIE'S BEDROOM (COL)

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.

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 SG1NU"

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 off the chair and pulls it on. Natalie comes back in and starts to apply her makeup.

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"

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.

EXT. MAIN STREET - DAY (COL)

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?

INT. MOTEL ROOM 21 - DAY (B&W)

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

LEONARD

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

INT. EXAMINATION ROOM - DAY (B&W)

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

INT. EXAMINATION ROOM - DAY (B&W)

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

INT. MOTEL ROOM 21 - DAY (B&W)

LEONARD

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

(MORE)

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.

EXT./INT. NATALIE'S FRONT DOOR - DUSK (COL)

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.

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

(COL)

Natalie shows Leonard in.

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.

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.

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.

NATALIE (CONT'D)

I've lost somebody.

LEONARD

I'm sorry.

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.

INT. NATALIE'S BEDROOM - NIGHT (COL)

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

LEONARD
I don't even know how long she's
beengone. 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.

INT. NATALIE'S LIVING ROOM - NIGHT (COL)

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.

INT. NATALIE'S BEDROOM - NIGHT (COL)

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

ii INT. NATALIE'S LIVING ROOM - NIGHT (COL)

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"

INT. NATALIE'S BEDROOM - CONTINUOUS - NIGHT (COL)

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

INT. MOTEL ROOM 21 - DAY (B&W)

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.

INT. JANKIS HOUSE LIVING ROOM - DAY (B&W)

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:

INT. MOTEL ROOM 21 - DAY (B&W)

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.

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.

INT. LEONARD'S APARTMENT - NIGHT (COL)

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

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.

INT. DODD'S MOTEL ROOM - DAY (COL)

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.

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.

INT./EXT. DODD'S MOTEL - DAY (COL)

INSERT LEONARD'S P.O.V.:

A FISH-EYE TEDDY, grinning and waving.

INT. DODD'S MOTEL - DAY (COL)

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?

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?

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?

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.

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.

EXT. DODD'S MOTEL - DAY (COL)

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.

EXT. SHOULDER OF HIGHWAY HEADING OUT OF TOWN - DAY (COL)

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.

INT. GREY SEDAN - DAY

72

TEDDY
So was he scared?

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

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.

EXT. ALLEY BEHIND THE MOTEL - DAY (COL)

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.

EXT. A MODEST SINGLE-STOREY HOUSE - NATALIE'S - DUSK (COL)

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.

INT. MOTEL ROOM 21 - DAY (B&W)

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

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.

INT. DODD'S MOTEL ROOM BATHROOM - DAY (COL)

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.

INT. DODD'S MOTEL ROOM - DAY (COL)

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:

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.

INT. MOTEL ROOM 21 - DAY (B&W)

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. 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.

EXT. DODD'S MOTEL - DAY (COL)

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.

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.

INT. DODD'S MOTEL ROOM - DAY (COL)

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.

INT. DODD'S MOTEL ROOM BATHROOM - DAY (COL)

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.

INT. MOTEL ROOM 21 - DAY (B&W)

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

EXT. SMALL ALLEY BEHIND A ROW OF TRAILER HOMES - DAY (COL)

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.

INT. JAGUAR - DAY (COL)

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.

INT. MOTEL ROOM 21 - DAY (B&W)

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.

EXT. TRAILER PARK PARKING LOT - DAY (COL)

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?

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.

INT. MOTEL ROOM 21 - DAY (B&W)

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

"TATTOO: ACCESS TO DRUGS"

EXT. DISCOUNT INN - NIGHT (COL)

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

INT. JAGUAR - NIGHT (COL)

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

EXT. STREET - NIGHT (COL)

The Jaguar speeds along.

EXT. PARKING LOT OVERLOOKING RESERVOIR - NIGHT (COL)

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

EXT. RESERVOIR - NIGHT - SAME (COL)

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.

INT. BEDROOM, LEONARD'S APARTMENT - NIGHT (COL)

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.

EXT. RESERVOIR - NIGHT (COL)

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.

EXT. RESERVOIR - DAWN (COL)

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

INT./EXT. DAWN - THE JAGUAR SPEEDS ALONG (COL)

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.

EXT. TRAILER PARK PARKING LOT - DAY (COL)

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.

DODD

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

LEONARD

(amused)

I wouldn't be too hard on yourself.

INT. MOTEL ROOM 21 - DAY (B&W)

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?

INT. MOTEL ROOM 304 - NIGHT (COL)

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.

LEONARD (CONT'D)

Everything okay?

Leonard looks around with growing unease.

INT. LEONARD'S APARTMENT BATHROOM - NIGHT (COL)

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.

INT. MOTEL ROOM 304 - NIGHT (COL)

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

INT. LEONARD'S APARTMENT BATHROOM - NIGHT (COL)

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

INT. MOTEL ROOM 304 - NIGHT (COL)

Leonard is at the bathroom door. He TAPS gently.

INT. LEONARD'S APARTMENT BATHROOM - NIGHT (COL) 105

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

INT. MOTEL ROOM 304 - NIGHT (COL)

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.

INT. STEAM-FILLED BATHROOM ROOM 304 - NIGHT (COL)

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.

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.

INT. DISCOUNT INN, ROOM 304 - NIGHT - LATER (COL)

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.

EXT. DISCOUNT INN - NIGHT (COL)

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

INT. MOTEL ROOM 21 - NIGHT (B&W)

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.

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.

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.

EXT. DISCOUNT INN - DAY (COL)

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.

INT. DISCOUNT INN - ROOM 304 - DAY (COL)

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:

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

LATER:

Leonard is on the phone.

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.

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.

INT. DISCOUNT INN ROOM 304 - NIGHT (COL)

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.

INT. MOTEL ROOM 21 - DAY (B&W)

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)

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.

EXT. NATALIE'S HOUSE - DAY (COL)

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.

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)

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?

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.

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.

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.

EXT. DISCOUNT INN - DAY (COL)

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.

INT. MOTEL ROOM 21 - DAY (B&W)

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)

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.

INT. LEONARD'S OFFICE - DAY (B&W)

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?

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.

INT. MOTEL ROOM 21 - DAY (B&W)

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)

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.

INT. NATALIE'S LIVING ROOM - DAY (COL)

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)

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?

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.

Natalie hands him a note. It says:

"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.

EXT. NATALIE'S HOUSE - DAY (COL)

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.

INT. MOTEL ROOM 21 - DAY (B&W)

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.

LEONARD (CONT'D)
Who is this?

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

INT. NATALIE'S LIVING ROOM - DAY (COL)

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 -

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.

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.

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. 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?

INT. MOTEL ROOM 21 - DAY (B&W)

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.

EXT. NATALIE'S HOUSE - DAY (COL)

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

INT. NATALIE'S LIVING ROOM - DAY (COL)

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?

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 (COL)

INT. LEONARD'S APARTMENT BEDROOM - NIGHT (COL)

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.

INT. LEONARD'S HALLWAY- NIGHT (COL)

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.

Extreme close ups: A glass bottle smashes against ceramic tiles. A mirror smashes. Flesh hits tiled floor.

INT. LEONARD'S APARTMENT BEDROOM - NIGHT (COL)

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

Close up of a BASEBALL CAP-COVERED HEAD turning to reveal a face covered by a DIRTY WHITE COTTON MASK.

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.

INT. NATALIE'S LIVING ROOM - DAY (COL)

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.

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.

INT. MOTEL ROOM 21 - DAY (B&W)

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?

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.

INT. FERDY'S BAR - DAY (COL)

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.

NATALIE (CONT'D)

Your condition, I mean.

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:

INT. LEONARD'S BATHROOM - NIGHT (COL)

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

INT. FERDY'S BAR - DAY (COL)

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.

INT. MOTEL ROOM 21 - DAY (B&W)

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.

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.

INT. JAGUAR PARKED IN FERDY'S BAR PARKING LOT - DAY (COL)

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"

INT. FERDY'S BAR ON MAIN STREET - DAY (COL)

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 -

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?

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.

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.

INT. MOTEL ROOM 21 - DAY (B&W)

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.

EXT. ALLEYWAY BEHIND TATTOO PARLOUR - DAY (COL)

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.

INT./EXT. JAGUAR PARKED OUTSIDE FERDY'S - DAY (COL)

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.

INT. MOTEL ROOM 21 - DAY (B&W)

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)

LEONARD (CONTD)

Mrs. Jankis came to my office and asked my honest opinion about Sammy's condition.

INT. LEONARD'S OFFICE - DAY (B&W)

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.

INT. THE JANKIS HOUSE LIVING ROOM - DAY (B&W)

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)

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.

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.

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.

INT. CROWDED DAY ROOM OF A NURSING HOME - DAY (B&W)

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.

INT. MOTEL ROOM 21 - DAY (B&W)

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.

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.

EXT. STRIP MALL - DAY (COL)

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: SG1IU"

INT. TATTOO PARLOR - DAY (COL)

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.

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.

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.

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.

The buzzing of the tattoo needle stops. Leonard looks down at his thigh. It says:

"FACT 6. CAR LICENSE: SG1IU"

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?

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.

(MORE)

TEDDY (CONT'D)

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.

Leonard takes the plastic bag.

LEONARD
What did he want to know from you?

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. 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. 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.

INT. MOTEL ROOM 21 - DAY (B&W)

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.

"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.

Leonard hangs up the phone and pulls on a pair of scruffy jeans. He grabs his Polaroid camera and puts it over his shoulder.

EXT. DISCOUNT INN - DAY (B&W)

Leonard exits and heads to the Motel office.

INT. DISCOUNT INN OFFICE - DAY (B&W)

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.

EXT. DISCOUNT INN - DAY (B&W)

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.

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.

INT./EXT. PICKUP TRUCK ON STREET - DAY (B&W)

The pickup truck speeds along, past strip malls and gas stations, heading into more desolate industrialization.

EXT. THE DERELICT BUILDING - DAY (B&W)

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.

INT. DERELICT BUILDING - DAY - (B&W)

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.

EXT. DERELICT BUILDING - DAY (B&W)

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.

INT. DERELICT BUILDING - DAY (B&W)

Leonard steps back into the shadows of the crumbling kitchen. Jimmy approaches the doorway, peering into the dark hallway.

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:

INT. LEONARD'S APARTMENT BATHROOM - NIGHT (B&W)

Leonard's wife, head wrapped in a water-beaded clear plastic shower curtain, THRASHING around, GASPING for breath.

INT. DERELICT BUILDING - DAY - (B&W)

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.

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!

JIMMY

What?! What do you want from me?!

Leonard looks up.

INT. LEONARD'S APARTMENT - DAY - (B&W)

Leonard's wife, smiling.

INT. DERELICT BUILDING - DAY - (B&W)

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. Leonard watches Jimmy fight for air.

INT. LEONARD'S APARTMENT BATHROOM - NIGHT - (B&W)

Leonard's wife THRASHES her head from side to side, STRUGGLING to breathe through the clear plastic shower curtain.

BACK TO SCENE:

INT. DERELICT BUILDING - DAY - (B&W)

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 IN COLOUR.

INT. DERELICT BUILDING - DAY (COL)

Leonard stands above Jimmy's body, examining the picture he has just taken, nodding to himself, catching his breath. 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.

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.

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?

EXT. DERELICT BUILDING - DAY (COL)

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.

INT. DERELICT BUILDING - DAY - CONTINUOUS <>

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.

INT. BASEMENT OF DERELICT BUILDING - DAY (COL)

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.

TEDDY

Yeah, and I helped you find the guy you were looking for -

LEONARD

Get up.

Teddy CRAWLS to his feet, RUBBING his head.

INT. DERELICT BUILDING - DAY (COL)

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.

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?

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.

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.

INT. LEONARD'S APARTMENT - DAY (COL)

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.

INT. DERELICT BUILDING - DAY (COL)

Leonard shakes his head, clearing his head of the image.

LEONARD
My wife wasn't diabetic.

TEDDY
Are you sure?

INT. LEONARD'S APARTMENT - DAY (COL)

Leonard's Wife on the edge of the bed. She feels a sharp pain, and turns to Leonard.

LEONARD'S WIFE
Gentle.

Leonard is playfully pinching her thigh.

INT. DERELICT BUILDING - DAY (COL)

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.

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.

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.

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.

(MORE)

TEDDY (CONT'D)
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.

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.

EXT. DERELICT BUILDING - DAY (COL)

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.

INT. PICKUP TRUCK - DAY (COL)

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.) (CONT'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: SG1IU.

LEONARD (V.O.) (CONT'D)
In your case, Teddy... yes, I will.

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?

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.

INT. JAGUAR - DAY (COL)

Leonard starts the engine. Through the rear-view mirror, Leonard stares at Teddy's retreating form. Thinking. Leonard PULLS OUT onto the road.

INT./EXT. THE ROAD BACK INTO TOWN - DAY (COL)

As the Jaguar cruises along, Leonard places the FILE CARD on the dash. It says:

"TATTOO: FACT 6. CAR LICENSE: SG1IU"

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.

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.

EXT. STRIP MALL - DAY (COL)

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.