

Eternal Sunshine of the Spotless Mind (2003)

by Charlie Kaufman.

INT. PUBLISHING HOUSE RECEPTION AREA - DAY

It's grand and modern. Random House-Knopf-Taschen is etched on the wall in large gold letters. An old woman enters carrying a tattered manuscript, maybe a thousand pages. She seems haunted, hollow-eyed, sickly. The young receptionist, dressed in a shiny, stretchy one-piece pantsuit, looks up.

RECEPTIONIST

Oh, hi.

OLD WOMAN

(apologetically)

Hi, I was in the neighborhood and thought I'd see --

RECEPTIONIST

I think he's in a conference. Unfortunately. I'm really sorry.

OLD WOMAN

Would you just try him? You never know. As long as I'm here. You never know.

RECEPTIONIST

Of course. Please have a seat.

The old woman smiles and sits, the bulky manuscript on her lap. She stares politely straight ahead.

RECEPTIONIST (CONT'D)

(quietly into headset)

It's her -- I know, but couldn't you just -- Yes, I know, but -- I know, but she's old and it would be a nice -- Yes, sorry.

(to old woman)

I'm sorry, ma'am, he's not in right now. It's a crazy time of year for us.

The receptionist gestures toward a Christmas tree in the corner. Its ornaments are holograms.

OLD WOMAN

This book -- It's essential that people read it because --

(gravely, patting the manuscript)

-- It's the truth. And only I know it.

RECEPTIONIST

(nodding sympathetically)

Maybe after the holidays then.

INT. TILED HALLWAY - DAY

The old woman carries her manuscript haltingly down a subway hall. She stops to catch her breath, then continues and passes several archway with letters printed above them. When she arrives at one topped by an LL, she slips a card in a slot. A plastic molded chair drops into the archway. She sits in the chair; it rises.

INT. TUBE -DAY

The woman is still in the chair as it slips gracefully into a line of chairs shooting through a glass tube. The other chairs are peopled with commuters. We stay with the woman as she and the others travel over New York City in the tube. There are hundreds of these commuter tubes crisscrossing the skyline. The woman glances at the manuscript in her lap. It's called:

Eternal Sunshine of the Spotless Mind

This serves as the movie's opening title. The other credits follow, as the old woman studies commuters in passing tubes. Their faces are variously harsh and sad and lonely and blank.

INT. WAITING ROOM - DAY

SUBTITLED: FIFTY YEARS EARLIER

Every doctor's office waiting room: chairs against the wall, magazines on end tables, a sad-looking potted plant, generic seascape paintings on the walls. The receptionist, Mary, 25, can be seen typing in the reception area. Behind her are shelves and shelves of medical files. The door opens and Clementine enters. She's in her early thirties, zaftig in a faux fur winter coat over an orange hooded sweatshirt. She's decidedly funky and has blue hair. Mary looks up.

MARY

May I help you?

CLEMENTINE

(approaching reception area)

Yeah, hi, I have a one o'clock with Dr. Mierzwiak. Clementine Kruczynski.

MARY

Yes, please have a seat. He'll be right with you.

Clementine sits. She looks tired, maybe hungover. She picks up a magazine at random and thumbs without interest.

INT. INNER OFFICE AREA - CONTINUOUS

Mary pads down the hallway. She knocks on a closed door.

MIERZWIAK (O.S.)

Yes?

Mary opens the door, peeks in. Howard Mierzwiak, 40's, professional, dry, sits behind his desk studying some papers.

MARY

Howard, your one o'clock.

MIERZWIAK

(not looking up)

Thanks, Mary. You can bring her in.

She smiles and nods. It's clear she's in love. It's equally clear that Mierzwiak doesn't have a clue. Mary turns to leave.

MIERZWIAK (CONT'D)

(looking up)

Mary...

MARY

(turning back)

Yes?

MIERZWIAK

Order me a pastrami for after?

MARY

Cole slaw, ice tea?

MIERZWIAK

(nodding)

Thanks.

MARY

Welcome, Howard.

She smiles and heads down the hall. Stan, 30's, tall, spindly, and earnest in a lab coat pops out of a doorway.

STAN

Boo.

MARY

Hi.

She glances back nervously at Mierzwiak's open door.

STAN

Barely seen you all morning, kiddo.

He leans in to kiss her. She cranes her neck to keep him off.

MARY

(reprimanding whisper)

Stan... c'mon...

STAN

Sorry. I just --

MARY

(somewhat guiltily)

It's just...y'know... I mean...

STAN

I know. Anyway --

MARY

Anyway, I've got to do my tap
dance here.

She indicates the door to the reception area. Stan nods.

STAN

See you later, alligator.

MARY

'kay.

STAN

Hey, if you're ordering lunch for
Mierzwiak, would you --

MARY

I better do this, Stan.

Stan nods again and Mary opens the door to the waiting room.

MARY (CONT'D)

Ms. Kruczynski?

CLEMENTINE (O.S.)

Hi.

After a moment, Clementine appears in the doorway. Mary
leads her down the hall, not looking back.

MARY

(professionally courteous)

How are you today?

CLEMENTINE

Okay, I guess.

MARY

(at Mierzwiak's office)

Here we are.

Mierzwiak steps out from behind his desk.

MIERZWIAK

Ms. Kruczynski, please come in.

Clementine enters the office. Mary smiles at Mierzwiak and closes the door, leaving them alone.

INT. OFFICE - CONTINUOUS

Mierzwiak directs Clementine to a chair next to a coffee table and a conspicuously placed box of tissues. Mierzwiak sits across from her. He smiles.

MIERZWIAK

How are you today?

CLEMENTINE

Okay, I guess.

MIERZWIAK

(nodding sympathetically)

Well, why don't you tell me what's going on? Do you mind if I turn this on?

He indicates a tape recorder.

CLEMENTINE

I don't care.

He turns it on, smiles at her, gestures for her to begin.

CLEMENTINE (CONT'D)

Well, I've been having a bad time of it with um, my boyfriend, I guess.

MIERZWIAK

You guess he's your boyfriend? Or you guess you're having a bad time with hm?

CLEMENTINE

What? No. I don't like the term boyfriend. It's so gay.

Mierzwiak nods. He's attentive, pleasant, and neutral throughout.

CLEMENTINE (CONT'D)

Maybe gay isn't the right word. But, anyway, it's been rough with him... whatever the fuck he is. Heheh. My significant other... heh heh. And I guess on a certain level, I want to break it off, but I feel... y'know... it's like this constant questioning and re questioning. Do I end it? Should I give it more time? I'm not happy, but what do I expect? Relationships require work. You know the drill. The thing that I

keep coming back to is, I'm not getting any younger, I want to have a baby... at some point... maybe... right? So then I think I should settle -- which is not necessarily the best word -- I mean, he's a good guy. It's not really settling. Then I think maybe I'm just a victim of movies, y'know? That I have some completely unrealistic notion of what a relationship can be. But then I think, no, this is what I really want, so I should allow myself the freedom to go out and fucking find it. You know? Agreed? But then I think he is a good guy and... It's complicated. Y'know?

MIERZWIAK

I think I know. I think we can help. Why don't you start by telling me about your relationship. Everything you can think of. Everything about him. Everything about you. And we'll take it from there.

She nods, thinks.

CLEMENTINE

Um, well, he's a fucking tidy one --

EXT. COMMUTER TRAIN STATION

SUBTITLE: TWO WEEKS LATER

The platform is crowded with business commuters. Joel is among them. He is in his 30's, gaunt, and holding a briefcase. The platform across the tracks from him is empty. Suddenly he turns and makes his way through the crowd. He climbs the stairs, crosses the overpass to the empty platform. Soon an almost empty train pulls up to that platform. Joel gets on and watches the business commuters through the dirty window as his train pulls out of the station.

EXT. MONTAUK TRAIN STATION - LATER

Joel talks on a phone. The wind howls around him. He tries to shield the mouthpiece as he talks.

JOEL

Hi, Cindy. Joel. Listen, I'm not feeling well this morning. No. Food poisoning, I think. Sorry it took me so long to call in, but I've been vomiting.

EXT. BEACH - DAY

Joel wanders the windy, empty beach, with his briefcase. He passes an old man with a metal detector. They nod at each

other.

Later: Joel looks out at the ocean.

Later: Joel sits on a rock and pulls out a notebook. He opens it and writes with a gloved hand.

JOEL

January 13th, 2006. Today I skipped work and took the train out to Montauk.

(thinks)

It's cold.

(thinks some more)

The sky is gray.

(thinks some more)

I don't know what else to say. Nothing happens. Nothing changes. I saw Naomi last night. We had sex. It was weird to fall into our old familiar sex life so easily. Like no time has passed. After two years apart suddenly we're talking about getting together again. I guess that's good.

He has no other thoughts. He glances up, spots a female figure in the distance, walking in his direction. She stands out against the gray in a fluorescent orange hooded sweatshirt. It's Clementine. He watches her for a bit, then as she nears, he goes back to his writing, or at least pretends to. Once she passed, he watches her walk away. She stops and stares out at the ocean. Joel writes.

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

If I'm constitutionally incapable of making eye-contact with a woman I don't know. I guess I'd better get back to Naomi.

Later: Joel walks up near the beach houses closed for the season. He peeks cautiously in a dark window.

Later: Joel digs into the sand with a stick.

INT. DINER - DAY

It's a local tourist place, but off-season empty. Joel sits in a booth and eats a grilled cheese sandwich and a bowl of tomato soup. An elderly couple drink coffee at the counter. Clementine enters, looks around, takes off her hood. Joel glances at her bright blue hair. She picks an empty booth and sits. Joel studies her discreetly. The waitress approaches her with a coffee pot.

WAITRESS

Coffee?

CLEMENTINE

God, yes. You've saved my life!

The waitress pours the coffee.

WAITRESS

You know what you want yet?

CLEMENTINE

(laughing)

Ain't that the question of the century.

The waitress is not amused.

CLEMENTINE (CONT'D)

You got grilled cheese and tomato soup?

WAITRESS

Yeah. We're having a run on it.

The waitress heads to the grill. Clementine fishes in her bag, brings the coffee cup under the table for a moment, pours something in, then brings the cup back up.

CLEMENTINE

(calling)

And some cream, please.

Clementine looks around the place. Her eyes meet Joel's before he is able to look away. She smiles vaguely. He looks embarrassed, then down at his journal. Clementine pulls a book from her purse and starts to read. Joel glances up, tries to see the cover. It's blue. He can't read the title.

EXT. BEACH - DAY

Joel stares out at the ocean. Far down the beach Clementine stares at it, too. Joel glances sideways at her then back at the ocean.

EXT. MONTAUK TRAIN STATION PLATFORM - LATE AFTERNOON

Joel sits on the bench waiting for a train. Clementine enters the platform, sees Joel, the only other person there. She waves, sort of goofily enthusiastic, playing as if they're old friends. He waves back, embarrassed. She takes a seat on a bench far down the platform. Joel stares at his hands, pulls out his journal and tries to write in order to conceal his awkwardness.

INT. TRAIN - A BIT LATER

Joel sits at the far end of the empty car and watches the slowly passing desolate terrain. After a moment the door between cars opens and Clementine enters. Joel looks up. Clementine is not looking at him; she busies herself deciding where to sit. She settles on a seat at the opposite end of

the car. Joel looks out the window. He feels her watching him. The train is picking up speed. Finally:

CLEMENTINE

(calling over the rumble)

Hi!

Joel looks over.

JOEL

I'm sorry.

CLEMENTINE

Why?

JOEL

Why what?

CLEMENTINE

Why are you sorry? I just said hi.

JOEL

No, I didn't know if you were talking to me, so...

She looks around the empty car.

CLEMENTINE

Really?

JOEL

(embarrassed)

Well, I didn't want to assume.

CLEMENTINE

Aw, c'mon, live dangerously. Take the leap and assume someone is talking to you in an otherwise empty car.

JOEL

Anyway. Sorry. Hi.

Clementine makes her way down the aisle towards Joel.

CLEMENTINE

It's okay if I sit closer? So I don't have to scream. Not that I don't need to scream sometimes, believe me.

(pause)

But I don't want to bug you if you're trying to write or something.

JOEL

No, I mean, I don't know. I can't really think of much to say probably.

CLEMENTINE

Oh. So...

She hesitates in the middle of the car, looks back where she came from.

JOEL

I mean, it's okay if you want to sit down here. I didn't mean to --

CLEMENTINE

No, I don't want to bug you if you're trying to --

JOEL

It's okay, really.

CLEMENTINE

Just, you know, to chat a little, maybe. I have a long trip ahead of me.

(sits across aisle from Joel)

How far are you going? On the train, I mean, of course.

JOEL

Rockville Center.

CLEMENTINE

Get out! Me too! What are the odds?

JOEL

The weirder part is I think actually I recognize you. I thought that earlier in the diner. That's why I was looking at you. You work at Borders, right?

CLEMENTINE

Ucch, really? You're kidding. God. Bizarre small world, huh? Yeah, that's me: book slave there for, like, five years now.

JOEL

Really? Because --

CLEMENTINE

Jesus, is it five years? I gotta quit right now.

JOEL

-- because I go there all the time. I don't think I ever saw you before.

CLEMENTINE

Well, I'm there. I hide in the back as much as is humanly possible. You have a cell phone? I need to quit right this minute. I'll call in dead.

JOEL

I don't have one.

CLEMENTINE

I'll go on the dole. Like my daddy
before me.

JOEL

I noticed your hair. I guess it made an
impression on me, that's why I was pretty
sure I recognized you.

CLEMENTINE

Ah, the hair.

(pulls a strand in front of her
eyes, studies it)

Blue, right? It's called Blue Ruin. The
color. Snappy name, huh?

JOEL

I like it.

CLEMENTINE

Blue ruin is cheap gin in case you were
wondering.

JOEL

Yeah. Tom Waits says it in --

CLEMENTINE

Exactly! Tom Waits. Which song?

JOEL

I can't remember.

CLEMENTINE

Anyway, this company makes a whole line
of colors with equally snappy names. Red
Menace, Yellow Fever, Green Revolution.
That'd be a job, coming up with those
names. How do you get a job like that?
That's what I'll do. Fuck the dole.

JOEL

I don't really know how --

CLEMENTINE

Purple Haze, Pink Eraser.

JOEL

You think that could possibly be a full
time job? How many hair colors could
there be?

CLEMENTINE

(pissy)

Someone's got that job.
(excited)
Agent Orange! I came up with that one.
Anyway, there are endless color
possibilities and I'd be great at it.

JOEL

I'm sure you would.

CLEMENTINE

My writing career! Your hair written by
Clementine Kruczynski.
(thought)
The Tom Waits album is Rain Dogs.

JOEL

You sure? That doesn't sound --

CLEMENTINE

I think. Anyway, I've tried all their
colors. More than once. I'm getting too
old for this. But it keeps me from
having to develop an actual personality.
I apply my personality in a paste. You?

JOEL

Oh, I doubt that's the case.

CLEMENTINE

Well, you don't know me, so... you don't
know, do you?

JOEL

Sorry. I was just trying to be nice.

CLEMENTINE

Yeah, I got it.

There's a silence.

CLEMENTINE (CONT'D)

My name's Clementine, by the way.

JOEL

I'm Joel.

CLEMENTINE

No jokes about my name? Oh, you wouldn't
do that; you're trying to be nice.

JOEL

I don't know any jokes about your name.

CLEMENTINE

Huckleberry Hound?

JOEL

I don't know what that means.

CLEMENTINE

Huckleberry Hound! What, are you nuts?

JOEL

I'm nut nuts.

CLEMENTINE

(singing)

Oh my darlin', oh my darlin', oh my
darlin' Clementine? No?

JOEL

Sorry. It's a pretty name, though. It
means "merciful", right?

CLEMENTINE

(impressed)

Yeah. Although it hardly fits. I'm a
vindictive little bitch, truth be told.

JOEL

See, I wouldn't think that about you.

CLEMENTINE

(pissy)

Why wouldn't you think that about me?

JOEL

Oh. I don't know. I was just... I don't
know. I was... You seemed nice, so --

CLEMENTINE

Now I'm nice? Don't you know any other
adjectives? There's careless and snotty
and overbearing and argumentative...
mumpish.

JOEL

Well, anyway... Sorry.

They sit in silence for a while.

CLEMENTINE

I just don't think "nice" is a
particularly interesting thing to be.

The conductor enters the car.

CONDUCTOR

Tickets.

Joel hands the conductor his ticket. The conductor punches
it and hands it back.

CLEMENTINE

What is nice, anyway? I mean, besides an adjective? I guess it can be an adverb, sort of.

The conductor turns to Clementine. She fishes in her bag.

CLEMENTINE (CONT'D)

It doesn't reveal anything. Nice is pandering. Cowardly.

CLEMENTINE (CONT'D)

And life is more interesting than that. Or should be. Jesus God, I hope it is... someday.

(to conductor)

I know it's here.

The conductor and Joel watch as she gets more agitated.

CLEMENTINE (CONT'D)

I don't need nice. I don't need myself to be it and I don't need anyone else to be it at me.

JOEL

Okay.

CLEMENTINE

Shit. Shit. I know it's here. Hold on.

She dumps the contents of the bag onto the seat and sifts frantically through. Joel sees the book she was reading in the diner. It's The Play by Stephen Dixon.

CLEMENTINE (CONT'D)

Damn it. DAMN IT!
(there it is)
Oh. Here.

She hands the conductor the tickets, smiles sweetly. He punches it, hands it back to her, and walks away.

CONDUCTOR

Next stop Southampton.

The conductor heads into the next car. Clementine shoves stuff back into her purse. Her hands are a little shaky. She pulls a airline-sized bottle of alcohol from her pocket, opens it, and downs it. Joel is watching all of this but pretending not to. She looks out the window for a while. The train pulls into the station. The doors open. Nobody gets on. The doors close. The train pulls out.

CLEMENTINE

Joel? It's Joel, right?

JOEL

Yes?

CLEMENTINE

I'm sorry I... yelled at you. Was it yelling? I can't really tell. Whatever, I'm a little out of sorts today.

JOEL

That's okay.

CLEMENTINE

(stares out window)

My embarrassing admission is I really like that you're nice. Right now, anyway. I can't tell from one moment to the next what I'm going to like. But right now I'm glad you said, "that's okay" to me. That was nice of you.

JOEL

It's no problem. Anyway, I have some stuff I need to --

CLEMENTINE

Oh, okay. Well, sure, I'll just...

(stands, throws bag over
shoulder)

Take care, then.

JOEL

(pulling journal from
briefcase)

Probably see you at the book store.

CLEMENTINE

(heading toward other end of
car)

Unless I get that hair-color-naming job.

Clementine sits and stares out the window.

INT. TRAIN - LATER

There are a few more people in the car now. Clementine has inched a few seats closer to Joel. She watches him. His head is immersed in his journal.

INT. TRAIN - LATER

It's dark out. The train is pretty crowded. Joel stares out the window. Clementine sits closer still to Joel, eyes him.

EXT. TRAIN STATION - EVENING

The doors open and Joel emerges along with others. He heads to the parking lot, arrives at the car. There's a big dented scrape along the driver's side. He gets in.

INT. CAR - MOMENTS LATER

Joel drives. He passes Clementine walking. She looks cold. He considers, slows, rolls down his window.

JOEL

Hi. I could give you a ride if you need.

CLEMENTINE

No, that's okay. Thanks, though.

JOEL

You're sure? It's cold.

CLEMENTINE

I don't want to take you out of your way.

JOEL

It's okay.

CLEMENTINE

Yeah?

He pulls over. She climbs in. They drive.

JOEL

Where do you live?

CLEMENTINE

You're not a stalker or anything, right?

JOEL

Well, I probably wouldn't say if I were, but no.

CLEMENTINE

You can't be too careful. I've been stalked. I've been told I'm highly stalkable. I don't need that.

JOEL

I'm not a stalker.

CLEMENTINE

(beat)

You know Wilmont?

JOEL

Yeah.

CLEMENTINE

Wilmont. Near the high school.

Joel turns. They drive in silence.

CLEMENTINE (CONT'D)

Look, I'm very sorry I came off sort of
nutso. I'm not really.

JOEL

It's okay. I didn't think you were.

There's a silence.

CLEMENTINE

So you like bookstores, huh?

JOEL

I like to read.

CLEMENTINE

Me too. It is Rain Dogs, by the way.

JOEL

Yeah? I can't remember that album very
well. I remember liking it. But --

CLEMENTINE

The song's 9th and Hennepin. I spent
most of the train ride trying to
remember. "Till you're full of rag water
and bitters and blue ruin/And you spill
out/Over the side to anyone who'll
listen." Remember?

JOEL

Sort of, um...

CLEMENTINE

Remember? "And you take on the dreams of
the ones who have slept there/And I'm
lost in the window/I hide on the
stairway/I hang in the curtain/I sleep in
your hat..."

(starts to cry)

Oh, shit. I'm so stupid. Sorry.

JOEL

What?

CLEMENTINE

I'm just a bit of a wreck. "I sleep in
your hat" makes me cry.

(pointing to a house)

Me.

Joel pulls over.

CLEMENTINE (CONT'D)

Thanks very much. That was very nice of
you.

JOEL

Well, I wouldn't want to be --

CLEMENTINE

Oh, geez, I'm full of shit. I already told you that.

(pause)

Anyway. See Ya.

Clementine opens the car door.

JOEL

Take care.

CLEMENTINE

(turning back)

Hey, do you want to have a drink? I have lots of drinks. And I could --

JOEL

Um --

CLEMENTINE

Never mind. Sorry, that was stupid. I'm embarrassed. Good night, Joel.

INT. CLEMENTINE'S APARTMENT - A FEW MINUTES LATER

Joel stands in the living room, somewhat nervously. He tries to calm himself by focusing on the surroundings. He looks at the books on her shelves. Clementine is in the kitchen. We see her as she passes by the doorway several times, preparing drinks and chatting.

CLEMENTINE

Thanks. I like it, too. Been here about four years. It's really cheap. My downstairs neighbor is old so she's quiet, which is great. And the landlord's sweet, which is bizarre, but great, and I have a little porch in the back, which is great, because I can read there, and listen to my crickets and...

Clementine is in the living room now with two gin and tonics.

CLEMENTINE (CONT'D)

Two blue ruins...

Joel is looking at a framed black and white photograph of crows flying.

CLEMENTINE (CONT'D)

You like that?

JOEL

Very much.

CLEMENTINE

This... someone gave that to me, just like, recently. I like it, too. I like crows. I think I used to be a crow.

She caws and hands Joel a drink.

JOEL

Thanks. That was good, that crow sound.

CLEMENTINE

Do you believe in that stuff?
Reincarnation?

JOEL

I don't know.

CLEMENTINE

Me neither. Oh, there's an inscription on the back.

(takes it off the wall, reads:)

The way a crow/Shook down on me/The dust of snow/From a hemlock tree/Has given my heart/A change of mood/And saved some part/Of a day I rued.

JOEL

Frost?

CLEMENTINE

(impressed)

Yeah. I'm not, like, a Robert Frost lover by any stretch. His stuff seems strictly grade school to me. But this made me cry for some reason. Maybe because it is grade school. Y'know?

JOEL

It's pretty.

CLEMENTINE

I miss grade school. I don't know why I'm calling it grade school all of a sudden. When I went we called it elementary school. But I like grade school better. Sounds like something someone from the forties would call it. I'd like to be from then. Everyone wore hats. Anyway, cheers!

JOEL

Cheers.

They click glasses. Clementine giggles and takes a big gulp of her drink. Joel sips. She plops down on the couch and pulls her boots off.

CLEMENTINE

God, that feels so fucking good. Take yours off.

JOEL

I'm fine.

CLEMENTINE

Yeah? Well, have a seat, anyway.

Joel sits in a chair across the room. Clementine finishes her drink.

CLEMENTINE (CONT'D)

Ready for another?

JOEL

No, I'm okay for now.

She heads toward the kitchen with her glass.

CLEMENTINE

Well, I'm ready. Put some music on.

Joel crosses to the CD's and studies them.

JOEL

What do you want to hear?

CLEMENTINE (O.S.)

You pick it.

JOEL

You just say. I'm not really --

CLEMENTINE (O.S.)

I don't know! I can't see them from here, Joel! Just pick something good.

Joel studies the unfamiliar CD's. He picks up Bang On a Can performing Brian Eno's Music for Airports to look at. Clementine reenters with her drink.

CLEMENTINE (CONT'D)

Oh, excellent choice.

She grabs it and sticks it in the CD player. The music is dreamy and haunting and slow. Clementine falls back onto the couch, closes her eyes and sips her drink.

CLEMENTINE (CONT'D)

Mmmmmmm. Way to go, Joel. You pick good.

Joel sits down in his chair and drinks. There's a silence, which seems fine to Clementine but makes Joel anxious.

JOEL

Well, I should probably get going.

CLEMENTINE

No, stay. Just for a little while.
(opens her eyes, brightly)
Refill?

JOEL

No. I --

CLEMENTINE

I know a man who needs a refill.

She grabs Joel's drink from his hand, takes it into the kitchen.

CLEMENTINE (CONT'D) (O.S.) (CONT'D)

God bless alcohol, is what I say. Where would I be without it. Oh, Jesus, Mary, and Joseph, maybe I don't want to think about that.

She giggles. Joel looks around the room again. There are several potatoes dressed as women in beautiful handmade costumes: a nurse potato, a stripper potato, a schoolteacher potato, a housewife potato. Clementine returns with Joel's drink and a refill for herself.

JOEL

Thanks.

CLEMENTINE

Drink up, young man. It'll make the whole seduction part less repugnant.

Joel looks a little alarmed.

CLEMENTINE (CONT'D)

I'm just kidding. C'mon.

She sits back on the couch, closes her eyes. Joel watches her, looks at her breasts. She opens her eyes, smiles drunkenly at him.

CLEMENTINE (CONT'D)

Y'know, I'm sort of psychic.

JOEL

Yeah?

CLEMENTINE

Well, I go to a psychic and she's always telling me I'm psychic. She should know. Do you believe in that stuff?

JOEL

I don't know.

CLEMENTINE

Me neither. But sometimes I have premonitions, so, I don't know. Maybe that's just coincidence. Right? Y'know, you think something and then it happens, or you think a word and then someone says it? Y'know?

JOEL

Yeah, I don't know. It's hard to know.

CLEMENTINE

Exactly. Exactly! That's exactly my feeling about it. It's hard to know. Like, okay, but how many times do I think something and it doesn't happen? That's what you're saying, right? You forget about those times. Right?

JOEL

Yeah, I guess.

CLEMENTINE

(dreamy beat)

But I think I am. I like to think I am.

CLEMENTINE (CONT'D)

It's helpful to think there's some order to things. You're kind of closed mouthed, aren't you?

JOEL

Sorry. My life isn't that interesting. I go to work. I go home. I don't know what to say.

CLEMENTINE

Oh.

(considers this)

Does that make you sad? Or anxious? I'm always anxious thinking I'm not living my life to the fullest, y'know? Taking advantage of every possibility? Just making sure that I'm not wasting one second of the little time I have.

JOEL

I think about that.

She looks at him really hard for a long moment. Joel tries to hold her gaze, but can't. He looks down at his drink. Clementine starts to cry again.

CLEMENTINE

You're really nice. I'm sorry I yelled

at you before about it. God, I'm an idiot.

JOEL

I do have a tendency to use that word too much.

CLEMENTINE

I like you. That's the thing about my psychic thing. I think that's my greatest psychic power, that I get a sense about people. My problem is I never trust it. But I get it. And with you I get that you're a really good guy.

JOEL

Thanks.

CLEMENTINE

And, anyway, you sell yourself short. I can tell. There's a lot of stuff going on in your brain. I can tell. My goal... can I tell you my goal?

JOEL

Yeah.

CLEMENTINE

(ala Paul Simon)

What's the goal, Joel?

(laughs)

My goal, Joel, is to just let it flow through me? Do you know what I mean? It's like, there's all these emotions and ideas and they come quick and they change and they leave and they come back in a different form and I think we're all taught we should be consistent. Y'know? You love someone -- that's it. Forever. You choose to do something with your life -- that's it, that's what you do. It's a sign of maturity to stick with that and see things through. And my feeling is that's how you die, because you stop listening to what is true, and what is true is constantly changing. You know?

JOEL

Yeah. I think so. It's hard to --

CLEMENTINE

Like I wanted to talk to you. I didn't need any more reason to do it. Who knows what bigger cosmic reason might exist?

JOEL

Yeah.

CLEMENTINE

You're very nice. God, I have to stop saying that. You're nervous around me, huh?

JOEL

No.

CLEMENTINE

I'm nervous. You don't need to be nervous around me, though. I like you. Do you think I'm repulsively fat?

JOEL

No, not at all.

CLEMENTINE

I don't either. I used to. But I'm through with that. Y'know, if I don't love my body, then I'm just lost. You know?

CLEMENTINE (CONT'D)

With all the wrinkles and scars and the general falling apart that's coming 'round the bend.

(beat)

So, I've been seeing this guy...

Joel looks slightly crestfallen.

CLEMENTINE (CONT'D)

(off his reaction)

Well, for the last week, anyway! He's kind of a kid. Kind of a goofball, but he's really stuck on me, which is flattering. Who wouldn't like that? And he's, like, a dope, but he says these smart and moving things sometimes, out of nowhere, that just break my heart. He's the one who gave me that crow photograph.

JOEL

Oh, yeah.

CLEMENTINE

That made me cry. But, anyway, we went up to Boston, because I had this urge to lie on my back on the Charles River. It gets frozen this time of year.

JOEL

That's scary sounding.

CLEMENTINE

Exactly! I used to do it in college and

I had this urge to go do it again, so I got Patrick and we drove all night to get there and he was sweet and said nice things to me, but I was really disappointed to be there with him. Y'know? And that's where psychic stuff comes in. Like, it just isn't right with him. Y'know?

JOEL

I think so.

CLEMENTINE

I don't believe in that soulmate crap anymore, but... he says so many great things. We like the same writers. This writer Stephen Dixon he turned me on to. And he's cute. It's fucked up. Joel, you should come up to the Charles with me sometime.

JOEL

Okay.

CLEMENTINE

Yeah? Oh, great!

She sits closer to him.

CLEMENTINE (CONT'D)

I'll pack a picnic -- a night picnic -- night picnics are different -- and --

JOEL

(shy)

Sounds good. But right now I should go.

CLEMENTINE

(pause)

You should stay.

JOEL

I have to get up early in the morning tomorrow, so...

CLEMENTINE

(beat)

Okay.

Joel puts on his overcoat. Clementine heads to the phone table, pulls out a notepad.

CLEMENTINE (CONT'D)

I would like you to call me. Would you do that? I would like that.

JOEL

Yes.

She scribbles her phone number, hands it to him. He puts it in his pocket. He stands there uncomfortably for a moment, then forces himself to speak.

JOEL (CONT'D)

I don't think your personality comes out of a tube. I think the hair is just... a pretty topping.

She tears up, swallows, and kisses him on the cheek. He's surprised and pleased and nervous.

JOEL (CONT'D)

(shyly formal)

So, I enjoyed meeting you.

CLEMENTINE

You'll call me, right?

JOEL

Yeah.

CLEMENTINE

When?

JOEL

Tomorrow?

CLEMENTINE

Tonight. Just to test out the phone lines and all.

JOEL

Okay.

We stay with Clementine as she watches Joel tromping through the snow and getting in his car.

INT. JOEL'S CAR - NIGHT

Joel speeds through the suburban Rockville Center neighborhood. There is no snow on the ground. He seems different, somehow foggy and disoriented.

SUBTITLE: THREE DAYS EARLIER

He arrives at his apartment building and parks.

EXT. JOEL'S APARTMENT BUILDING - CONTINUOUS

Joel gets out of his car, spots a van parked across the street. There are two dark figures inside.

VOICE-OVER

Them.

He hurries inside the building.

INT. JOEL'S APARTMENT - NIGHT

Joel enters, dumps his overcoat on a chair, turns off the lights, crosses to look furtively out the window. It's snowing in large flakes which seem to fall only in the beam of a streetlight.

JOEL

It was snowing.

VOICE-OVER

There are two of them. Couldn't make them out. The orange glow of a cigarette.

Joel squints to see inside the van. Two dark figures talk. One sucks on a cigarette and a dim orange light momentarily illuminates the interior. The figure in the driver seat rolls down his window and gives a cheery wave to Joel.

JOEL

The driver waved. So casual, friendly.

VOICE-OVER

I'm like a joke to them.

Joel pulls away from the window, his face blanched.

VOICE-OVER

I guess they figure they can act like they want. They don't have to worry about me remembering.

He paces, mulling things over. As he does, the scene starts to change, almost as if it is drying out.

JOEL

I might be making a mistake.

VOICE-OVER

Maybe I'm making a mistake. Maybe I just need to learn to live with this. First of all, I'll get over it. Secondly, it happened. Those who do not remember history are condemned to repeat it. Who said that? Churchill? I'm not sure. But I don't care. She did it to me. I have to rid myself of this. Fuck her.

JOEL

Fuck you, Clementine.

The colors bleach, the surroundings become slightly vague. Even Joel's persona and voice-over seem to alter, his

emotional intensity becoming diffused. Joel does not seem aware of this. He stops pacing, takes a small vial from his pocket, dumps the lone pill onto his palm. He looks at it. It's pink. There's some illegible initials stamped on it.

JOEL (CONT'D)

Pink.

(beat)

There was a number on it. I remember.

AL 1718?

(beat)

I have to follow through with this. I have no choice.

VOICE-OVER

The pill was pink, I remember. It had some letters and numbers on it. What were they? AL 1718? AL something. Four digits. I don't like taking pills when I don't know what they are. I have no choice.

He swallows it, peeks out the window again, takes off his clothes, slips into a pair of pajamas fresh from the store packaging. He sits on the edge of the bed, dials the phone.

JOEL (CONT'D)

We're sorry, the number you have dialed...

(beat)

Screw you, Clementine, for doing this ...

RECORDED VOICE

We're sorry, the number you have dialed is no longer in service. If you think you have reached this recording in error

-

JOEL (CONT'D)

Bye.

Joel hangs up and lies on his back on the bed. By now the scene is lifeless, almost a husk. He hears the apartment building door open. He hears footsteps.

JOEL (CONT'D)

It's them.

VOICE-OVER

It's too late.

His eyelids are getting heavy. He closes his eyes.

BLACK.

He hears a key in his apartment door.

JOEL (CONT'D)

Fuck.

INT. BOOKSTORE - NIGHT

Joel sits in the bookstore coffee shop. It's a jarring transition, visually and emotionally. Joel is in the midst of some traumatic state of mind. He fingers the vial with the pink pill in it as he watches Clementine stack books on shelves. Her hair is bright orange now.

JOEL

I should maybe talk to you.

VOICE-OVER

Clementine. I should just maybe talk to her.

Joel rises and heads toward Clementine.

JOEL

I love you and if you knew that... if I told you what happened... I'll explain everything, what we meant to each other. I'll tell you everything about our time together. You'll know everything again and...

VOICE-OVER

Maybe if I just explain what happened, I wouldn't have to go through this and I could tell you everything and it would be like you knew and we could rebuild and we could be happy again and...

Right before Joel gets there, Patrick, a skinny young man approaches Clementine. Joel stops, watches. The young man seems out of breath. He glances over at Joel, then taps Clementine on the shoulder. She turns, annoyed, sees who it is and her face lights up.

JOEL

Clementine.

VOICE-OVER

That's your look for me.

Clementine giggles, stands and pokes Patrick playfully in the ribs.

PATRICK

I just thought I'd say hi. I was in the neighborhood.

CLEMENTINE

You were not.

PATRICK

I was not.

Joel is mesmerized by their familiarity. As he stands there, the scene starts to dry out.

Clementine and Patrick continue their flirtation but it's turning lifeless, as if they are just reciting lines. The bookstore starts to lose its color and immediacy.

CLEMENTINE

Come over after I'm done here?

PATRICK

I can't. I want to, but I have to study.

CLEMENTINE

You rat.

PATRICK

I really want to, but tonight's important. Test tomorrow.

JOEL

How could she have done this to me? How could anyone do this to anyone?

CLEMENTINE

(to Patrick)

You didn't say anything about my hair.

PATRICK

It's so cool. You're by far the most sensational person in the room.

CLEMENTINE

In the room?

PATRICK

In the world.

Joel seems dazed, in some sort of dream confusion, as he realizes the world around him is looking increasingly odd.

JOEL

What's happening here?

(looks at watch; it's 9:30)

Oh, God! I have to go home. They'll be there soon.

Joel turns to leave.

INT. JOEL'S CAR - NIGHT

Joel drives fast, recklessly. The intensity is back. He's weeping as he drives.

JOEL

Gotta get home. How could she do this to me?
How could she not care about what we meant to each other. What a fuck! What a fucking monster she is!

VOICE-OVER

Oh, God. I miss her. I can't believe she's with that guy now! I'm never going to see her again. I love her so much. What a fucking monster she is!

The scene is faded as he parks in front of his apartment building, and gets out of the car. Joel spots the parked van. We've seen this before, but it's dried out now.

JOEL

Them.

EXT. NEW YORK STREET - DAY

Joel trudges along carrying two big trash bags full of stuff. He's been crying. He looks behind him and finds himself looking out the window of his apartment at the dark van on the snowy street. He turns back to the New York Street and spots the address he was looking for: 610 11th Avenue.

INT. WAITING ROOM - DAY

Joel sits in the small room with his bags. A woman across from him cradles a box full of belongings in her lap. Her eyes are red from crying. Mary, the receptionist, pokes her head through her window into the waiting room.

MARY

Hello again, Mr. Barish. Good, you've got your stuff.

INT. HALLWAY - DAY

Joel walks with his bags behind Mary.

MARY

(not looking back)
How are you today?
(at lab)
Here we are.

INT. LABORATORY - DAY

Joel enters. Mierzwiak stands there with Stan in his lab coat.

MIERZWIAK

Ah, Mr. Barish. This is Stan. He'll be in charge of your procedure tonight.

Stan nods professionally.

STAN

Mr. Barish.

JOEL

How exactly is this going to work tonight?

As Mierzwiak talks, the room colors start to fade, Mierzwiak's tone of voice is also affected; it becomes dry and monotonous.

MIERZWIAK

We'll start with your most recent memories and go backwards -- There is an emotional core to each of our memories -- As we eradicate this core, it starts its degradation process -- By the time you wake up in the morning, all memories we've targeted will have withered and disappeared. Like a dream upon waking.

JOEL

Is there any sort of risk of brain damage?

MIERZWIAK

Well, technically, the procedure itself is brain damage, but on a par with a night of heavy drinking. Nothing you'll miss.

Joel looks quizzically at the eroding environment. Suddenly he gets it.

JOEL

It's happening now! I'm already in my brain.

Mierzwiak looks at the fading room.

MIERZWIAK

Yes, I suppose you are.
(back in his faded memory persona)
So, let's get started -- If we want the procedure underway tonight, we have some work to do.

Joel is sitting in a chair. Electrodes connect him to some electronic machinery monitored by Stan. Mierzwiak watches from the corner.

STAN

We use the articles you brought to create

a map of Clementine in your brain.
Tonight while you sleep we'll be able to
trace the map and erase.

JOEL

But you're tracing and erasing now. It's
already started. I'm home in my bed.

Stan pulls a snow globe from one of Joel's bags, shows it to
Joel. The equipment registers Joel's reaction.

STAN

Very good.

Stan pulls out a potato dressed as a Vegas showgirl. Joel
studies it. The machines register his response.

MIERZWIAK

We'll dispose of these mementos when
we're done here. That way you won't be
confused later by their unexplainable
presence in your home.

Stan pulls out a coffee mug with a photo of Clementine
printed on it. Joel looks at the cup. The machines record
his reaction.

STAN

Good. We're getting healthy read-outs.

The room, Stan, and Mierzwiak are now vague and wispy.

STAN'S VOICE

Patrick, do me a favor --

Joel is watching Stan. Stan is not speaking, yet his voice
continues.

STAN'S VOICE (CONT'D)

-- and check the voltage levels, I'm not
wiping as clean as I would like here.

Joel looks up. Stan's voice seems to be coming from above.

INT. JOEL'S APARTMENT - NIGHT

Joel lies on his back in fresh pajamas. His eyes are closed
and electrodes connect his head to several machines. The
machines are operated by Stan, now in grubby street clothes
and in need of a shave, and by Patrick, dressed similarly.
The monitor on one of the machines traces a myriad of light
blips running like streams through an image of Joel's brain.
Stan presses buttons and operates a joystick, aiming for the
lines. Patrick (who we saw earlier with Clementine at the
bookstore) studies a meter on one of the machines.

PATRICK

The voltage looks fine.

STAN

Then check the connections.

Patrick fiddles with some jacks.

PATRICK

Does that help?

STAN

Yeah, that looks better. Thanks.

INT. LAB ROOM - DAY

The memory is becoming vague, characters' affects flat. Stan pulls out a pile of loose-leaf pages. Mierzwiak smiles.

MIERZWIAK

Ah, your journal. This will be invaluable.

STAN

(reading)

December 15th, 2004. I met someone tonight. Oh, Christ: I don't know what to do. Her name is Clementine and she's amazing. So alive and spontaneous and passionate and sensitive. Things with Naomi and I have been stagnant for so long.

The scene is just a shell of itself as Stan rattles on.

STAN'S VOICE

I think we got this one. Let's push on.

Joel looks up at the ceiling.

INT. JOEL'S APARTMENT - DAY

Joel, snapped into a new memory, cries as he fills two large plastic garbage bags with mementos of his relationship with Clementine. There are funny little gifts, wind-up toys, some potatoes dressed as women, some clothing Clementine has left there, some CD's. He pulls a big clump of pages out of his loose-leaf journal and dumps them in the bag.

He gets some clean loose-leaf paper and writes:

December 15, 2004 Nothing much happened today. I stayed home. Naomi worked on her dissertation.

The scene is fading as he continues to write.

INT. HALLWAY - DAY

Joel looks for an office number. He finds it. The plaque on the door reads Lacuna Ltd. Joel enters.

INT. WAITING ROOM - DAY

Joel enters the Lacuna waiting room. Mary sits in the reception area.

MARY

May I help you?

JOEL

My name is Joel Barish. I have an appointment.

MARY

Please have a seat. Dr. Mierzwiak will be right with you.

INT. OFFICE HALL - DAY

Mary leads Joel down the hall.

MARY

(without turning)

How are you today?

JOEL

Not great.

MARY

(at Mierzwiak's office)

Here we are.

Joel glimpses Mary smiling coquettishly at Mierzwiak.

INT. MIERZWIAK'S OFFICE - DAY

Joel and Mierzwiak are in the sitting area. Joel looks at the tape recorder.

MIERZWIAK

I'm sorry you saw one of our notification cards. You never should have.

JOEL

Well... I did.

MIERZWIAK

We can help you through this. Why don't you start now by telling me everything you can remember about your relationship with Clementine.

JOEL

(thinks, then:)

It was a mess. I don't know how it got

this way...

PATRICK'S VOICE

It's kind of a dump, don't you think?

Joel looks up, trying to locate the voice.

INT. JOEL'S APARTMENT - NIGHT

Patrick is checking out the apartment. Stan monitors the equipment.

STAN

(uninterested)

It's an apartment.

PATRICK

Not a dump, then, but kind of plain.
Uninspired. And there's a stale smell.
Sort of stuffy. I don't know. Stuffy.

STAN

Patrick, let's just get through this. We
have a long night ahead of us.

PATRICK

Yeah.

Patrick returns to the bedside, focuses on the machines for a moment. He glances at the unconscious Joel.

PATRICK (CONT'D)

So who do you think is better-looking, me
or this guy?

Stan glances sideways at Patrick.

INT. MIERZWIAK'S OFFICE - DAY

Mierzwiak sits with Joel in the sitting area.

MIERZWIAK

So we'll need you to go home and bring in
everything you ever received from
Clementine and anything that might remind
you of her...

The scene is faded and disappearing fast. It's gone.

INT. JOEL'S OFFICE - DAY

Joel gets off the elevator and approaches the receptionist.

JOEL

So then she just stops calling.

VOICE-OVER

I wasn't going to call her. Not after the way she was.

JOEL

Any messages, Carmen?

Carmen the receptionist shakes her head.

Next day: Joel approaches the receptionist.

JOEL (CONT'D)

Any messages for me, Carmen.

CARMEN

Nothing, Joel.

VOICE-OVER

It's bullshit. She's punishing me for being honest with her.

Joel is at his office desk on the phone.

PHONE MACHINE VOICE

You have no messages.

INT. JOEL'S APARTMENT - NIGHT

Joel enters, checks his phone machine: zero messages.

INT. JOEL'S OFFICE - DAY

Joel gets off the elevator, approaches Carmen, who is in conversation with someone else.

JOEL

Sorry, Carmen. Any messages?

Carmen shakes her head "no", goes back to her conversation.

INT. JOEL'S APARTMENT - NIGHT

Joel checks his machine: zero messages.

VOICE-OVER

That's it. I'm just gonna--

Without a moment's hesitation, he dials the phone.

VOICE-OVER (CONT'D)

I'm gonna tell her I'm through playing games and --

RECORDED VOICE

The number you have dialed has been disconnected.

Joel's eyes bug.

INT. ROB AND CARRIE'S LIVING ROOM - NIGHT

Joel sits across Rob and Carrie, mid-40's.

JOEL

Why would she do that?

VAGUE RECORDED VOICE

-- If you think you have reached this recording in error, please check your number and dial again.

CARRIE

I don't know, honey. It's horrible.

JOEL

She's punishing me for being honest. I should just go to her house.

ROB

I don't think you should go there, Joel.

JOEL

Yeah, I don't want to seem desperate.

CARRIE

Maybe you need to look at this as a sign to move on. Just make a clean break.

JOEL

I don't know. I'm so... I can't believe she'd be so goddamn immature!

ROB

Joel, look, the thing is --

CARRIE

(agitated, interrupting)

Joel, honey... We have to feed the dog. Would you just wait here? Just a second.

Joel nods, confused, as Rob and Carrie leave the room and close the door behind them. Joel hears a hushed argument ensue in the hall. He notices the dog asleep on the floor. He grabs a magazine off the coffee table, flips through it distractedly as he paces, puts it down, picks up another. A subscription card falls to the floor. He picks it up and is about to shove it back in the magazine when he sees it is not a subscription card at all. It reads:

Clementine Kruczynski has had Joel Barish erased from her memory. Please never mention their relationship to her again. Thank you.

Lacuna Ltd.
610 11th Avenue, NY, NY

Joel stares at the card, incredulous.

Later: Rob and Carrie are now back in the room.

CARRIE (CONT'D)

You weren't supposed to see that.

JOEL

They can't erase memories. It's a joke.
It's a nasty Clementine hoax.

CARRIE

Sweetie, we called the company.

Joel just stands there.

Close-up of a vague dictionary page.

VOICE-OVER

Lacuna: Noun. A blank, a missing
portion, especially in a manuscript.

INT. JOEL'S APARTMENT - NIGHT

Joel is on the phone pacing.

CARRIE'S VOICE

You can't tell her, Joel. They explained
that. Like waking a sleepwalker. It
might have a devastating effect.

INT. JOEL'S CAR - NIGHT

Joel drives past vague local landmark.

CARRIE'S VOICE

Think about it: to be told you lived an
existence of which you have no
recollection.

JOEL'S VOICE

But what am I supposed to do?

CARRIE'S VOICE

Move on, sweetie.

JOEL'S VOICE

How can I? How can I move on when I know
I'm the only one to carry this love we
had? How do I do that?

INT. CAR - NIGHT

Joel in his parked car next to a fence surrounding a drive-in
movie closed for the season. He weeps. The windows fog up
until the outside is completely obscured.

EXT. NEW YORK STREET - DAY

Joel looks for an address.

INT. ELEVATOR - DAY

Joel gets off on the sixth floor. He searches for a room number. As he turns the corner, he sees that the hallway is faded, vague and mostly erased. He keeps walking, comes to the door marked Lacuna and opens it. Inside he can see vague, erased version of Mary the receptionist.

MARY

(dead monotone)

Hi, May I help you?

These degraded, faded memories allow Joel to detach himself and hear what's going on in his bedroom.

STAN'S VOICE

So, Mary's coming over tonight.

Joel looks up.

INT. JOEL'S APARTMENT - NIGHT

Stan works the joystick. Patrick sits on the bed with Joel.

PATRICK

Yeah?

STAN

Just wanted to let you know.

PATRICK

I like Mary. I like when she comes to visit. I just don't think she likes me.

STAN

She likes you okay.

PATRICK

I wonder if I should invite my girlfriend over, too. I have a girlfriend now.

STAN

You can if you want.

PATRICK

Did I tell you I have a new girlfriend?

STAN

(re: memory on monitor)

This one's history. Moving on...

PATRICK

The thing is ... my situation is a little weird. My girlfriend situation.

STAN

Patrick, we need to focus.

Stan aims the joystick.

INT. JOEL'S APARTMENT - NIGHT

Joel distractedly reads a book, checks the clock, goes back to the book. The door opens. He looks up. Clementine is staggering in, drunk.

CLEMENTINE

Yo ho ho!

JOEL

It's three.

VOICE-OVER

Shit. The last time I saw you.

CLEMENTINE (CONT'D)

Anyhoo, sweetie, I done a bad thing. I kinda sorta wrecked your car...

JOEL

I can't believe you wrecked my car.

JOEL

You're driving drunk. It's pathetic.

CLEMENTINE

...a little. I was a little tipsy. Don't call me pathetic.

JOEL

Well it is pathetic. And fucking irresponsible. You could've killed somebody.

The scene is starting to degrade. The acting becomes anemic.

JOEL (CONT'D)

I don't know, maybe you did kill somebody.

CLEMENTINE

Oh Christ I didn't kill anybody. It's just a fucking dent. You're like some old lady or something.

VOICE-OVER

Right! She called me an old lady here, too! And I remember, I said...

JOEL (CONT'D)

And what are you like? A wino?

CLEMENTINE

A wino? Jesus, Are you from the fifties?
A wino!

(laughs)

Face it, Joel. You're freaked out because I was out late without you, and in your little wormy brain, you're trying to figure out, did she fuck someone tonight?

JOEL

No, see, Clem, I assume you fucked someone tonight. Isn't that how you get people to like you?

This shuts Clementine up. She is stung and she starts gathering up her belongings, which are strewn about the apartment. Joel is immediately sorry he said this. He follows her around.

JOEL (CONT'D)

I'm sorry. Okay. I didn't mean that. I just... I was just... pissed, I guess.

Clementine is out the door. Joel follows.

EXT. STREET - NIGHT

Joel looks at his dented car, looks at Clementine clomping off in the distance.

INT. JOEL'S CAR - CONTINUOUS

Joel drives to catch up with Clementine. He rolls down his window to talk to her.

JOEL

Let me drive you home.

CLEMENTINE

(without turning)

Fuck you, Joel. Faggot.

JOEL

Look at it out here. It's falling apart. I'm erasing you. And I'm happy.

She keeps clomping.

JOEL (CONT'D)

You did it to me. I can't believe you did this to me. By morning you'll be gone. Ha!

He stops the car, gets out.

EXT. STREET - CONTINUOUS

It's a street you might see in a dream, more an impression of a quiet street than an actual one, with what little detail there is obscured in darkness. Joel wanders it. In the distance Clementine walks off, but as in an animated loop, she doesn't get any farther away. It's lonely.

PATRICK'S VOICE

See, remember that girl? The one we did last week? The one with the potatoes?

Joel looks up, startled.

STAN'S VOICE

Yeah, that's this guy's girlfriend. Was.

INT. JOEL'S APARTMENT - NIGHT

Stan watches the screen. Patrick paces, fidgets, looks at the unconscious Joel.

PATRICK

I gotta tell you something. I kind of fell in love with her last night.

STAN

She was unconscious, Patrick.

PATRICK

She was beautiful. So sweet and funky and voluptuous. I kind of stole a pair of her panties, is what.

STAN

Jesus, Patrick!

EXT. STREET - NIGHT

On the vague street Joel listens to Patrick and Stan.

PATRICK'S VOICE

I know. It's not like... I mean, they were clean and all.

STAN'S VOICE

Look, just don't tell me this stuff. I don't want to know this shit.

PATRICK'S VOICE

Yeah, okay.

STAN'S VOICE

We have work to do.

There's a click and Joel finds himself in --

INT. JOEL'S APARTMENT - NIGHT

Joel and Clementine sit and eat dinner in front of the TV. It's hard to make out what they're watching. They sit on opposite ends of the couch. They look bored. The scene quickly degenerates. The room fades.

PATRICK'S VOICE

Okay, but there's more.

Joel listens.

PATRICK'S VOICE (CONT'D)

After we did her, I went to where she worked and I asked her out.

Joel looks over at the faded Clementine across the couch. She stares straight ahead at the TV.

STAN'S VOICE

Patrick... do you know how unethical...

JOEL

That must be the guy I saw you with.

VOICE-OVER

In the bookstore that night. The skinny guy.

There's a click and Joel finds himself in --

INT. JOEL'S APARTMENT - NIGHT

Joel watches TV. Clementine walks by in her underwear, looks at the TV. She slips into a skirt.

CLEMENTINE

How can you watch this crap?

JOEL

Where are you going?

CLEMENTINE

I'm fucking crawling out of my skin.

The scene starts to fade. Clementine puts on her shoes and heads out the door.

EXT. ZOO - DAY

Joel and Clementine walk around unhappily. They barely look at the animals. Clementine watches parents with babies.

JOEL

Oh shit. I remember this.

(to Clementine)
Want to go?

CLEMENTINE
(pissy)
I want to have a baby.

JOEL
Let's talk about it later.

CLEMENTINE
No. I want to have a baby. I have to
have a baby.

JOEL
I don't think we're ready.

CLEMENTINE
You're not ready.

JOEL
Clementine, do you really think you could
take care of a kid?

She turns violently toward him, glaring.

CLEMENTINE
What?!

JOEL
(mumbly)
I don't want to talk about this here.

CLEMENTINE
Joel, We're fucking gonna talk about it!

Joel looks around. People are watching.

CLEMENTINE (CONT'D)
You can't fucking say something like that
and say you don't want to talk about it!

JOEL
Clem, I'm sorry. I shouldn't have --

CLEMENTINE
(screaming now)
I'd make a fucking good mother! I love
children! I'm creative and smart and I'd
make a fucking good mother!

The scene starts to fade. Clementine's rant continues but
becomes attenuated and vague.

JOEL
Oh, thank God. It's going.

CLEMENTINE

It's you! It's you who can't commit to anything! You have no idea how lucky you are I'm interested in you! I don't even know why I am! I should just end it right here, Joel. Leave you in the zoo. Maybe you could find a nice sloth to hang out with!

She's crying now, but it's almost animatronic, no real emotion in it. The scene is a husk.

JOEL

It's going, Clementine. All the crap and hurt and disappointment. It's all being wiped away.

She looks up at him.

CLEMENTINE

I'm glad.

Their eyes lock. She is fading before his eyes.

JOEL

Me, too.

INT. BAR - NIGHT

It's noisy and crowded. Joel and Clementine sit at a small table. She is drunk and staring off, blankly.

JOEL

So, um --

CLEMENTINE

(swiveling head toward him)

Would you get me another, Joely?

Joel sighs, stands, and heads to the crowded bar.

CLEMENTINE (CONT'D)

Thanky! Thanky!

Joel is at the bar, trying to get the bartender's attention.

Joel is paying the bartender. He turns with the drink to head back to the table. He sees Clementine flirting with a man in Joel's seat.

Joel is at the table. Clementine looks from her conversation.

CLEMENTINE (CONT'D)

Joel, this is Mark. He likes my boobs. He came over special to tell me that. Isn't that nice. He doesn't think I'm

fat.

The scene starts to fade. Mark rises.

MARK

I didn't know she was with someone, man.

CLEMENTINE

S'okay, Mark. Joel doesn't like my
boobs.

(stage whisper)

I don't think he likes girls.

The bar gets quiet and vague.

JOEL

You're drunk.

CLEMENTINE

You're a whiz kid. So perceptive, so --

Clementine keeps talking but there are no more intelligible words, just a whisper -- like a breeze.

A doorbell buzzes. Joel looks up.

INT. JOEL'S APARTMENT - NIGHT

Patrick opens the door. Mary stands there in a winter coat, carrying a backpack.

MARY

(coolly)

Oh, hey, Patrick.

PATRICK

Hi, Mary. How's it going?

She walks past him.

STAN

Hey, you.

Stan and Mary kiss. She looks down at Joel as she takes off her coat.

MARY

It's freezing out.

STAN

You found us okay?

MARY

Yeah.

(re: Joel)

Poor guy.

(looking around)

Have anything to drink?

STAN

We haven't checked.

MARY

Well, allow me to do the honors. It's
fucking freezing and I need something.

She heads into the kitchen. Stan turns back to monitor the
slivers of light.

PATRICK

Mary hates me. I've never been popular
with the ladies.

STAN

Maybe if you stopped stealing their
panties.

PATRICK

(guilty beat)

Okay, There's more, Stan --

Stan looks over at Patrick. Mary returns with a bottle of
scotch and two glasses.

MARY

Hey, hey.

She pours the whiskey.

MARY (CONT'D)

Oh, Patrick, you didn't want any, did
you?

PATRICK

Nah, I don't know.

Mary hands a glass to Stan. She holds hers up in a toast.

MARY

Blessed are the forgetful, for they get
the better even of their blunders.

Mary and Stan click glasses.

MARY (CONT'D)

Nietzsche. Beyond Good and Evil. Found
it my Bartletts.

STAN

That's a good one.

MARY

Yeah, I can't wait to tell Howard! It
seems really appropriate.

STAN

(a little sulky)
It's a good one all right.

PATRICK

What's your bartlett's?

STAN

It's a quote book.

MARY

I love quotes. So did Winston Churchill.
He actually has a quotation in Bartlett's
about Bartlett's. Isn't that trippy?

PATRICK

(trying to engage)
Yeah. Cool.

MARY

"The quotations when engraved upon the
memory give you good thoughts."

PATRICK

Very cool. Trippy.

MARY

I like to read what smart people say. So
many beautiful, important things.

STAN

Yup.

MARY

Don't you think Howard's like that?
Smart? Important?

STAN

(beat)
Yup.

PATRICK

Definitely!

MARY

I think he'll be in Bartlett's one day.

Stan focuses on the monitor. Mary pours herself another
drink.

PATRICK

Definitely.

INT. JOEL'S BEDROOM - NIGHT

It's dark. Joel and Clementine are in bed. The memory is

already in the midst of being erased. Clementine is talking in a monotonous, robotic manner.

CLEMENTINE

You don't tell me things, Joel. I'm an open book. I tell you everything. Every damn embarrassing thing. You don't trust me.

JOEL

No, it isn't that.

CLEMENTINE

I want to know you.

JOEL

I just don't have anything very interesting about my life.

CLEMENTINE

Joel, you're a liar.

The scene is faded completely now and Joel just lies there for a moment, registering Clementine's statement.

INT. CHINESE RESTAURANT - NIGHT

Joel and Clementine eat dinner in silence. Joel looks around at other couples in the restaurant. Some seem happy and engaged. Others seem bored with each other. He turns back to his food.

JOEL

How's the chicken?

VOICE-OVER

Is that like us? Are we just bored with each other?

CLEMENTINE

Good.

He watches her as she downs her wine and pours herself another glass. She holds the wine bottle up to Joel.

CLEMENTINE (CONT'D)

More?

JOEL

No. Thanks.

There's a silence.

CLEMENTINE

How's the fish?

The scene is fading.

JOEL

It's good.

They continue to eat in silence as the scene dissolves.

PATRICK'S VOICE

Hi, Clementine! -- Why, what's wrong? --
Oh, I'm sorry. -- Well, I'm not sure, I
kind of have to study for my test --

INT. JOEL'S APARTMENT - NIGHT

Patrick is on the phone next to Joel's bed. Stan watches the lights on the computer screen.

PATRICK

Hold on. Let me ask my friend.
(covering mouthpiece)
Stan, can I leave for a little while? My
girlfriend is very --

STAN

Patrick, we're in the middle of --

PATRICK

She's right in the neighborhood. She's
upset.

Mary is in the kitchen. She pokes her head out. She's got some pie on a plate.

MARY

Let him go, Stan. I can help.

STAN

(sighing, to Patrick)
Go.

PATRICK

(quietly)
Mary hates me.
(into phone)
I'll be right over, Tangerine.

INT. CLEMENTINE'S APARTMENT - NIGHT

Candles are lit. Joel and Clementine are under a blanket on the living room rug listening to music.

CLEMENTINE

Joely...

JOEL

Yeah, Tangerine?

CLEMENTINE

Do you know The Velveteen Rabbit?

JOEL

No.

CLEMENTINE

It's my favorite book. Since I was a kid. It's about these toys. There's this part where the skin Horse tells the rabbit what it means to be real.

(crying)

I can't believe I'm crying already. He says, "It takes a long time. That's why it doesn't often happen to people who break easily or have sharp edges, or who have to be carefully kept. Generally by the time you are Real, most of your hair has been loved off, and your eyes drop out and you get loose in the joints and very shabby. But these things don't matter at all, because once you are Real you can't be ugly, except to people who don't understand."

She's weeping. Joel is stroking her hair. They kiss and begin to make love under the blanket. It's sweet and gentle and then it starts to fade.

JOEL

(screaming)

No! Jesus, No!

He looks down and Clementine's tear-streaked face is fading. She continues as if she's still being made love to, even though Joel is completely beside himself. He jumps up naked and yells at the ceiling.

JOEL (CONT'D)

Please! Please! I've changed my mind!

(looks down at fading

Clementine, then at ceiling)

I don't want this. Wake me up! Stop the procedure! Plea --

INT. JOEL'S APARTMENT - NIGHT

Joel is unconscious on the bed, completely still. Mary and Stan watch the monitor and smoke a joint. After a silence:

MARY

It's amazing, isn't it? Such a gift Howard gave the world.

STAN

(a sigh)

Yeah.

MARY

To let people begin again. It's beautiful. You look at a baby and it's so fresh, so clean, so free. And adults... they're like this messy tangle of anger and phobias and sadness... hopelessness. And Howard just makes it go away.

STAN

You love him, don't you?

Mary seems surprised, taken aback, caught. She is silent for a long moment.

MARY

No.

(beat)

Besides, Howard's married, Stan. He's a very serious and ethical man. I'm not going to tempt him to betray all he believes in.

Stan takes another drag on the joint, passes it to Mary.

EXT. STREET - NIGHT

Patrick, bundled up and carrying a full backpack, trudges through the snow.

INT. CLEMENTINE'S APARTMENT - CONTINUOUS

Clementine watches out the window as Patrick nears. She's crying. He makes his way up her front stairs. She swings open the door and hugs him.

PATRICK

Oh, baby, what's going on?

CLEMENTINE

I don't know. I'm lost. I'm scared. I feel like I'm disappearing. I'm getting old and nothing makes any sense to me.

PATRICK

Oh, Tangerine.

CLEMENTINE

Nothing makes any sense. Nothing makes any sense.

She pushes herself out of the embrace and looks at Patrick.

CLEMENTINE (CONT'D)

Come up to Boston with me?

PATRICK

Sure. We'll go next weekend and --

CLEMENTINE

Now. Now! I have to go now. I have to see the frozen Charles! Now! Tonight!

PATRICK

Um, okay. I'll call my study partner.

CLEMENTINE

Yay! It'll be great! I'll get my shit.

She runs into the bedroom. Patrick is at the phone and realizes he doesn't know Joel's number. After a moment's thought, he *69's. The phone rings.

JOEL'S VOICE

Hi, it's Joel. Please leave a message after the beep.

Beep.

PATRICK

(whisper)

Stan, it's Patrick. Pick up.

STAN'S VOICE

Hey, where are you?

PATRICK

I got into a situation with the old lady. Can you handle things tonight alone? I'm really sorry, man.

INT. JOEL'S APARTMENT - CONTINUOUS

Stan is on the phone. He's really stoned and watches Mary, stoned herself, dancing in a sexy trance to something soft and low on the stereo.

STAN

I can handle it. He's pretty much on auto-pilot anyway.

INT. CLEMENTINE'S APARTMENT - CONTINUOUS

PATRICK

Thanks, Stan. I owe you.

Patrick hangs up, rifles quickly through his backpack. He pulls out a silver bracelet, puts it in his pocket, then pulls out a journal, flips through it, keeping an eye on the bedroom door. The handwriting is a woman's. He finds what he's looking for. He reads:

CLEMENTINE'S VOICE

I took Joel to walk on Charles River with

me last night. It was so beautiful and charming. Joel was nervous about stepping onto the ice, but he wanted to please me so much -- he's so sweet -- that he came out after me. We lay down right in the center and watched the stars. He took my hand and said "I could..."

EXT. CHARLES RIVER - NIGHT

Joel and Clementine lie together holding hands on the frozen river. They look up at the stars.

JOEL

...die right now, Clem. I'm just... happy. I've never felt that before. I'm just exactly where I want to be.

Clementine looks over at him. Her eyes are filled with love and tears. Then they get vague. The scene is being erased. Joel is panicked.

JOEL (CONT'D)

Clem, no! This can't keep happening. Please! Oh, fuck! Please!

Crazily, Joel runs off, passing through a series of decayed scenes: He and Clementine arguing in a car, having sex on the beach, laughing and holding hands at a movie, eating grilled cheese and tomato soup together in bed, Joel watching her sleep, them drinking at a bar. He arrives at a decayed version of his first meeting with Mierzwiak.

MIERZWIAK

We can help you through this. Why don't you start now by telling me everything you can remember about --

JOEL

You have to stop this!

MIERZWIAK

What? What do you mean?

JOEL

I'm trapped in my head and everything I love is being erased! Stop it now!

MIERZWIAK

Yes, but... I'm just something you're imagining. What can I do? I'm in your head, too.

INT. CLEMENTINE'S APARTMENT - NIGHT

Patrick reads the journal.

CLEMENTINE'S VOICE

... and we made love right on the ice.
It was absolutely freezing on my ass! It
was wonderful.

Clementine enters, dressed for the cold. Patrick puts the notebook away.

CLEMENTINE

I'm so excited. Yay!

PATRICK

I'm excited, too. Oh, and I wanted to
give you this. It's a little... thing.

Patrick pulls the bracelet from his pocket, hands it to her.

PATRICK (CONT'D)

I didn't have a chance to wrap it.

CLEMENTINE

It's gorgeous.

(slipping it on)

Just my taste. I've never gone out with
a guy who brought me a piece of jewelry I
liked.

(kisses him)

Thanks. So let's get going. Long drive.

INT. JOEL'S APARTMENT - NIGHT

Stan and Mary have sex on the floor next to Joel's bed.

EXT. FOREST - DAY

Joel and Clementine are hiking, Clementine in front.

CLEMENTINE

Such a beautiful view.

JOEL

(looking at her)

Yes indeed.

(snapping out of memory)

Fuck! They're erasing you, Clem!

CLEMENTINE

Oh?

JOEL

I hired them to. We're in my brain. But
I want it to stop, before I wake up and
don't know you anymore.

CLEMENTINE

Wow. Um, well... can't you just force

yourself awake?

JOEL

I don't know.

He concentrates. Nothing happens.

JOEL (CONT'D)

Aaargh! It's horrible! I'm trapped!

He starts to have a fit, banging against trees, stomping his feet, screaming. But even while he's doing this the memory and Clementine are fading around him.

INT. JOEL'S APARTMENT - DAY

It's raining out. Joel is reading, slouched in a chair. He looks over at Clementine, stretched out on her belly in her underwear. She's reading, too.

VOICE-OVER

She's so sexy.

JOEL

I loved you on this day. I love this memory. The rain. Us just hanging.

Clementine looks over at him, smiles. Her brow furrows in thought.

CLEMENTINE

What if you hide me?

JOEL

What do you mean?

CLEMENTINE

(formulating)

Well... if they're looking for me in memories I'm in, what if you take me to a memory I'm not in?

(proud)

And we can hide there till morning.

Joel ponders this. The scene and Clementine are beginning to dissolve. Joel grabs Clementine's hand. She giggles with glee. He pulls her out of the scene as it degrades.

JOEL

Where? Where? Where?

He drags her through the landscape of already decayed memories and turns off into:

INT. KITCHEN - DAY

The kitchen is dated and vague. Joel and Clementine are in

an oversized playpen; they're adults but small. Joel wears footsie pajamas with some vague little animals on them. He holds a a red furry huckleberry hound doll. Clementine is still in her panties and bra. An oversized woman in high heels, seen from a low angle, hurries back and forth preparing dinner.

CLEMENTINE

Jesus. What's this?

Joel looks around at the kitchen, at his doll, at the woman.

JOEL

I must be about two.

(oddly)

I want my mommy. She's busy. She's not looking at me.

(back to himself, re: doll)

Look, my Huckleberry Hound doll! I told you about this!

(beat)

I want my mommy!

He starts to cry. Clementine tries to comfort him. She hugs him.

JOEL (CONT'D)

(crying still)

I want my mommy.

(adult, to Clementine)

I don't want to lose you, Clem.

CLEMENTINE

I'm right here.

JOEL

I'm scared. I want my mommy. I don't want to lose you. I don't want to lose...

CLEMENTINE

Joel, Joely, look... it's not fading. The memory. I think we're hidden.

Joel sucks in some snot. His mother scurries back and forth clanging pots. The room is not decaying. Joel smiles.

INT. JOEL'S BEDROOM - NIGHT

Stan and Mary lie on the floor, their stoned minds wandering after sex. Stan suddenly perks up. He looks at the monitor.

STAN

It's stopped.

MARY

What?

STAN

Listen, it's not erasing.

He makes his way, naked, to the computer screen.

STAN (CONT'D)

It's not erasing. He's off the screen.

MARY

Where?

STAN

I don't know. He's not on the map.

Stan tries to break through his marijuana haze. He fiddles nervously with the equipment.

STAN (CONT'D)

I don't know what to do! I don't know what to do! Crap. Crap...

MARY

Well, what should we do?

STAN

I don't know! I just said that!

MARY

Sor-ry

(beat)

We have to do something. He can't wake up half done.

STAN

Shit!

He jerks the joystick spastically. Mary, also naked, gets up and looks over his shoulder at the screen.

MARY

(definitely)

We should call Howard.

Stan turns and looks at her. He's stoned and trying to understand her motivation.

STAN

No way. I can handle this.

MARY

This guy's only half cooked. There's no time to fuck around, Stan.

Stan tries to think. He paces. Mary watches him. Finally:

STAN

(without making eye contact)
Okay.

He dials the phone, waits.

STAN (CONT'D)

Hello, Howard?

INT. MIERZWIAK'S BEDROOM - CONTINUOUS

The room is dark. A groggy Mierzwiak is in bed on the phone. His wife lies beside him, eyes open, listening.

MIERZWIAK

Stan? What's going on?

STAN'S VOICE

The guy we're doing? He's disappeared from the map. I can't find him anywhere.

MIERZWIAK

Okay, what happened right before he disappeared?

STAN'S VOICE

I was away from the monitor for a second. I had it on automatic. I had to go pee.

MIERZWIAK

Well, where was Patrick?

STAN'S VOICE

He went home sick.

MIERZWIAK

Jesus. All right, what's the address.

STAN'S VOICE

1062 Sherman Drive. Apartment 1E,
Rockville Center.

Mierzwiak writes it down on a bedside notepad. He hangs up.

INT. JOEL'S APARTMENT - NIGHT

Stan hangs up the phone, looks at Mary.

MARY

He's coming?

STAN

You better go.

MARY

Hell no.

She starts getting dressed.

MARY (CONT'D)

Shit, I'm so stoned. I don't want him to see me stoned. Stop being stoned, Mary!

She hurries into the bathroom with her bag.

MARY (CONT'D) (O.S.) (CONT'D)

God, I look like shit! God!

Mary slams the bathroom door. Stan puts his head in his hands.

INT. KITCHEN - DAY

Joel and Clementine are in the playpen. Joel's oversized mother reaches down as she hurries by and pats Joel on the head.

MOTHER

How's my baby boy?

She's gone.

JOEL

I really want her to pick me up. It's weird how strong that desire is.

Clementine holds his hand. He looks over at her.

CLEMENTINE

You know, we're okay. They're not finding us. You'll remember me in the morning. And you'll come to me and tell me about us and we'll start over.

JOEL

I loved you so much this day. On my bed in your panties. I remember I thought, how impossibly lucky am I to have you on my bed in your panties.

She kisses him.

CLEMENTINE

You remember what happened next?

JOEL

I came over to the bed and you smelled so good, like you just woke up, slightly sweaty. And I climbed on the bed with you and you said something like --

CLEMENTINE

-- another rainy day. Whatever shall we do?

He laughs. She unbuttons his pajamas. They begin to make love. Joel's mother hurries around the kitchen. Joel stops, looks at Clementine.

JOEL

There's this guy!

CLEMENTINE

What?

JOEL

There's this guy. I heard him talking in my apartment. He's one of the eraser guys. And he fell for you when they were erasing you, so he introduced himself the next day as if he were a stranger and now you're dating him.

CLEMENTINE

Really? Is he cute?

JOEL

He stole a pair of your panties while you were being erased!

CLEMENTINE

Gross! You must remember to tell me this in the morning. I'm, like, so freaked out now.

INT. CLEMENTINE'S CAR - NIGHT

It's a rust bucket. Clementine drives through the snow. She's crying and holding Patrick's hand.

CLEMENTINE

What's wrong with me?

PATRICK

Nothing is wrong with you. You're the most wonderful person I've ever met.

She glances gratefully over at him then starts to cry even harder.

INT. JOEL'S BEDROOM - NIGHT

Stan works on trying to get the signal back. His hair is combed and he's dressed neatly, looking professional but still stoned. Mary is pacing nervously to and from the window, looking out into the night. She's dressed also, and she's wearing more make-up now. Her hair is pulled up into some sort of style. Suddenly she freezes at the window.

MARY

There he is. Oh my God. Oh my God. Do I look okay?

She doesn't say anything.

MARY (CONT'D)

I'm still stoned. Are you? Crap.

She looks in the mirror.

MARY (CONT'D)

(to Joel)

Your Visine didn't do shit, fella.

The doorbell buzzes. Mary lunges for the door, then calms herself before opening it. Mierzwiak, holding an equipment bag, looks surprised.

MIERZWIAK

Mary. What are you doing here?

STAN

She came to help, Howard.

MARY

I wanted to learn as much about the procedure as possible, Howard. I think it's important for my job...to help comfort the clientele. You know.

Mierzwiak looks from Mary to Stan, nods, and enters. Mary closes the door. Mierzwiak crosses to the equipment.

MIERZWIAK

Let's get to the bottom of this. Shall we?

He sits down in front of the computer and does some fiddling.

MIERZWIAK (CONT'D)

Odd.

He fiddles some more. Mary looks on, fascinated.

STAN

I tried that already.

MIERZWIAK

Did you try going through C-Gate?

STAN

Yeah. Of course.

Mierzwiak ponders. He unzips his equipment bag, pulls out another laptop computer and plugs it in to the system.

MIERZWIAK

I'm going to do a Spectrum search throughout his memory, see if anything

comes up.

Mierzwiak presses some more buttons. The program starts up. A much more complex and detailed human brain appears on this screen. It rotates. Eventually Mierzwiak sees a small distant light in the brain. He zeroes in on it.

MIERZWIAK (CONT'D)

Okay, here it is. I don't know why it's off the map like that, but --

INT. KITCHEN - DAY

Joel is being bathed in the oversized sink by his oversized mother. Clementine sits in the water with him, laughing. The mother doesn't seem to see her.

MOTHER

Little baby getting awwwl cleean. Awl clean.

JOEL

(to Clementine)

I love getting bathed in the sink. It's such a feeling of security.

CLEMENTINE

(giggling)

I've never seen you happier.

The elements of the scene flash explosively away: Joel's mother, his Huckleberry Hound doll, the details of the kitchen, Clementine. Joel is thrown into:

INT. CAR - NIGHT

He sits with Clementine in the parked car, outside a drive-in movie theater. The movie on the giant screen is partially obscured by a fence. Joel and Clementine drink wine.

INT. JOEL'S BEDROOM - NIGHT

Mierzwiak looks up from the computer screen.

MIERZWIAK

Okay, we're back in.

MARY

That was beautiful to watch, Howard. Like a surgeon or a concert pianist.

MIERZWIAK

Well, thank you, Mary.

STAN

(sighing)

You get some sleep, Howard. I'll take it

from here.

MIERZWIAK

Yeah, probably a good idea.

INT. CAR - NIGHT

Clementine and Joel laugh as they try to give voice to what the characters on the screen are saying.

CLEMENTINE

But can't you see... I love you, Antoine.

JOEL

Don't call me Antoine. My name is Wally.

CLEMENTINE

Yes, but I can't love a man named Wally.

She starts to fade. The scene starts to fade. Joel remembers their previous plan.

JOEL

They found us before. The plan didn't work. I don't know what to do now.

CLEMENTINE

(mouthing to woman on screen)

Hide me somewhere deeper? Somewhere buried?

Joel grabs her. They run off just as the scene decays into a husk behind them.

INT. JOEL'S BEDROOM - NIGHT

Stan is back at the controls. Mierzwiak's at the door with Mary.

STAN

Howard, they've disappeared again.

MIERZWIAK

Oh dear.

MARY

I'm so sorry, Howard, you must be tired.

He nods, distractedly. She smiles to herself as he heads back to the equipment.

EXT. SCHOOLYARD - AFTERNOON

Joel, now the size of a junior high school kid and dressed accordingly, is peering around the corner of the school building toward the bike rack. Clementine is with him, dressed as she was in the parked car.

CLEMENTINE

Look at you, cutey! What are we doing?

JOEL

This kid, Joe Early, is going to beat the shit out of me.

VOICE-OVER

I'm terrified. I thought if I hung around the art room long enough, he'd go home and I could get my bike.

They head toward the bike rack. Joel's is the only bike remaining.

CLEMENTINE (CONT'D)

Poor Joel.

They're at the bike rack and a bunch of kids, including giant, fat Joe Early come around the corner.

JOE EARLY

Hi, Jill.

JOEL

He calls me Jill. Everyone calls me Jill after this.

The other kids laughs.

JOEL

Just shut up, Joe. I'm going home.

JOE EARLY

I don't think so. We're fighting.

JOEL

I don't want to fight you.

The kids start chanting, "fight, fight, fight..." Joe Early throws a wild punch that hits Joel in the side. joel falls and stays down, covering himself.

JOE EARLY

C'mon, Jill. Get up, faggot. C'mon.

Joel doesn't say anything. He peeks humiliated at Clementine. She's watching him. She's got a tear in her eye. She kneels down beside him, puts her arm around him.

JOEL

I'm too scared to even throw a punch. When I tell people this story I leave that part out.

The scene flashes violently to white and is gone.

INT. JOEL'S APARTMENT - NIGHT

Mierzwiak is at the machine.

MIERZWIAK

We got him back. Stan, I think I'm just going to have to get through this manually. We're running late.

EXT. BEACH - DAY

It's cold. Joel and Clementine walk, all bundled up. She points at a house up the beach.

CLEMENTINE

Our house! Our house!

She runs ahead, laughing. The scene is decaying. Joel chases after her.

JOEL

Clem, c'mon, we've got to hide you. Remember?

He grabs her arm and yanks and they are in:

INT. BOY'S BEDROOM - NIGHT

It's dark. Joel, junior high school size, is in bed masturbating. Clementine is in there, too, in her winter coat, still laughing from before. She realizes what's going on.

CLEMENTINE

(mock offended)

Joel!

JOEL

(continuing to masturbate)

I don't like it either, but I'm just trying to find horrible secret place to --

Joel's mother pops her head in the door.

MOTHER

Joel, I was just --

(sees what's going on)

Oh. Um... I'll ask you in the morning, honey. Have a good night.

The mother backs out, closes the door. Joel cringes. Clementine laughs, still in the mode of the memory she was swiped from. Flash! It's all gone.

INT. RESTAURANT - NIGHT

Joel and Clementine are laughing as she blows out the candle on a slice of cheesecake in front of her. Joel hands her a small wrapped box.

JOEL

Happy Birthday.

CLEMENTINE

(unwrapping the gift)

Thanks, Joely. A present! Oh boy!

She pulls out the bracelet. It's the same bracelet Patrick gave her.

CLEMENTINE (CONT'D)

Oh, Joel. It's beautiful!

(slip it on)

I mean, you're the first guy who ever bought me a piece of jewelry I could honestly say that about.

He notices she's starting to fade.

JOEL

I scoured the city for it.

CLEMENTINE

I love it!

She leans across the table to kiss him. He grabs her and runs through the decaying scene and into the vague night.

EXT. SUBURBAN STREET - DAY

Joel is one of a group of five year olds. He holds a hammer and is poised to hit a dead bird in a red wagon. The other boys are goading him.

BOYS

C'mon, Joel, you have to. Do it already.

Joel doesn't want to. Clementine watches.

JOEL

I can't. I have to go home. I'll do it later.

VOICE-OVER

I didn't want to do this. But I had to or they would've called me a girl.

Joel miserably smashes the bird repeatedly with the hammer. Red jelly guts cover the hammer and the wagon bottom. The kids hoot.

VOICE-OVER

I can't believe I did that. I'm so

ashamed.

A live bird watches from a tree. Clementine, still dressed for her birthday dinner (wearing her new bracelet), pulls Joel away from the other boys. The two of them walk down Joel's suburban street.

CLEMENTINE

It's okay. You were a little kid.
(beat)
This is a great birthday present.
Getting to see you as a boy.

She kisses him and they walk holding hands.

JOEL

(pointing)
That's where I live. Lived.

Joel looks down at her hand. It's fading. The bracelet is gone. Clementine is gone. His childhood house is gone.

INT. JOEL'S BEDROOM - NIGHT

Mierzwiak works the equipment. He has located a small area of light in the brain imaging and eradicates them.

MIERZWIAK

I'm getting the hang of it. I still understand it. But I'm finding him quickly enough. I'm hopeful there won't be too much peripheral eradication.

Mary sits on the bed.

MARY

(a little giggly)
I like watching you work.

Stan sighs, grabs his coat.

STAN

I'll go out for a smoke. If no one minds.

MIERZWIAK

(not looking up)
That's fine, Stan.

Mary doesn't say anything. Stan huffs and is out the door. Mierzwiak continues to find and erase points of light. Mary gets up her courage to speak.

MARY

Do you like quotes, Howard?

MIERZWIAK

How do you mean?

MARY

Oh, um, like famous quotes. I find reading them inspirational to me. And in my reading I've come across some I thought you might like, too.

MIERZWIAK

Oh. Well, I'd love to hear some.

Mary is thrilled, beside herself. She tries to calm down.

MARY

Okay, um, there's one that goes "Blessed are the forgetful, for they get the better even of their blunders."

MIERZWIAK

Is that Nietzsche?

MARY

Yeah, yeah it is, Howard. And here I was thinking I could tell you something you didn't know.

MIERZWIAK

It's a good quote, Mary. I'm glad we both know it.

He smiles at her. She's flustered, flattered.

MARY

(sputtering)

There's another one I like, I read. It's by Pope Alexander.

MIERZWIAK

Alexander Pope?

MARY

Yes, shit. Oops, sorry!

(puts hand over mouth)

Sorry. It's just I told myself I wasn't going to say Pope Alexander and sound like a dope and then I go ahead and do it. Like I psyched myself out.

MIERZWIAK

It's no big deal.

MARY

You are such a sweetheart.

There's an embarrassed moment as that line hangs in the air. Then Mary plunges ahead to bury it.

MARY (CONT'D)

Anyway, the quote goes "How happy is the blameless Vestal's lot! The world forgetting, by the world forgot: Eternal sunshine of the spotless mind! Each prayer accepted, and each wish resign'd".

She smiles, proud and embarrassed.

MIERZWIAK

That's lovely.

MARY

Really? I thought it was appropriate maybe. That's all.

(beat, then quickly)

I really admire the work that you do. I know it's not proper to be so familiar but I guess since we're outside the workplace I feel a certain liberty to --

MIERZWIAK

It's fine, Mary. I'm happy to hear it.

MARY

Okay. Good. Great. Thanks.

(blurting)

I like you, Howard... an awful lot. Is that terrible?

Mierzwiak seems momentarily taken aback, then returns to his unflappable self.

MIERZWIAK

You're a wonderful girl, Mary.

She leans over and kisses him, then pulls away quickly.

MARY

I've loved you for a very long time. I'm sorry! I shouldn't have said that.

MIERZWIAK

I've got a wife, Mary. Kids. You know that.

MARY

(suddenly weepy)

I wish I was your wife. I wish I had your kids.

Mierzwiak comforts her with a hug. It turns into kiss. He pulls away.

MIERZWIAK

We can't do this.

MARY

No you're right. Once again. You're a decent man, Howard.

He smiles sadly at her. She smiles courageously at him.

MIERZWIAK

I want you to know it's not because I'm not interested. If that means anything.

They look at each other a long while, then Howard goes back to locating and eradicating blips of lights.

EXT. JOEL'S APARTMENT BUILDING - NIGHT

Stan sits in the van and smokes a cigarette. He has an unobstructed view into Joel's bedroom window. He watches Mierzwiak and Mary. They're talking as Howard works. It appears to be a very serious discussion. A car pulls up outside. Stan turns to see. A middle-aged woman gets out, checks the address on Joel's building, approaches the only lit window, watches Mierzwiak and Mary inside. Mierzwiak's resolve has apparently weakened and he and Mary kiss again. This time it leads to groping, partial undressing, and falling onto the bed alongside the unconscious Joel. The woman in the window is transfixed. As Mierzwiak fumbles to unzip his pants, he catches sight of the woman in the window. He practically shrieks and jumps up.

EXT. COUNTRY ROAD - DAY

Joel and Clementine walking, hand-in-hand, look up simultaneously.

INT. JOEL'S BEDROOM - CONTINUOUS

Mary looks confusedly at Howard.

MARY

What?

She follows his eyes and sees the woman in the window, who turns and walks off in a huff.

MARY (CONT'D)

Oh my God!

Mierzwiak is already in his coat. He's out the door.

EXT. JOEL'S APARTMENT BUILDING - CONTINUOUS

The woman is at her car. Stan watches from the van. Mierzwiak is hurrying to the woman.

MIERZWIAK

Hollis! Hollis!

HOLLIS (THE MIDDLE-AGED WOMAN)

I knew it, Howard. I don't even know why I bothered to copy the damn address.

MIERZWIAK

It didn't start out to be this. I came here to work. It's a one-time mistake.

Mary is right behind Mierzwiak now. Hollis is in her car.

MARY

(heroically)

Mrs. Mierzwiak, it's true. And it's not Mr. Mierzwiak's fault. I'm a stupid little girl with a stupid little crush. I basically forced him into it. I swear.

Hollis turns, looks at Mary and then at Mierzwiak.

HOLLIS

Don't be a monster, Howard. Tell the girl.

Stan is out of the van now, listening. Mary shivers in the cold, hugs herself. There's a long silence. Then:

MARY

Tell me what?

Hollis and Mierzwiak have locked eyes. Mary looks back and forth between them. Hollis starts her car.

HOLLIS

Poor kid. You can have him. You did.

She drives off. Mary watches Howard with increased foreboding.

MARY

What, Howard?

MIERZWIAK

We... have a history. I'm sorry. You wanted the procedure. You wanted it done... to get past. I have to finish in there. It's almost morning. We'll talk later.

He shuffles inside. Mary stands there, unable to digest this, struggling in vain to remember. Stan watches.

STAN

Let me take you home.

Mary shakes her head "no." She walks off, dazed.

EXT. CHARLES RIVER - NIGHT

Clementine and Patrick lie on their backs on the frozen river and look up at the night sky.

PATRICK

I could die right now, Clem. I'm just happy. I've never felt that before. I'm just exactly where I want to be.

Clementine looks over at him. Their eyes meet. She sobs.

CLEMENTINE

I want to go home.

She hurries toward the shore, slips on the ice, gets up, and continues, now running.

INT. COMMUTER TRAIN - NIGHT

Mary, in shock, sits in the empty fluorescent car. She tries to look out the window but can only see her own reflection.

INT. JOEL'S BEDROOM - NIGHT

It's deathly silent as Mierzwiak and Stan work on completing the job. Mierzwiak locates a light hidden very deep in the map of Joel's brain. He targets it.

EXT. ROWBOAT - DAY

Joel, the size of a ten year old, sits fishing with his oversized father. Clementine is naked and in the boat, too. She's reading *The Play* by Stephen Dixon.

CLEMENTINE

I love this book, Joel. Thank you so much for telling me about it.

Joel is his father. The father is drunk and sullen. He faces away from Joel, looks out at the lake.

FATHER

Don't be like me, son. Don't waste your life. You'll come to a point someday where it'll be too late. You'll be sewn into your fate...

JOEL

It was horrifying, seeing my father like that. There was no hope for me if his life was such a failure. And he saw failure in me, too, written in my future.

Clementine watches the frightened, confused Joel.

CLEMENTINE (CONT'D)

Joel, you're not sewn in. He's wrong.

FATHER

...and there'll be nowhere to go except where you're headed, like a train on a track. Inevitable, unalterable.

The scene poops out of existence with a flash of light.

INT. CHINESE RESTAURANT - NIGHT

Joel finds himself eating Chinese food and sitting across from Clementine. He is ragged and jarred.

JOEL

I'm done, Clem. I'm just going to ride it out. Hiding is clearly not working.

CLEMENTINE

Yeah.

JOEL

I want to enjoy my little time left with you.

CLEMENTINE

This is our first "date" date.

JOEL

Do you remember what we talked about?

CLEMENTINE

Naomi, I guess.

JOEL

Yeah.

CLEMENTINE

What was I wearing?

JOEL

God, I should know. Your hair was red. I remember it matched the wallpaper.

CLEMENTINE

Egad, were you horrified?

JOEL

No! I think you were wearing that black dress, y'know, with the buttons.

She is wearing the black dress.

CLEMENTINE

No, you were with me when I bought that. At that place on East 6th. It was later.

INT. DRESS SHOP - SHOP

The scene has already been erased. It's just a decayed husk. A vague Joel watches a vague Clementine model a black dress.

INT. RESTAURANT - NIGHT

Clementine wears a generic black dress now.

JOEL

Right. Something black though.

CLEMENTINE

I'll buy that. Black's always good.

JOEL

We did talk about Naomi.

CLEMENTINE

I said: Are you sure? You seem unsure.

JOEL

I'm sure, I said.

CLEMENTINE

But you weren't. I could tell.

JOEL

I was so nervous. I remember I couldn't think of anything to say. There were long silences.

There is a long silence.

JOEL (CONT'D)

I thought I was foolish. I thought I'd mistaken infatuation for love. You said:

CLEMENTINE

So what. Infatuation is good, too.

JOEL

And I didn't have an argument.

INT. CAR - NIGHT

Joel and Clementine pull up to Clementine's house.

JOEL

I dropped you off after. You said --

CLEMENTINE

(Mae West)

Come up and see me... now.

JOEL

It's very late.

CLEMENTINE

Yes, exactly. Exactly my point.

INT. CLEMENTINE'S APARTMENT - NIGHT

Joel and Clementine are in the midst of awkward shy sex.

JOEL

This was our first time.

The scene starts to fade. Joel watches Clementine disappear.

INT. LACUNA RECEPTION AREA - NIGHT

Mary enters the dark room, frazzled. She flips on the fluorescent lights and searches the file folders, finds one with her name on it. Her jaw drops. With a shaky hand, she puts the tape into the player on her desk and presses "play."

MIERZWIAK VOICE

Okay, so just tell me what you remember.
And we'll take it from there.

MARY'S VOICE

(shaky)

Um, I liked you immediately. At the job interview. You seemed so... important and mature. And I loved that you were helping all these people. You didn't come on to me at all. I liked that. I was tongue-tied around you at first. I wanted you to think I was smart. You were so nice. I loved the way you smelled. I couldn't wait to come to work. I had these fantasies of us being married and having kids and just...

(starts to cry)

...and so... then... when...
that one day, when I thought you looked at me back... like... Oh, Howie, I can't do this? How can I do this?

MIERZWIAK VOICE

It's what's best, Mary. You know that.

Mary slumps to the floor. We move into her eyes.

MARY'S VOICE

Yeah, I know. Oh, God. Okay, well, I was so excited...

A SERIES OF MURKY IMAGES. NO DETAIL.

A flirtatious look from Mierzwiak.

MARY'S VOICE (CONT'D)

...Remember you bought me that little
wind-up frog?

A vague shot of a wind-up frog.

MARY'S VOICE (CONT'D)

And you said...

A vague shot of Mierzwiak mouthing to Mary's voice.

MARY'S VOICE (CONT'D)

"This is for your desk. Just a little
token"

Back to Mary sitting on the floor, listening to the tape.

MARY'S VOICE (CONT'D)

I knew then... I knew something was going
to happen... something wonderful.

INT. JOEL'S APARTMENT - NIGHT

Joel sits in the quiet living room. The scene is fading.

JOEL

Naomi.

VOICE-OVER

On the couch. Dark. Quiet. I wondered
if I had made a terrible mistake. I
almost reached for the phone about a
thousand times. I thought I could take
it back, erase it, explain I had
momentarily lost my mind. Then I told
myself we weren't happy. That was the
truth. That what we were was safe.
It was unfair to you and to me to stay in
a relationship for that reason. I
thought about Clementine and the spark
when I was with her, but then I thought
what you and I had was real and adult and
therefore significant even if it wasn't
much fun. But I wanted fun. I saw
other people having fun and I wanted it.
Then I thought fun is a lie, that no one
is really having fun; I'm being suckered
by advertising and movie bullshit... then
I thought maybe not, maybe not. And then
I thought, as I always do at this point
in my argument, about dying.

INT. ROOM - DAY

An elderly man sits.

VOICE-OVER

I projected myself to the end of my life

in some vague rendition of my old man
self. I imagined looking back with a
tremendous hole of regret in my heart.

INT. JOEL'S APARTMENT - NIGHT

Joel sits.

VOICE-OVER

I didn't pick up the phone to call you,
Naomi. I didn't pick up the phone.

The scene dissolves.

INT. JOEL'S APARTMENT - DAY

Naomi is red-eyed from crying. She is packing things in
boxes. Joel paces, steals glances at her, doesn't know what
to say. She holds up a book. The scene starts to fade.

NAOMI

Yours?

JOEL

You take it. I don't know.

She tosses it in a box.

JOEL (CONT'D)

Naomi, I really value our relationship.
I hope it's possible for us to stay in
touch.

NAOMI

Don't do this to me now, Joel. Really.

INT. JOEL'S BEDROOM - DAY

Joel watches out the window as Naomi stuffs a final box in
the trunk of a car. There's another woman down there with
her. They get into the car and drive off.

INT. BORDER'S BOOKSTORE - NIGHT

Joel talks to Clementine. The scene is fogging over.

JOEL

I told her today I need to end it.

CLEMENTINE

Is that what you want?

JOEL

I did it. I guess that means something.

Clementine shrugs. The scene fades.

EXT. PARK - DAY

Joel walks with Naomi.

NAOMI

So what's going on, Joel?

JOEL

I don't know, I've just been thinking, maybe we're not happy with each other.

NAOMI

What?

JOEL

Y'know, we've been, I don't know, sort of, unhappy with each other and --

NAOMI

Don't say "we" when you mean "you."

JOEL

I think maybe, we're both so used to operating at this level that -- How can one person be unhappy? If one person is unhappy, both have to be... by definition.

NAOMI

Bullshit. Who is it? You met someone.

JOEL

No. I just need some space, maybe.

NAOMI

The thing is, Joel, whatever it is you think you have with this chick, once the thrill wears off, you're just going to be Joel with the same fucking problems.

JOEL

It's not somebody else.

VOICE-OVER

I hate myself.

Naomi walks off. Joel watches her. The scene fades.

INT. BORDER'S BOOKSTORE - NIGHT

Joel enters, looks around. There's no sign of Clementine. Joel approaches a male employee.

JOEL

Is there a Clementine who works here?

MALE EMPLOYEE #1

(calling to another male
employee)
Mark, is Clem on tonight?

MALE EMPLOYEE #2

On my dick, bro.
(turns, sees Joel, embarrassed)
Oh, hey. Yeah, I think she's upstairs in
Philosophy.

Joel climbs stairs, searches the aisle, spots Clementine.

JOEL

Hi.

She turns.

CLEMENTINE

I didn't think you'd show your face
around me again. I figured you were
humiliated. You did run away, after all.

JOEL

Sorry to track you down like this. I'm
not a stalker. But I needed to see you.

CLEMENTINE

(seemingly uninterested)
Yeah?

JOEL

I'd like to... take you out or something.

CLEMENTINE

Well, you're married.

JOEL

Not yet. Not married.

CLEMENTINE

Look, man, I'm telling you right off the
bat, I'm high maintenance. So I'm not
going to tiptoe around your marriage or
whatever it is you got going there. If
you want to be with me, you're with me.

JOEL

Okay.

CLEMENTINE

So make your domestic decisions and maybe
we'll talk again.

She goes back to stacking. Joel stands there helplessly.

JOEL

I just think that you have some kind

of... quality that seems really important to me.

The scene is disintegrating. Clementine's speech is delivered without passion.

CLEMENTINE

Joel, I'm not a concept. I want you to just keep that in your head. Too many guys think I'm a concept or I complete them or I'm going to make them alive, but I'm just a fucked-up girl who is looking for my own peace of mind. Don't assign me yours.

JOEL

I remember that speech really well.

CLEMENTINE

(smiling)

I had you pegged, didn't I?

JOEL

You had the whole human race pegged.

CLEMENTINE

Probably.

JOEL

I still thought you were going to save me. Even after that.

CLEMENTINE

I know.

JOEL

It would be different, if we could just give it another go around.

CLEMENTINE

Remember me. Try your best. Maybe we can.

The scene is gone.

INT. ROB AND CARRIE'S CAR - NIGHT

Joel sits forlornly in the back seat. Rob drives and Carrie sits in the front passenger seat. The car stops in front of Joel's apartment building.

JOEL

Thanks, guys.

CARRIE

I hope you feel better, sweetie.

JOEL

Yeah.

CARRIE

Say hi to Naomi.

The car door closes.

INT. BUILDING STAIRWAY - NIGHT

Joel climbs the stairs.

VOICE-OVER

I hope she's not up. I need to think.

INT. JOEL'S BEDROOM - NIGHT

The lights are off. Joel sits on a chair near the window, writing in his journal. The streetlight illuminates the paper. Naomi sleeps in the bed.

VOICE-OVER

I met someone tonight at a party on the beach. Her name is Clementine. There is something alive about her.

Naomi turns over in bed, sees Joel.

NAOMI

(full of sleep)

Hi.

JOEL

Hi.

NAOMI

How was it?

JOEL

You didn't miss much. Rob Carrie say hello.

NAOMI

Hi, Rob and Carrie.

JOEL

Go back to sleep.

The room is starting to decompose.

NAOMI

Yeah. Come to bed. I'm cold.

JOEL

In a minute.

Naomi turns over. Joel goes back to his writing.

VOICE-OVER

(more and more emotionless)

I don't know what to do about this. I've been feeling so alienated and numb lately. Forever. The thought of not acknowledging my feelings again seems self-destructive.

How can I continue on this path toward a living death, a life filled with obligation and guilt and responsibility but joyless, hopeless? I need to speak with Clementine.

The scene has turned to a husk.

INT. JOEL'S APARTMENT - AFTERNOON

Joel is at his closet, putting on a sweater. Naomi is at the dining room table, papers spread out before her, writing. Joel turns and watches her for a moment.

JOEL

So you don't mind?

NAOMI

I've got to finish this chapter anyway.

The scene is fading.

JOEL

Okay. I wish you could come.

VOICE-OVER

This is it. The night we met. My God, it's over.

NAOMI (CONT'D)

Me, too.

He approaches Naomi, kisses her on the top of the head. She continues to write.

NAOMI (CONT'D)

Say hi to Rob and Carrie. Have some fun!

JOEL

I hope you get your work done.

NAOMI

(sighing)

Yeah.

INT. ROB AND CARRIE'S CAR - NIGHT

Rob drives. Carrie fiddles with the radio dial in the front passenger seat. Joel sits in the back.

CARRIE

I'm sorry Naomi couldn't make it. You okay? You seem quiet.

JOEL

Just a little overworked, maybe.

VOICE-OVER

The trip to the party where I met Clementine. My first memory of her is now my last memory of her.

Joel looks out the window. Carrie turns around and says something to Joel. She is backlit, her hair a halo of frizz.

JOEL

I remember you turned around. Your face was dark and your hair was backlit -- I could see a halo of frizz -- you asked me if things were okay between Naomi and me.

CARRIE

I did. You said, things were fine.

JOEL

I remember.

CARRIE

This is the night you met Clementine, Joel. I remember watching you walk down the beach with her and I thought, oh shit.

JOEL

Yeah, you told me that later.

CARRIE

I told you that later.

Joel looks out he window. He sees the husk of a memory on the darkened roadside. It's Joel and Carrie in:

INT. ROB AND CARRIE'S KITCHEN - DAY

Faded. Carrie and Joel sit at the table with coffee.

CARRIE

Who was the girl you walked off with?

JOEL

No one.

EXT. BEACH PARKING LOT - NIGHT

Rob, Carrie, and Joel emerge from the car, parked amidst a small cluster of cars in an otherwise empty parking lot.

EXT. BEACH - NIGHT

Joel watches his shoes in the sand as he trudges along.

CARRIE

Is this the right way?

EXT. BEACH - MOMENTS LATER

Joel, Rob, and Carrie step out of the brush and see a bonfire down the beach. People and music can be heard.

EXT. BEACH - LATER

Joel sits on a log, a paper plate of chicken and corn on his lap. People warm themselves at the fire. Joel watches couples talking, kissing, Rob sharing a joint with a guy.

JOEL

You were down by the surf. I could just make you out in the dark.

Joel looks down to the water. There's Clementine, in her orange hooded sweatshirt, looking out to sea.

JOEL (CONT'D)

Your back to me. In that orange sweatshirt I would come to know so well and even hate eventually. At the time I thought, how cool, an orange sweatshirt.

VOICE-OVER

I remember being drawn to you even then. I thought, I love this woman because she's alone down there looking out at the black ocean.

JOEL (CONT'D)

But I went back to my food. The next thing I remember, I felt someone sitting next to me and I saw the orange sleeve out of the corner of my eye.

A shot of the orange sleeve. Joel looks up.

CLEMENTINE

Hi there.

JOEL

Hi.

VOICE-OVER

I was so nervous. What were you doing there, I wondered. Your hair was lime green. Green revolution.

A shot of her green hair.

JOEL

You said...

CLEMENTINE

I saw you sitting over here. By yourself. I thought, thank God, someone normal, who doesn't know how interact at these things either.

JOEL

Yeah. I don't ever know what to say.

CLEMENTINE

I can't tell you how happy I am to hear that. I mean, I don't mean I'm happy you're uncomfortable, but, yknow... I'm such a loser. Every time I come to a party I tell myself I'm going to be different and it's always exactly the same and then I hate myself after for being such a clod.

JOEL

Even then I didn't believe you entirely. I thought how could you be talking to me if you couldn't talk to people?

VOICE-OVER

But I thought, I don't know, I thought it was cool that you were sensitive enough to know what I was feeling and that you were attracted to it.

CLEMENTINE

But, I don't know, maybe we're the normal ones, y'know? I mean, what kind of people do well at this stuff?

VOICE-OVER

And I just liked you so much.

CLEMENTINE (CONT'D)

You did? You liked me?

JOEL

You know what I did.

CLEMENTINE

Yeah, I know. I'm fishing.

JOEL

You said --

She picks a drumstick off of Joel's plate.

CLEMENTINE

I'm Clementine. Can I borrow a piece of your chicken?

JOEL

And you picked it out of my plate before I could answer and it felt so intimate like we were already lovers.

JOEL (CONT'D)

I remember --

VOICE-OVER

The grease on your chin in the bonfire light.

Shot of a smudge of chicken grease on Clementine's chin.

CLEMENTINE

Oh God, how horrid.

JOEL

I'm Joel.

VOICE-OVER

No, it was lovely.

CLEMENTINE (CONT'D)

Hi, Joel. So no jokes about my name?

JOEL

You mean, like...

(singing)

Oh, my darlin', oh, my darlin', oh, my darlin', Clementine... ? Huckleberry Hound? That sort of thing?

CLEMENTINE

Yeah, like that.

JOEL

Nope. No jokes. My favorite thing when I was a kid was my Huckleberry Hound doll. I think your name is magic.

She smiles.

CLEMENTINE

(eyes welling)

This is it, Joel. It's gonna be gone soon.

JOEL

I know.

CLEMENTINE

What do we do?

JOEL

Enjoy it. Say good-bye.

She nods.

Joel and Clementine are walking near the surf.

JOEL (CONT'D)

So you're still on the Zoloft?

VOICE-OVER

Next thing I remember we were walking
down near the surf.

CLEMENTINE

No, I stopped. I didn't want to feel
like I was being artificially modulated.

JOEL

I know what you mean. That's why I
stopped.

CLEMENTINE

But my sleeping is really fucked up.

JOEL

I don't think I've slept in a year.

CLEMENTINE

You should try Xanax. I mean, it's a
chemical and all, but it works... and it
works just having it around, knowing that
it's there. Like insurance.

JOEL

yeah?

CLEMENTINE

I'll give you a couple. See what you
think.

JOEL

Okay.

CLEMENTINE

Have you ever read any Anna Akhmatova?

JOEL

I love her.

CLEMENTINE

Really? Me, too! I don't meet people
who even know who she is and I work in a
book store.

JOEL

I think she's great.

CLEMENTINE

Me too. There's this poem --

JOEL

Did this conversation come before or
after we saw the house?

CLEMENTINE

I think, before.

JOEL

Seems too coincidental that way.

CLEMENTINE

Yeah, maybe.

Joel and Clementine wander near some beach houses closed for
the winter.

CLEMENTINE (CONT'D)

Do you know her poem that starts "Seaside
gusts of wind,/And a house in which we
don't live...

JOEL

Yeah, yeah. It goes "Perhaps there is
someone in this world to whom I could
send all these lines"?

CLEMENTINE

Yes! I love that poem. It breaks my
heart. I'm so excited you know it.
(pointing to houses)
Look, houses in which we don't live.

Joel chuckles appreciatively.

CLEMENTINE (CONT'D)

I wish we did. You married?

JOEL

Um, no.

CLEMENTINE

Let's move into this neighborhood.

Clementine tries one of the doors on a darkened house. Joel
is nervous.

JOEL

I do sort of live with somebody though.

CLEMENTINE

Oh.

She walks to the next house, tries the door.

CLEMENTINE (CONT'D)

Male or female?

JOEL

Female.

CLEMENTINE

At least I haven't been barking up the wrong tree.

She finds a window that's unlatched. She lifts it.

CLEMENTINE (CONT'D)

Cool.

JOEL

What are you doing?

CLEMENTINE

It's freezing out here.

She scrambles in the window. Joel looks around, panicked.

JOEL

(whisper)

Clementine.

VOICE-OVER

I couldn't believe you did that. I was paralyzed with fear.

The front door opens and Clementine stands there beckoning.

CLEMENTINE (CONT'D)

C'mon, man. The water's fine. Nobody's coming here tonight, believe me. This place is closed up. Electricity's off.

JOEL

I hesitated for what seemed like forever.

CLEMENTINE

I could see you wanted to come in, Joel.

He walks cautiously toward the door.

CLEMENTINE (CONT'D)

As soon as you walked in. I knew I had you. You knew I knew that, right?

INT. HOUSE - CONTINUOUS

Joel enters the darkened and Clementine closes the door behind him.

JOEL

I knew.

CLEMENTINE

I knew by your nervousness that Naomi wasn't the kind of girl who forced you to criminally trespass.

JOEL

It's dark.

CLEMENTINE

Yeah. What's your girlfriend's name?

JOEL

Naomi.

She's searching through drawers for something. She pulls out a flashlight, shines it in Joel's face.

CLEMENTINE

Ah-ha! Now I can look for candles, matches, and the liquor cabinet.

JOEL

I think we should go.

CLEMENTINE

No, it's our house! Just tonight --
(looking at envelope on
counter)

-- we're David and Ruth Laskin. Which one do you want to be? I prefer to be Ruth but I'm flexible.

(opens cabinet)

Alcohol! You make drinks. I'm going find the bedroom and slip into something more Ruth. I'm ruthless at the moment.

She runs upstairs, giggling. The room is drying out, turning into a husk.

JOEL

(calling after her)

I really should go. I really need to catch my ride.

VOICE-OVER

I didn't want to go. I was too nervous. I thought, maybe you were a nut. But you were exciting. You called from upstairs.

CLEMENTINE (CONT'D)

(flat)

So go.

JOEL

I did. I walked out the door. I felt like I was a scared little kid. I thought you knew that about me. I ran back to the bonfire, trying to outrun my humiliation. You said, "so go" with such disdain.

CLEMENTINE (CONT'D)

(poking her head downstairs)

What if you stay this time?

JOEL

I walked out the door. There's no more memory.

CLEMENTINE

Come back and make up a good-bye at least. Let's pretend we had one.

Clementine comes downstairs, vague and robotic, making her way through the decaying environment.

CLEMENTINE (CONT'D)

Bye, Joel.

JOEL

I love you.

She smiles. They kiss. It fades.

CLEMENTINE

I --

EXT. BEACH - NIGHT

Joel finds himself hurrying back to the bonfire. This scene, too, is disintegrating. It dries up and Joel is just standing there on a faded beach at night, the bonfire frozen in the distance like a photograph.

INT. CAR - NIGHT

Joel sits in the back seat, Rob and Carrie are in the front.

CARRIE

Did you have fun?

Joel nods glumly.

Carrie continues to talk, but her voice goes under as Joel studies the faded husks of memories, piled like refuse outside the moving car window. He sees dried-out version of previous interactions with Clementine playing out in loops. He looks back and sees the memory of his ride home from the beach with Rob and Carrie. It, too, is decaying. Soon all has crumbled into dust. Everything goes black.

INT. JOEL'S BEDROOM - EARLY MORNING

Howard watches the monitor. The last specks of light are fading. It grows dark. He is tired, his eyes are hollow. He turns to Stan, who is staring out the window at the dawn.

HOWARD

Okay.

Stan turns and wordlessly begins the clean-up. He pulls the electrodes off of Joel's scalp, coils cable, packs bags. Howard dials the bedside phone. He waits as it rings.

HOLLIS'S VOICE

Hi, you've reached the Mierzwiaks. We can't come to --

Howard hangs up.

EXT. JOEL'S APARTMENT BUILDING - EARLY MORNING

Stan and Howard load the last of the equipment into the back of the van. He and Howard look at each other.

STAN

So, I've got to drop the van off.

MIERZWIAK

Thanks, Stan. Thanks.

INT. PATRICK'S CAR - EARLY MORNING

Patrick and Mary are heading home from Boston. Mary is silent and depressed. Patrick tries to break the silence.

PATRICK

You want to stop for coffee or something?

Mary shakes her head "no." Long silence.

PATRICK (CONT'D)

Well, it was sure beautiful on that river. Thanks for sharing it with me.

Mary doesn't say anything. Silence.

PATRICK (CONT'D)

Well do it again soon.

EXT. PARKING STRUCTURE - EARLY MORNING

Stan pulls the van into space marked "Lacuna." He gets out, crosses to his car. Mary is sitting on the hood.

STAN

Hey.

MARY

(beat)

Do you swear you didn't know?

STAN

I swear.

MARY

And you never even suspected? Never saw us behaving in any unusual way together?

STAN

Once, maybe.

She watches him closely, waiting for him to continue.

STAN (CONT'D)

It was here. At his car. I was coming back from a job and spotted you together. You seemed caught. I waved. You giggled.

MARY

How did I look?

STAN

(beat)

Happy. Happy with a secret.

Mary starts to cry.

MARY

And after that?

STAN

I never saw you together like that again. So I figured I was imagining things.

Mary says nothing.

STAN (CONT'D)

I really like you, Mary. You know that.

MARY

Do you remember anything else? What I was wearing? Was I standing close to him? Was I leaning against his car like I owned it? How did he look at me when I giggled? Tell me everything.

STAN

(thinking)

You were in red. That red sweater with the little flowers, I think. You were leaning against his car.

(thinking)

He looked a little like a kid. Kind of

goofy and wide-eyed. I'd never seen him look like that before. Happy. You looked beautiful. You looked in love.

MARY

(heading toward the levator)

Thanks, Stan.

She stops but doesn't turn to face him.

MARY (CONT'D)

You're nice.

(beat)

But I love him. I knew I loved him. Now I know.

He nods. She waves, heads to the elevator.

INT. JOEL'S BEDROOM - MORNING

Joel awakens. The apartment is neat, like when he went to sleep. He gets out of bed and heads into the bathroom.

EXT. COMMUTER TRAIN STATION - MORNING

Joel waits on the crowded platform. The platform across the tracks is empty. Joel's train arrives. It's packed. He squeezes on with all the other commuters.

INT. OFFICE - DAY

Joel works in his cubicle over the light table. He seems distracted. He dials his phone. He's nervous.

JOEL

Hi... Naomi? Yeah, hi! How are you? I know, I know. It's been a long time. Not too much. You? Oh, that's great! Congratulations! Maybe I could buy you dinner to celebrate? Tonight? I'm free. Okay, good!

INT. LACUNA RECEPTION AREA - DAY

Mary does paperwork at her desk. She looks through her reception window at the sad people waiting in the lobby with their bags of stuff.

INT. MIERZWIAK'S OFFICE - CONTINUOUS

Mierzwiak dials his phone and waits. He hangs up. Mary enters with the papers.

MARY

I need this signed, Howard.

He takes it, unable to make eye contact. He signs it, hands

it back.

MARY (CONT'D)

Thanks.

(beat)

So... do we talk about this... or what?

MIERZWIAK

I don't know what I'm supposed say, Mary.
I want to do the right thing here.

MARY

Do you love me? Did you love me?
Something. I listened to my tape. I
can't believe I've been sitting right in
front of it for a year. It's like
listening to someone else's story. I
mean, I hear myself talking about having
sex with you and I can't even imagine you
naked. I can't even say "naked" to you!

MIERZWIAK

I have a family, Mary.

MARY

You made me have an abortion.

MIERZWIAK

It was a mutual decision.

MARY

You made me have you erased! I loved
you. I love you! How could you --

MIERZWIAK

I didn't make you. You thought it best.
(off her stare)
But, look, I take full responsibility.

She looks at him for a long while. Then, out of frustration,
she screams.

INT. RESTAURANT - NIGHT

Joel sits across from Naomi.

NAOMI

(oddly cautious)

So... you haven't been involved with
anyone in all this time?

JOEL

It's been a pretty lonely couple of
years.

NAOMI

I'm sorry.

JOEL

Well, it was my fault -- the break-up.
I'm sorry.

NAOMI

Oh, sweetie. It really does cut both
ways. We were taking each other for
granted and --

JOEL

I miss you.

NAOMI

Miss you, too.
(awkward pause)
I have been seeing someone for a little
while.

JOEL

(trying for enthusiasm)
Oh! Great. That's great!

NAOMI

A religion instructor at Columbia. A
good guy. He's a good guy.

JOEL

I'm sorry. I really shouldn't have --

NAOMI

I'm glad you called.

INT. JOEL'S BEDROOM - NIGHT

Joel and Naomi are in bed having sex. There are certain
sexual routines, habits, they have fallen back into almost
immediately. She sticks her tongue in his ear in a way
that's trying to be sexual but just feels embarrassing to
him. They finish and lie there.

JOEL

So you think the dissertation will get
published?

NAOMI

I don;t know. I'm not sure there's a big
public demand for books on Calvinism and
Misogyny.

INT. CLEMENTINE'S APARTMENT - NIGHT

Clementine lies in bed with Patrick.

EXT. COMMUTER TRAIN STATION - MORNING

The platform is crowded with business commuters. Joel is

among them.

The platform across the tracks from them is empty. Suddenly, Joel turns and makes his way through the crowd. He climbs the stairs, crosses the overpass and makes his way to the empty platform. An almost empty train pulls into that platform. Joel gets on the train and watches the business commuters through the dirty window as his train pulls out of the station.

INT. MARY'S APARTMENT - MORNING

Mary gets out of bed. She has been crying all night. She's a wreck. She puts on some coffee then crosses into the living room area. Sitting there are piles of the files from work. She pulls the top one out, copies the name and address onto an envelope stuffs the file and tape cassette in. She pulls another file out. This one has Joel's name on it. She copies it onto an envelope.

INT. CLEMENTINE'S APARTMENT - NIGHT

Joel says goodbye to Clementine.

CLEMENTINE

So you'll call me, right?

JOEL

Yeah.

CLEMENTINE

When?

JOEL

Tomorrow?

CLEMENTINE

Tonight. Just to test out the phone lines.

JOEL

Yeah.

Joel exits. We stay on Clementine as she watches Joel head to his car, tromping through the snow.

INT. JOEL'S APARTMENT - NIGHT

Joel enters, drops his overcoat on a chair, dials the phone.

JOEL

Hi, Naomi, it's Joel.

NAOMI'S VOICE

Hi.

JOEL

How's it going?

NAOMI'S VOICE

Good. I called you at work today. They said you were home sick.

JOEL

I know. I had to take the day to think.

NAOMI'S VOICE

Yeah, I tried you at home. Did you get my message?

JOEL

I just got in.

NAOMI'S VOICE

Long day thinking.

Joel flips on messages with volume down.

JOEL

Yeah, I suppose so.

NAOMI ON MACHINE

(cheerful)

Hi. They told me you were sick! So... Where are you?! I had a really nice time last night. Just wanted to say hi, so... hi. Call me. I'm home. Call me!

NAOMI'S VOICE

That's me.

JOEL

There you are.

(pause)

Naomi, it's just... I'm afraid if we fall back into this fast without considering the problems we had...

NAOMI

Okay, Joel. I suppose you're right.

JOEL

I had a good time last night. I really did.

NAOMI

So I'm going to get some sleep. I'm glad you're okay.

JOEL

We'll speak soon.

NAOMI

'Night.

She hangs up and Joel stands there for a minute feeling creepy, then he dials the number on a piece of paper.

CLEMENTINE'S VOICE

What took you so long?

JOEL

I just walked in.

CLEMENTINE'S VOICE

Hmmm. Do you miss me?

JOEL

Oddly enough, I do.

CLEMENTINE'S VOICE

Ha Ha! You said, I do. I guess that means we're married.

JOEL

I guess so.

CLEMENTINE'S VOICE

Tomorrow night... honeymoon on ice.

EXT. CHARLES RIVER - NIGHT

Clementine steps out onto it. Joel follows nervously.

CLEMENTINE

Don't worry. It's really solid this time of year.

JOEL

I don't know.

She takes his hand and he is suddenly imbued with confidence.

JOEL (CONT'D)

This is so beautiful.

She squeezes his hand.

CLEMENTINE

Isn't it?

She runs and slides on the ice. Joel is by himself now.

JOEL

I don't know. What if it breaks?

CLEMENTINE

What if?

Clementine lies on her back and stares up at the stars. Joel is paralyzed. He looks back at the shore.

JOEL

I think I should go back.

CLEMENTINE

Joel, come here. Please.

He hesitates then gingerly makes his way over to her. She reaches for his hand and gently pulls him down. He lies on his back beside her, their bodies touching. He wants to turn to her, but out of shyness, doesn't. She holds his hand. They look up at the stars. She smiles, doesn't say anything and snuggles closer to him.

JOEL

Listen, did you want to make love?

CLEMENTINE

Make love?

JOEL

Have sex. Y'know --

CLEMENTINE

Oh, um...

JOEL

Because I just am not drunk enough or stoned enough to make that happen right now.

CLEMENTINE

That's okay. I --

JOEL

I'm sorry. I just wanted to say that. This seems like the perfect romantic exotic place to do it and --

CLEMENTINE

Hey, Joel --

JOEL

-- and I'm just too nervous around you right now.

CLEMENTINE

I'm nervous, too.

JOEL

Yeah? I wouldn't have thought that.

CLEMENTINE

Well, you obviously don't know me.

JOEL

I'm nervous because I have an enormous crush on you.

She smiles up at the sky.

CLEMENTINE

Show me which constellations you know.

MONTAGE

We see people going to their mailboxes, finding manila envelopes. One by one they open the envelopes and pull out tapes. We see stunned, confused, disbelieving reactions as people listen to their tapes.

EXT. CLEMENTINE'S APARTMENT - DAY

Joel drops Clementine off. She kisses him.

INT. JOEL'S APARTMENT - A FEW MINUTES LATER

Joel enters with his mail. He opens a manila envelope, reads the enclosed file, sticks the cassette tape in his stereo, listens. Joel dials the phone.

CLEMENTINE'S VOICE

Yeah?

JOEL

Did you send this? Is it a joke?

CLEMENTINE'S VOICE

I probably got the same thing as you.

JOEL

I mean, I haven't even told anyone I've met you. Who would even know to do this?

CLEMENTINE'S VOICE

(matter of fact)

Maybe it's true then. It's my voice on the tape.

JOEL

That's what you have to say? How could it be true? I never even heard of any procedure like this. It's a joke.

CLEMENTINE

Maybe. Call someone who'd know.

MONTAGE

We see the people we saw opening envelopes, now on the phone. We hear over and over: "Is this true?", "Did this really happen?", "Do I know you?", "Is it true?"

INT. ROB AND CARRIE'S KITCHEN - DAY

Carrie is on the phone. She pauses nervously, then speaks:

CARRIE

Yes, Joel. It is true. We weren't supposed to say anything. They say it's like waking a sleepwalker.

INT. JOEL'S APARTMENT - CONTINUOUS

Joel hangs up. He dials the phone.

JOEL

It's true.

CLEMENTINE'S VOICE

I know. I spoke to my friend Magda.

Joel is immersed in the several page document.

JOEL

Look, I have to go. I have to think.

CLEMENTINE'S VOICE

Joel, we've fucked. We've made love. Like a million times. And we were so sweet and shy and inept with each other last night. Isn't that lovely?

Joel doesn't know what to say as this registers. He just stands there dumbly.

CLEMENTINE'S VOICE (CONT'D)

Come over here, sweetheart. Please.

INT. CLEMENTINE'S APARTMENT - LATER

Joel and Clementine review their separate Lacuna packages together.

CLEMENTINE

Says you were closed off, non communicative, never told me what you were feeling.

JOEL

Says you were a bully...

CLEMENTINE

(laughing)
A bully? Moi?

JOEL

That's what it says. You drank too much, you picked on me for being passive and timid.

CLEMENTINE

Well, sounds like me. Sorry, man.
(reading)
Says you were jealous and suspicious.

JOEL

Says you would sometimes disappear all night, then brag to me about your sexual conquests.

CLEMENTINE

Did I use the term "sexual conquests" or is that your way of putting it.

JOEL

I don't know.

CLEMENTINE

Doesn't sound like me.

JOEL

Says you were a slob, leaving trails of panties and dirty socks in your wake.

CLEMENTINE

Says you were constantly calling me a slob.

(laughs)

It's sexy that we were like a married couple, griping and overly-familiar and bored. Don't you think?

JOEL

(considering)

I sort of do. But I only see it as a fantasy version of reality. Cleaned up enough to be erotic.

CLEMENTINE

We should have sex. It's old hat for us.

She smiles at nervous Joel.

CLEMENTINE (CONT'D)

You know my body like the back of your hand.

She unbuttons her blouse.

CLEMENTINE (CONT'D)

Every curve, every freckle.

She takes off her shirt. He stares at her. He has clearly never seen this body before.

JOEL

You're so beautiful.

She approaches him, kisses him, his arms wrap around her waist for the first time.

INT. LACUNA LTD. WAITING ROOM - MORNING

Stan enters the waiting room, now crowded with people holding their files, a stunned-looking lot. There is a new woman in the reception window. The file cases behind her are bare.

RECEPTIONIST

May I help you?

STAN

I work here. I used to work here. Stan. Please just tell Howard I'm here to clean out my desk.

RECEPTIONIST

(into phone)

Mr. Mierzwiak, Stan is here to -- Yes sir.

(to Stan)

He says he needs to see you.

INT. MIERZWIAK'S OFFICE - MOMENTS LATER

Stan enters. Mierzwiak is pale and pacing.

MIERZWIAK

She should not have done this, Stan. As mad as she was... as justifiably --

STAN

I don't know what you're talking about, Howard.

MIERZWIAK

Mary has stolen our files and is sending them back to people.

STAN

Jesus.

Mierzwiak turns up the volume on a small video monitor looking in on the lab, where Patrick has clearly taken over Stan's position. He is in the process of interviewing a sad young woman.

YOUNG WOMAN

... so I called everybody I know and asked them to tell me everything. Now I know my entire history with him, but it's in the form of a story, I'm losing my mind.

MIERZWIAK

This is why people must never be told.

It's like waking a --

YOUNG WOMAN

I don't know what to do. Before I thought I was depressed for no reason. Now it's like I've been assigned a reason.

PATRICK

This never should've happened, ma'am. We'll take care of it.

MIERZWIAK

I know you don't like me much, Stan, but please talk to Mary. She of all people should know this is a dangerous thing she's doing.

INT. OFFICE - DAY

Joel works over his light box. His phone rings.

JOEL

Hi, it's Joel.

CLEMENTINE'S VOICE

Hey, lover. Whatcha doing?

JOEL

I'm just, y'know, passing the time best I can till I can see you.

CLEMENTINE'S VOICE

God, I can't believe I ever hated you.

JOEL

You must have been crazy.

CLEMENTINE'S VOICE

Guess what I'm wearing.

JOEL

I don't know. Panties and --

CLEMENTINE'S VOICE

Your dried cum.

JOEL

Jesus.

CLEMENTINE

You're still excited by my irreverence. You haven't yet started to think of it as my "gratuitous need to shock."

JOEL

I can't stop thinking about you.

CLEMENTINE

Yay. Meet me after work by the old mill.

JOEL

What old mill? Is that somewhere we --

CLEMENTINE

I just wanted to say that. Come by my house.

INT. MARY'S APARTMENT - DAY

Mary opens the door. Stan stands there with two cups of take out coffee.

MARY

Oh.

STAN

Hi.

MARY

What do you want, Stan?

STAN

Can I... I brought some --

She steps aside for Stan to enter. He does, looks around, sees the tapes and the stuffed envelopes on the floor.

STAN (CONT'D)

What's this?

MARY

Nothing.

STAN

I know what it is.

MARY

Then why did you ask me?

STAN

I don't know. I just -- there are a lot of really confused people showing up at the office.

MARY

They have a right to know. Howard is a thief. He steals the truth.

(suddenly weeping)

I can't remember my baby! I can't remember my baby. It existed and I can't even remember. Do you understand that?

Stan doesn't know what to say. He stands there dumbly. Mary

slumps into a ball on a chair.

STAN

Mary, people come to him voluntarily.

MARY

I won't allow it. Those who cannot remember the past are condemned to repeat it. What do you think of that? That's from my quote book.

STAN

The office is filled with people who want their memories re-erased.

MARY

(hysterically)

Remember the Alamo! Remember the Alamo!

STAN

Mary... please. This is hurting people.

Long pause, then:

MARY

(small)

I don't want to hurt people.

(breaking down)

But these things happened! All these little sadnesses, the big ones. What if no one remembers? What does that do to the world?

(beat, quietly)

Someone has to remember, Stan.

They look at each other.

EXT. PARK - AFTERNOON

Vague elliptical images of a young girl on a swig.

SAD WOMAN'S VOICE

I was by myself in the park because my friend Davia was sick that day. I was on a swing. There was this smiling man walking a little bushy dog --

Vague shots of a man smiling, a scruffy dog on a leash.

SAD WOMAN'S VOICE (CONT'D)

The man said something like, "He's friendly --"

Vague shot of the man, his voice overlapping with the woman's.

SAD WOMAN'S VOICE (CONT'D)

"-- he won't bite."

MAN

He won't bite. You can pet him if you want...

Shot of the girl petting the dog.

MAN

Do you want to give him a biscuit?

The girl nods.

MAN (CONT'D)

They're in my car. Why don't you --

DISTRAUGHT WOMAN'S VOICE

Excuse me? Hello?

INT. LACUNA RECEPTION AREA - DAY

Mary, with a headset on, looks up, startled. She switches off the tape. She has been crying. There's a pile of tapes next to her. The distraught woman is standing there.

MARY

May I help you?

DISTRAUGHT WOMAN

I'm here for Dr. Mierzwiak. My name is Helene Kernfeld.

MARY

Yes, please have a seat. The doctor will be with you momentarily.

The woman sits. Mary presses an intercom button.

MARY (CONT'D)

Howard, your 10:30.

She switches the tape back on.

SAD WOMAN'S VOICE

He took me to his car and ...

Vague shot of the girl being raped.

INT. COMMUTER TUBE - DAY

The old woman is staring off blankly, her giant manuscript in her lap, as she travels over the New York skyline. We move into her eyes.

INT. VAGUE SPACE

Vague reenactments of memories intermingle in this undefined

space:

The young girl being raped by the man in the car.

A soldier on a battlefield looking at his slaughtered friends.

A couple fighting, from the woman's point of view.

MAN

I...I... I... find you physically repulsive! I can't even look at you!

They look at each other in silence.

A little boy being called "faggot" by an endless succession of boys.

The aftermath of a car accident from the driver's POV.

Mary having an abortion.

INT. COMMUTER TUBE - DAY

The old woman and her chair lift out of the line of commuters.

INT. WAITING ROOM - DAY

It's modern and well-appointed. The old woman enters, sits behind the reception desk, drops her manuscript into the drawer. She takes some pills with water. An old man enters.

OLD MAN

How are you today, Mary?

OLD WOMAN (MARY)

Let's see... Still dying, Howard.

OLD MAN (HOWARD)

You don't have to jump down my throat. I was trying to be nice.

OLD WOMAN (MARY)

Well, don't try. It's unbecoming on you.

Old Howard mutters something and disappears into the back. Old Mary pulls out a file from behind, removes a small disc, places it in a machine on her desk, slips on earphones and listens, somewhat wearily but attentively. We watch the color drain from her face, but don't hear the recording. Another old woman enters the office. Old Mary looks up, seems a bit startled, conceals it, turns off the tape.

OLD WOMAN (MARY) (CONT'D)

May I help you?

SECOND OLD WOMAN

I'd like to make an appointment.

OLD WOMAN (MARY)

I think the doctor is free this morning.
He can probably take you right away for
an initial consultation.

The second old woman smiles gratefully.

INT. OLD MAN'S OFFICE - A FEW MINUTES LATER

Old Howard works at his desk. Old Mary enters with the
second old woman.

OLD WOMAN (MARY)

Dr. Mierzwiak, this is Clementine
Kruczynski. She'd like to talk to you.

Old Howard and the old Mary eye each other.

OLD MAN (HOWARD)

Hello, Ms. Kruczynski. Nice to meet you.
Please have a seat.

He indicates a sitting area. She sits. He joins her.

OLD MAN (HOWARD) (CONT'D)

Would you mind if I tape our discussion?

She shakes her head. He punches a couple of buttons on his
computer console. A tape recorder starts up and his computer
screen lights up so only he can see it. On it we see a whole
file on Clementine Kruczynski: a list of fifteen dates of
previous erasures stretching back fifty years, all of them
involving Joel Barish.

OLD MAN (HOWARD) (CONT'D)

So, why don't you begin by telling me why
you've come here.

SECOND OLD WOMAN (CLEMENTINE)

Well, I met this man, Joel, three years
ago at a senior dance... We'd both been
alone for so long and...

INT. TUBE - NIGHT

The old woman (Mary) travels in the commuter tube over
Manhattan. It's late, the tube is mostly empty. She has
earphones on.

SECOND OLD WOMAN (CLEMENTINE) (V.O.)

I remember Joel and I were having
breakfast --

INT. VAGUE SPACE

An old man and the second old woman eat breakfast.

SECOND OLD WOMAN (CLEMENTINE) (V.O.)

-- I said something like we should go
upstate and see the leaves change...

The old man looks up from his cereal and stares blankly. The woman smiles, but there is no response... just a dead stare.

**SECOND OLD WOMAN (CLEMENTINE) (V.O.)
(CONT'D)**

He just stared at me as if I didn't
exist. As if I had never existed...

INT. TUBE - CONTINUOUS

The second old woman's (Clementine) voice drones tinnily on in the distance. The old woman with the earphones is dead, her eyes glassy and unseeing.

SECOND OLD WOMAN (CLEMENTINE) (V.O.)

-- his eyes used to be so filled with
love. But it was gone. How can I go
back to being alone after seeing love? I
was alone for so long. What had I done
with my life? I was alone so long.

INT. SECOND OLD WOMAN'S APARTMENT - NIGHT

The old Clementine is unconscious on her bed, hooked up to modern versions of the erasing machines. Two young technicians monitor the equipment. The woman's bedside phone rings. Her machine picks up. After a moment:

OLD MAN'S VOICE

Hi, it's Joel. What's going on, Clem?
Why won't you call me back? Please call
me. We need to speak.

The machine clicks off. One of the technicians reaches over and presses the "erase" button on the machine.

BLACK.

THE END