

el. Only
: project
others").

Gondry)

Eternal Sunshine of the Spotless Mind

a screenplay by
Charlie Kaufman

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1 EXT. COMMUTER TRAIN STATION - DAY 1

It's gray. The platform is packed with business commuters: suits, overcoats. There is such a lack of color it almost seems as if it's a black and white shot, except one commuter holds a bright red heart-shaped box of candy under his arm. The platform across the tracks is empty. As an almost empty train pulls up to that platform, one of the suited men breaks out of the crowd, lurches up the stairs two at a time, hurries across the overpass and down the stairs to the other side, just as the empty train stops. The doors open and the man gets on that train. As the empty train pulls from the station, the man watches the crowd of commuters through the train's dirty window. We see his face for the first time. This is Joel Barish. He is in his 30's, sallow, a bit puffy. His hair is a little messy, his suit is either vintage or just old and dirty and sort of threadbare. His bright tie has a photograph of a rodeo printed on it.

2 EXT. MONTAUK TRAIN STATION - DAY 2

Joel talks on a payphone. The wind howls around him. He tries to shield the mouthpiece as he talks. His speech is a self-conscious mumble, especially difficult to hear over the elements.

JOEL,

Hi, Cindy. It's Joel. Joel. I'm not feeling well this morning. No, food poisoning, I think. I had clams. Clams! I'm sorry it took me so long to call in, but I've been vomiting a lot. I've been vomiting! Yes, that's right, a lot!

3 EXT. BEACH - DAY 3

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

4 EXT. BEACH - DAY 4

Later: Joel looks out at the ocean.

5 EXT. BEACH - DAY 5

Later: Joel sits on a rock and pulls a big, tattered notebook from his briefcase. He opens it and reads his last entry.

JOEL (V.O.)

January 6, 2001. Nothing much. Naomi and I coexisting. Roommates. Nothing. Will it go on like this forever? My best guess? Yes.

(CONTINUED)

Under the entry is a detailed drawing of a paranoid, wild-eyed man huddled in the corner of a damp basement lit by a bare bulb on a cord. Joel notices something odd: a great many pages have been torn out after the last entry. He ponders it for a moment, then writes on the next page:

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

Valentine's Day 2003. First entry in two years. Where did those years go? If you're not careful it gets away from you. And then it's over and you're dead. And within a few years who even remembers you were here?

(thinks)

Called in sick today. Took the train out to Montauk.

(thinks)

Cold.

(thinks some more)

Don't know what else to say. I saw Naomi last night. First time since the break-up. We had sex. It was odd to fall into our old familiar sex life so easily. Like no time has passed. Suddenly we're talking about getting together again. I guess that's good.

He has no other thoughts, does some work on the drawing on the opposite page. 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. This is Clementine. She's in her early thirties, zaftig. He watches her for a bit, then as she nears, he goes back to his drawing, or at least pretends to. Once she has passed, he watches her walk away. She stops and stares out at the ocean. Joel writes.

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

Constitutionally incapable of making eye-contact with a woman I don't know. Guess I'd better get back with Naomi. Ought to buy her a Valentine. She loves roses, I believe.

6 EXT. BEACH - DAY

6

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

7 EXT. BEACH - DAY

7

LATER: Joel digs into the sand with a stick.

8 INT. DINER - DAY

8

It's a local tourist place, but off-season empty. An old couple drink coffee at the counter. Joel sits in a booth and eats a grilled cheese sandwich and a bowl of tomato soup. In his notebook he is drawing a wizened old man with a metal detector. His metal detector has led him to another dead old man clutching a metal detector. Joel meekly, unsuccessfully, tries to get the waitress's attention for more coffee. 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.

CLEMENTINE

Hi, it's me again! My home away from home.

WAITRESS

Coffee?

CLEMENTINE

God, yes. You've saved my life! Brrr!

The waitress pours the coffee.

WAITRESS

You know what you want?

CLEMENTINE

(laughing)

Ain't that the question of the century.

The waitress is not amused. Clementine gets business-like.

CLEMENTINE (CONT'D)

You got grilled cheese and tomato soup again today?

WAITRESS

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.

(CONTINUED)

8 CONTINUED:

8

Clementine pulls a book from her purse and starts to read. Joel glances up, tries to see the book's cover. It's blue and white. He can't make out the title.

9 EXT. BEACH - DAY

9

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.

10 EXT. MONTAUK TRAIN STATION PLATFORM - LATE AFTERNOON

10

Joel sits on a bench waiting for the 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 his journal from his briefcase and tries to write in order to conceal his awkwardness.

JOEL (V.O.)

Why do I fall in love with every woman I
see who shows me the least bit of
attention?

11 INT. TRAIN - LATE AFTERNOON

11

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

What? I couldn't hear you.

JOEL

I said, I'm sorry.

CLEMENTINE

Why are you sorry? I just said hi.

(CONTINUED)

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. Hello. Hi.

Clementine giggles, makes her way down the aisle toward 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 you me.

(pause)

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

JOEL

(mumbling)
No, I'm just... I don't really, um ...

CLEMENTINE

What? You don't really what?

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

JOEL

It's okay if you want to sit down.

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. Not in life.

JOEL

Rockville Center.

(CONTINUED)

CLEMENTINE

Get out! Me too! What are the odds?

She stares at him. He gets uncomfortable.

CLEMENTINE (CONT'D)

Do I know you?

JOEL

I don't think so.

CLEMENTINE

Hmmm. Do you ever shop at Barnes and Noble?

JOEL

Sure.

CLEMENTINE

That's it. That's me: book slave there for, like, five years now. I thought I'd seen you somewhere.

JOEL

Really? Because --

CLEMENTINE

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

JOEL

-- I go there all the time. I think I'd remember you.

CLEMENTINE

Well, I'm there. I've seen you, man. 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. I'll go on the dole like my daddy before me. Might be the hair.

JOEL

What might?

CLEMENTINE

Changes a lot. That's why you might not recognize me. What color am I today?

(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're 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? Fifty, tops?

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

(mumbly)

I'm sure you would.

CLEMENTINE

My writing career! Your hair written by Clementine Kruczynski.

(thought)

The Tom Waits album is Rain Dogs.

*

(CONTINUED)

11 CONTINUED: (4)

JOEL

You sure? I don't know that album --

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

It's been suggested.

(CONTINUED)

CLEMENTINE

(singing))

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

JOEL

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

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

I don't know. I was just... I don't
know. I was just... 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

(mumbling)

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.

(CONTINUED)

11 CONTINUED: (6)

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. 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, I understand.

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 Red Right Hand by Joel Townsley Rogers. Joel eyes the book.

CLEMENTINE (CONT'D)

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

She hands the conductor the ticket, 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 an 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.

(CONTINUED)

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

(trying for a joke)
Hey, Old Yeller would be a good color.

CLEMENTINE

(not seeming to hear)
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 are.

JOEL

It's no problem. Anyway, I have some stuff I need to -- I'm trying to work out some -- I'm writing some thoughts, sort of.

CLEMENTINE

Oh, okay. Well, sure, I'll just...
(stands, throws bag over
shoulder)
Take care, then.

JOEL

(pulling notebook from
briefcase)
Probably see you at the book store.

CLEMENTINE

(heading toward other end of
car)
Unless I get that hair-color-naming job.
Old Yeller is funny, by the way.

Clementine sits and stares out the window.

JOEL

How about Karen Black?

CLEMENTINE

You're good! We could be partners.

(CONTINUED)

11 CONTINUED: (8) 12.
11

They smile at each other. Joel drops the gaze first.

12 INT. TRAIN - DUSK 12

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 buried in his notebook. He's drawing Clementine.

13 INT. TRAIN - NIGHT 13

It's dark out. The train is pretty crowded. A couple of women hold bouquets of flowers, another has a red heart-shaped box of candy. Joel stares out the window. Clementine sits closer still to Joel, eyes him.

14 EXT. TRAIN STATION - NIGHT 14

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

15 INT./EXT. JOEL'S CAR - NIGHT 15

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 sure? It's cold.

CLEMENTINE

Yeah? It is frosty.

He pulls over. She climbs in. They drive.

JOEL

Where do you live?

CLEMENTINE

You're not a stalker or anything, right?

JOEL

Stalker Channing. No, that's not really a color, is it? Quit while I'm ahead.

CLEMENTINE

You can't be too careful about stalkers. I've been stalked.

(MORE)

(CONTINUED)

CLEMENTINE (CONT'D)
I've been told by experts I'm highly stalkable. I don't need that.

JOEL
I'm not a stalker. You talked to me, remember?

CLEMENTINE
That's the oldest trick in the stalker book.
(beat)
You know Sherman Drive?

JOEL
Yeah.

CLEMENTINE
Sherman Drive. 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. She broods.

CLEMENTINE
Well, I am. Okay?
(pointing to a house)
Me.

Joel pulls over.

CLEMENTINE (CONT'D)
Thanks very much. That was very nice of you.

JOEL
Oh, well, I wouldn't want to be nice --

CLEMENTINE
Jesus, I'm full of shit. I already told you that.
(pause)
Anyway. See ya. Happy Valentine's Day.

He looks at her. Clementine opens the car door.

JOEL
You too. I enjoyed meeting you.

(CONTINUED)

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.

16 INT. CLEMENTINE'S APARTMENT - NIGHT

16

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... this guy 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.

(CONTINUED)

JOEL

Thanks. That's a good caw you did. Your caw is something to crow about.

CLEMENTINE

Huh?

Joel shakes his head embarrassedly and mumbles something.

CLEMENTINE (CONT'D)

Do you believe in that stuff?
Reincarnation?

JOEL

I don't know.

CLEMENTINE

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

Clementine takes the photo off the wall and shows Joel the inscription on back.

*
*

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.

(CONTINUED)

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.

(CONTINUED)

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 sort of have to go and --

CLEMENTINE

Stop mumbling.

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. 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. He stares at the potatoes, confused. 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. Or was I?

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

CLEMENTINE (CONT'D)

Y'know, I'm sort of psychic.

(CONTINUED)

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. The human mind creates order where there is none.

CLEMENTINE

(dreamy beat)

But I think I am. I like to think I am. 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. You should read my journal. It's just, like, blank.

CLEMENTINE

(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?

(MORE)

(CONTINUED)

CLEMENTINE (CONT'D)

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 dreadful.

JOEL

I have a tendency to use that word too much. It is a little nondescript.

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

(mock put out)

Yeah, I guess.

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.

(MORE)

(CONTINUED)

CLEMENTINE (CONT'D)

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

I'm gonna marry you! I know it!

JOEL

Um, okay.

CLEMENTINE

(laughing)

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

JOEL

No. Yeah. Sort of. Not really.

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? With all the wrinkles and scars and the general falling apart that's coming 'round the bend. You ever inhale hairspray? Fucking good high. I don't anymore. It causes cellulite.

(beat)

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

Joel looks slightly crestfallen.

(CONTINUED)

CLEMENTINE (CONT'D)

(off his reaction)

Oh, Joel, you're so sweet! Yay!

(kisses him on the cheek)

Just been seeing him for the last week. 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. Caw.

CLEMENTINE

It 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 sounds scary.

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 my psychic stuff comes in. Like, it just isn't right with him. Y'know?

JOEL

I think so. I had a girlfriend two years ago and just yesterday --

CLEMENTINE

I don't believe in that soulmate crap anymore, but... Patrick says so many great things. We like the same writers. This writer Joel Townsley Rogers he turned me on to.

JOEL

Yeah, he's one of my favorites. I saw you had his book in your purse. One of the oddest locked room mysteries.

(CONTINUED)

CLEMENTINE

And this kid's cute, too. It's fucked up. I mean, here it is Valentine's Day and I can't bring myself to call him.

(beat)

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, grabs a pen.

CLEMENTINE (CONT'D)

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

JOEL

Yes.

She scribbles her phone number on Joel's right hand. He stands there uncomfortably for a moment, then forces himself to speak.

(CONTINUED)

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.

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.

Joel exits. Clementine watches him through an open window as Joel gets in his car. *

*
*

CLEMENTINE

And wish me a happy Valentine's Day when you call! That'd be nice!

17 INT./EXT. JOEL'S CAR - NIGHT

17

Joel drives home. He seems agitated. He parks in the lot behind his apartment building, gets out of the car and heads around to the front.

17A INT. VAN - NIGHT

17A

It drives slowly down the street. There are two dark figures inside.

STAN

I can't see any numbers.

(CONTINUED)

17A CONTINUED:

17A

PATRICK
 (squinting)
 One-thirty-seven?

Joel appears from the side of the house.

STAN
 There! That's him, right?

PATRICK
 I think so.

The van trails Joel, who looks back at it, then makes his way toward his building. The van parks across the street.

18 EXT. JOEL'S APARTMENT BUILDING - CONTINUOUS 18 *

Joel heads up the walk to his building. He looks back at the van, tries to see in. The window rolls down and a hand comes out and waves cheerily. *

MUFFLED PATRICK FROM INSIDE VAN
 Thanks, Joel.

Laughter from in the van. The window is rolled up. Joel enters his building.

19 INT. JOEL'S APARTMENT ENTRANCEWAY - CONTINUOUS 19 *

Joel pulls his mail from his box. In the light we see that Joel has a blue dot drawn on either side of his forehead. A man enters the building. This is Frank. *

FRANK
 Joel.

JOEL
 Frank.

The man opens his mailbox, sifts through some envelopes.

FRANK
 Jesus, shit. The only Valentine's Day cards I get are from my mother. How pathetic is that?

Joel chuckles, distracted.

FRANK (CONT'D)
 You're lucky you have Clementine, man.
 She's way cool.

(CONTINUED)

Joel looks at him. The guy continues to sift through his envelopes. A yellow envelope with the name "Lacuna" in the upper left catches Joel's eye.

FRANK (CONT'D)

Any big Valentine's plans with her?

JOEL

No.

Joel continues to stare at the yellow envelope.

FRANK

It's only a day away, better make reservations somewhere. Don't want to end up at Mickey D's.

The guy laughs. Joel smiles wanly.

FRANK (CONT'D)

McRomance!

The guy laughs again, too much.

FRANK (CONT'D)

Do you want fries with that shake?

JOEL

I've got to get to bed, Frank.

Frank looks at his watch.

FRANK

It's 8:30.

Joel shrugs, heads down the hall, unlocks his door, which is on the first floor.

FRANK (CONT'D)

What's with the dots?

20 INT. JOEL'S APARTMENT - CONTINUOUS

20 *

Joel changes into a pair of pajamas fresh from the package. He picks up a small vial from his night table, opens it, dumps a round pink pill into the palm of his hand, studies it, then swallows it quickly. He looks around the room, somewhat panicked, as if going through some checklist. He crosses to the window and looks out into the night. He tries again to squint into the van across the street.

*

21 INT./EXT. VAN - CONTINUOUS

21 *

The two figures inside are watching Joel in his apartment, squinting out at them. Joel gives up and walks away from the window.

PATRICK
(singing under breath)
She's a maniac, maniac on the floor --

STAN
Patrick, stop it.

Silence.

PATRICK
(singing unconsciously)
-- and she's dancing like she's never
danced before --

The lights in Joel's apartment click off.

PATRICK (CONT'D)
Show time at the Apollo.

The two guys get out of the van.

22 EXT. VAN - CONTINUOUS

22

Stan, in hip glasses, and Patrick open the back of the van and pull out a few briefcase-sized machines. They head up the apartment building walkway.

23 INT. JOEL'S APARTMENT BUILDING - MOMENTS LATER

23

Stan inserts a key and opens Joel's apartment door. He and Stan enter. They switch on the light. Patrick unconsciously hums "Maniac" as the two enter.

BLACK.

24 INT. JOEL'S APARTMENT - NIGHT

24

The room now looks a little vague. Joel changes into a pair of pajamas fresh from the package. He picks up a small vial from his night table, opens it, dumps a round pink pill into the palm of his hand, studies it. We see the pill from his POV. There's a code imprinted on it, but we can't make it out. He swallows the pill quickly. He looks around the room, somewhat panicked, as if going through some checklist.

(CONTINUED)

VOICE-OVER

Everything ready? Are they out there?

Joel crosses to the window and looks out into the night. He tries to squint into the van across the street. He can make out the two figures but no detail. He stands there for a moment, crosses to the bed, sits, dials the night table phone.

RECORDED VOICE

The number you have dialed is no longer in service. Please check your number and

--

JOEL

(weepy)

Bye.

He hangs up the phone, turns off the light and lies on his back on the bed. He stares up at the ceiling. The pills seems to be taking effect and Joel is getting drowsy. But something else is also happening: the room is getting darker, less distinct. He tries to keep his eyes open to watch this strange phenomenon, but can't. His eyes close and the room plunges into darkness. We hear a key in the door, the door opening, floorboards creaking under shoes and someone quietly humming "Maniac." These noises grow faint and disappear.

25 EXT. JOEL'S APARTMENT BUILDING - NIGHT

25

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

*

VOICE-OVER

Them.

The van window opens, a hand waves. Laughter. Joel hurries inside the building. Footsteps loud.

26 INT. JOEL'S APARTMENT ENTRANCEWAY - NIGHT

26

Joel pulls his mail from his box. A man enters the building.

*

MAN

Hey, Joel. What's up?

JOEL

Oh, hi, Frank.

The man opens his mailbox, sifts through some envelopes.

(CONTINUED)

26 CONTINUED:

MAN

I only get Valentine's Day cards from my mom. How sad is that?

Joel chuckles.

MAN (CONT'D)

You're lucky you have Clementine, Joel.

Joel looks at the guy as he sifts through his mail. A yellow envelope stamped with the "Lacuna" logo catches Joel's eye.

MAN (CONT'D)

Any big Valentine's plans?

JOEL

No.

Joel continues to stare at the yellow envelope. He sees a mole on the man's hand.

MAN

It's only a day away, better get --

The guy with mail is just a shadow now. Joel studies his ghostly form.

27 INT. ROB AND CARRIE'S LIVING ROOM - NIGHT

27

MAN

-- crackin'.

Joel is pacing. He clutches a small gift box wrapped in red paper. Rob and Carrie, 40's, watch from the couch.

JOEL

... so I get home from work tonight and I'm just tired of the bullshit. It's been going on long enough, so I call her, I figure, y'know, Valentine's day is three goddamn days away and I want this resolved. I'm willing to be the one to resolve it. So --

28 INT. JOEL'S APARTMENT - NIGHT

28

Joel dials the phone.

VOICE-OVER

-- I called her.

(CONTINUED)

RECORDED VOICE ON TELEPHONE
The number you have dialed has been
disconnected. If you --

Joel, startled, hangs up.

29 INT. STORE (ANTIC ATTIC) - NIGHT 29

Joel looks through a display case of funky necklaces. He
talks as he examines the jewelry.

JOEL
I thought, what the hell...So I hurried
over to Antic Attic, y'know --

30 EXT. ANTIC ATTIC - NIGHT 30

Quick shot of the exterior of Antic Attic.

31 INT. STORE (ANTIC ATTIC) - NIGHT 31

JOEL
-- to look for something for her.

- A saleswoman wraps the jewelry box in red paper.

JOEL (CONT'D)
I just thought, y'know, I'd go see her at
work, give her an early Valentine.
Because I'm going crazy.

- A hand writes on a heart-shaped card: "Clem -- I'm sorry.
I love you. Joel."

32 INT. BARNES AND NOBLE BOOKSTORE - NIGHT 32

Joel walks through the store with the small wrapped box in
his hand. He spots Clementine, now with magenta hair. He
approaches her, nervously.

JOEL
(quiet and mumbly)
What's wrong with your phone?

Clementine turns, smiles at him. It's a professional smile.

CLEMENTINE
I'm sorry, can I help you find something?

Joel is taken aback. He just stares at her for a moment.
She continues to smile at him. Patrick, a young man with a
shadowy, vague face, approaches her from behind.

(CONTINUED)

32 CONTINUED:

He seems almost out of breath. Joel registers that, for a split second, Patrick glances at him before speaking to Clementine.

PATRICK
Hey, Clem-ato!

CLEMENTINE
Baby boy!

They kiss. Joel watches, confused and horrified.

CLEMENTINE (CONT'D)
What you doin' here, baaaaaaay-beeee?
(to Joel)
I'll be with you in a minute, sir.

33 INT ROB AND CARRIES LIVING ROOM - NIGHT

33

Joel stops pacing, looks at Rob and Carrie.

JOEL
Why would she do that to me?

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

ROB
Does anyone want a joint?

CARRIE
Fuck, Rob. Just give it a rest.

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

ROB
I don't think you should go there, man.

JOEL
Right, 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.

ROB
Joel, look, the thing is --

CARRIE
Rob!

(CONTINUED)

33 CONTINUED:

ROB
What the fuck do you suggest, Carrie?
What's your brilliant, reasoned solution?

CARRIE
Jesus, does everything have to turn into
your shit about us? This is not about
us.

ROB
I agree. It's about Joel, who's an
adult. Not Mama Carrie's child.

Joel watches in confusion. Carrie boils over with rage and
frustration and storms from the room. Rob and Joel look at
each other.

33C INT. ROB AND CARRIE'S KITCHEN - NIGHT/EXT 33C

Joel watches as Rob digs through a drawer. He finally pulls
out a yellow card and hands it to Joel. Joel reads it.

Dear Rob and Carrie Eakin:

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

LACUNA, LTD.
424 GRAND STREET, NY, NY

Joel stares at the card, incredulous. It's the same yellow
as the Lacuna envelope his neighbor held.

34 EXT. LACUNA - DAY 34

Joel walks along the street. He sees a flash of himself
ahead carrying two garbage bags. The second Joel is almost
hit by a truck. The first Joel is confused for a moment then
pushes open a door marked Lacuna Inc.

35 INT. LACUNA WAITING ROOM - MOMENTS LATER 35 *

Joel is at the reception desk. He watches Mary, 25, busily
answering phones and printing out Lacuna envelopes. *

MARY
(into phone)
Good morning, Lacuna. No, I'm sorry,
that offer expired after the new year.
Yes. Certainly, we can fit you in on the
second. That's a Wednesday. Great.
Could you spell that please. Great and
we need a daytime phone. Terrific.

(MORE)

(CONTINUED)

35 CONTINUED:

MARY (CONT'D)

See you then.

(hangs up, speaks to Joel
without looking up)

May I help you?

JOEL

Joel Barish. I have an appointment with
Dr. Mierzwiak.

36 INT. LACUNA OFFICE HALL - MOMENTS LATER

36 *

Joel walks behind Mary. *

MARY

(not looking back)

How are you today?

JOEL

Not too good.

Stan, a young man in a lab coat, pops his head out from an
office.

STAN

(to Mary)

Boo.

MARY

Not now, Stan. I'm working.

STAN

Sorry. I just --

(to Joel)

Sorry. I was just --

MARY

Here we are, Mr. Barish.

Mary shows Joel Mierzwiak's office.

37 INT. LACUNA, HOWARD'S OFFICE - DAY

37

MOMENTS LATER: Mierzwiak fingers the yellow card. Joel looks
from Mierzwiak to Mary. She stands behind the doctor and
eyes Mierzwiak longingly. Mierzwiak is unaware.

MIERZWIAK

(to Joel)

You should not have seen this. I
apologize.

JOEL

This a hoax, right? This is Clem's --

(CONTINUED)

MIERZWIAK

I assure you, no.

Mary shakes her head "no" in agreement with Mierzwiak.

JOEL

There is no such thing as this!

MIERZWIAK

Look, our files are confidential, Mr. Barish, so I can't show you evidence. Suffice it to say Ms. Kruczynski was not

...

38 INT. ROB AND CARRIE'S KITCHEN - DAY/ INT. LACUNA - DAY

38

Joel paces as Carrie busies herself making coffee. Hammering sounds

MIERZWIAK'S VOICE

... happy and she wanted to move on.

JOEL

"... happy and she wanted to move on. We provide that possibility." What the hell is that? I was the nicest guy she ever went out with. I mean --

Joel looks over and sees Rob smoking a joint and hammering a birdhouse in the other room.

CARRIE

Rob! For God's sake!

ROB

I'm making my birdhouse!

The hammering continues. Carrie strangles a frustrated scream, then:

CARRIE

Joel, Clementine met some woman on line at the supermarket, the woman told her about this company, Lacuna. She decided to erase you, almost as a lark.

JOEL

A lark?!

The scene splits in half. As Joel continues to talk to Carrie, he also watches himself being led through the halls of Lacuna by Mierzwiak.

(CONTINUED)

MIERZWIAK

Mr. Barish, we're certainly not here to twist anyone's arm. This is a personal and profound decision to make, but might I suggest that you at least consider the potential pitfalls of a psyche forever spinning its wheels.

CARRIE

You know Clementine, Joel. She's like that. What can I say? Impulsive.

39 INT. JOEL'S CAR - NIGHT

39

Joel sits in his car crying. He is parked outside a drive-in movie theater. As he cries the windows fog up until the exterior is obliterated.

40 INT. LACUNA, MIERZWIAK'S OFFICE - DAY

40

Joel barges in followed by Mary. Mierzwiak looks alarmed.

MARY

I'm so sorry, Howard. He just --

JOEL

Okay, I want it done! Now!

MARY

I told him pre-Valentine's Day is our busy time and --

MIERZWIAK

It's okay, Mary.

MARY

Really? There are people waiting and --

MIERZWIAK

Mr. Barish is in an unenviable position for which we bear some responsibility and we need to take that into consideration.

MARY

Of course. You're right, Howard.

She exits.

MIERZWIAK

Now, then, Mr. Barish, first thing we need you to do is go home and --

41 INT. JOEL'S APARTMENT - DAY 41

Joel drags around a big black plastic garbage bag and places various objects in it. *

MIERZWIAK'S VOICE *

-- collect every single thing you own that has some association with Clementine. Anything. Photos. Clothing. Gifts. Journal entries. Perfume. Books she bought for you. CD's you bought together. We want to empty your home... your life of Clementine.

Joel pulls books off the shelves, toiletries out of the bathroom, clothing out of the closet, knickknacks, art work, photographs from albums (he finds a photo of Clementine as a little girl, wearing a pink cowboy hat and posing with a puppy), perfume, the Rain Dogs CD, some potatoes that are dressed up to look like different types of women, a skeleton costume, a shoebox of letters from Clementine, the wrapped giftbox from Antic Attic. He rips pages out of various journals: writing, portraits of Clementine he has drawn. As he does all this, his apartment begins to look more and more barren. *

MIERZWIAK'S VOICE

We'll use these items to --

42 EXT. NEW YORK STREET - DAY 42

Joel walks carrying two big, full garbage bags. He is almost hit by a truck as he crosses the street. It is a replay of the near accident he witnessed earlier, but it is now in the first person.

MIERZWIAK'S VOICE

-- create a map of Clementine -- *

43 INT. LACUNA WAITING ROOM - DAY 43

Joel sits with his garbage bags. A woman with red-rimmed eyes and a cardboard box full of dog toys, dog bowls, and other pet paraphernalia in her lap, sits across from him.

MIERZWIAK'S VOICE

-- in your brain.

Mary is on the phone at the reception desk. She hangs up and acknowledges Joel.

MARY

How are you today, Mr. Barish?

(CONTINUED)

Before Joel can respond, Mary is back into her work. Mierzwiak pokes his head out from the inner office.

MIERZWIAK

Mr. Barish?

Joel walks with his bags behind Mierzwiak. They pass Mary printing out some yellow Lacuna cards in the reception area. She smiles professionally as they pass.

MIERZWIAK

February is very busy because of Valentine's Day.

As they pass a lab, Mierzwiak stops. Joel glances in and sees Stan working on a female client. She is being shown an old super eight home movie.

MIERZWIAK (CONT'D)

This is Stan Fink, one of our most skilled and experienced technicians. He'll be handling your case tonight.

Stan approaches Joel and shakes his hand.

STAN

Great to meet you, Mr. Barish.

Joel looks at the equipment in the lab.

Joel enters with Mierzwiak. Mierzwiak directs Joel to a sitting area. There's a tape recorder on the coffee table between them.

MIERZWIAK

We'll start here. You and I will chat a little. I'll tape record our session, if you don't mind, and we'll get a sense of the memory you wish to erase. Okay?

Joel nods. Mierzwiak smiles kindly and switches on the tape recorder. He moves a box of tissues closer to Joel.

MIERZWIAK (CONT'D)

So please tell me your name and who you are here to erase.

JOEL

My name is Joel Barish and I'm here to erase Clementine Kruczynski.

MIERZWIAK

Very good. Tell me about Clementine.

JOEL

Um, like what?

MIERZWIAK

Everything. We'll need everything.
(off Joel's confused look)
Just begin talking. I'll direct the conversation as need be.

JOEL

Um, well, y'know, I was living with this woman Naomi, about two years ago, and my friends Rob and Carrie invited us to a party on the beach. Naomi couldn't go. She was working on a paper for school. So I went. I didn't really want to either. I don't like parties. But I went. And Clementine was there. In her orange sweatshirt. And her hair. She was really special.

Later.

JOEL (CONT'D)

I mean, the whole thing with the hair? It's all bullshit. And it's sort of pathetic when you're thirty and you're still doing that shit.

There's a noise, something's dropped. Joel looks over. Patrick is in the corner of the room at a filing cabinet. He's dropped some folders and he's bending down to pick them up.

PATRICK

Sorry.

Patrick exits.

JOEL

So, um, I really liked her for some reason, down there by the ocean. I fall in love easily...

The room is starting to fade. Joe looks quizzically at the eroding environment.

(CONTINUED)

46A INT. LAB - DAY

46A

Joel is now sitting in an examination chair. Stan draws a blue dot on either side of his forehead.

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 -- more or less. 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. As in a dream upon waking.

Joel watches Stan as he covers the blue dots with electrodes.

JOEL

Is there any 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.

47 INT. LACUNA LAB - DAY

47

Joel's outside himself watching himself in the chair. The room is fading.

STANDING JOEL

(confused, disoriented)

Why am I -- I don't understand what I'm looking at.

STAN

(turning to Standing Joel)

Well, we're going to create a map of your brain and --

(CONTINUED)

STANDING JOEL

But how am I -- standing here and -- Oh
 my God, deja vu! Deja vu!
 (holding head)
 This is so --

MIERZWIAK

So, let's get started -- If we want to
 get the procedure...

MIERZWIAK (CONT'D)

... underway tonight, we have
 some work to do.

JOEL

... underway tonight, we have
 some work to do.
 (to Mierzwiak)
 I'm in my head already aren't
 I?

MIERZWIAK (CONT'D)

(looking around at faded room)
 I suppose so, yes. This looks about
 right. This is what it would look like.
 (back into memory)
 Stan, if you will...

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

STAN

Study this object, if you will.

Joel sees the equipment showing the map of his neural
 connections getting more complex.

STAN (CONT'D)

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.

JOEL

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 (CONT'D)

Good. We're getting healthy read-outs.

(CONTINUED)

47 CONTINUED: (2)

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

STAN'S VOICE
Patrick, do me a favor --

JOEL
(trying to remember)
Patrick, Patrick, Patrick, Patrick,
Patrick....

PATRICK'S VOICE
Yeah, Stan?

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

STAN'S VOICE
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. Joel looks past Stan. Beyond him Joel sees a husky version of Mary leading him down the hall; himself sitting in the waiting room; walking down the block with his bags; collecting mementos in his apartment. He screams.

48 INT. JOEL'S APARTMENT - NIGHT

48

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.

49 INT. LACUNA LAB ROOM - DAY

49

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)

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.

Standing Joel searches for the disembodied voices while sitting Joel listens to Stan's monotonous reading.

PATRICK'S VOICE

So, this place is kind of a dump, don't you think?

50 INT. JOEL'S APARTMENT - NIGHT

50

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. Eggy?

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

(CONTINUED)

50 CONTINUED:

PATRICK (CONT'D)

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

Stan glances sideways at Patrick.

51 INT. JOEL'S APARTMENT - NIGHT

51

Joel sits in his dark, vague room and listens.

STAN'S VOICE

Listen, Mary's coming over tonight.

52 INT. JOEL'S APARTMENT - NIGHT

52

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

53 INT. JOEL'S APARTMENT - NIGHT

53

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

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.

(MORE)

(CONTINUED)

53 CONTINUED:

CLEMENTINE (CONT'D)

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's said this. He follows her around.

JOEL (CONT'D)

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

Clementine is out the door. Joel follows.

53A INT. HALLWAY - NIGHT

53A

Joel looks for Clementine in the hallway, but she is gone.

54 EXT. JOEL'S STREET - NIGHT

54

Joel looks at his dented car slammed against a fire hydrant, spots Clementine clomping off in the distance.

55 INT./EXT. JOEL'S CAR - NIGHT

55

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

JOEL

Let me drive you home

CLEMENTINE

(without turning)

Fuck you, Joel. Faggot.

JOEL

(screaming)

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 first. I can't believe you did this to me.

He stops the car, gets out.

56 EXT. STREET - NIGHT

56

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. In the distance Clementine walks off, but as in an animated loop, she doesn't get any farther away.

JOEL
(yelling after her)
By morning you'll be gone! Ha!

She keeps walking. Joel runs after her.

JOEL (CONT'D)
You hear me? You'll be gone! A perfect ending to this piece of shit story!

He stops. He's in exactly the same place he was when he started.

PATRICK'S VOICE
See, remember that girl? The one we did last week? The one with the potatoes?

Joel looks up, startled to hear a strange voice talking about Clementine.

STAN'S VOICE
Yeah, that's this guy's girlfriend. Was.

57 INT. JOEL'S APARTMENT - NIGHT

57

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 that night.

STAN
She was unconscious, Patrick.

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

STAN
Jesus, Patrick!

58 EXT. STREET - NIGHT

58

On the vague street, getting more vague by the second, Joel listens to Patrick and Stan as he walks past the same landmarks again and again. Clementine continues to walk away in the distance.

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.

The scene fades completely away and Joel finds himself in --

59 INT. JOEL'S APARTMENT - NIGHT

59

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. Clementine doesn't seem to hear it.

PATRICK'S VOICE (CONT'D)

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

JOEL

Jesus!

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

There's some guy here who stole your underwear.

(CONTINUED)

59 CONTINUED:

59

CLEMENTINE

Where?

Joel points up. Clementine, bored, looks up at the ceiling.

CLEMENTINE (CONT'D)

I don't see anyone.

Joel finds himself in --

60 INT. JOEL'S APARTMENT - NIGHT

60

Joel watches TV. He hears Clementine coming and stretches himself out on the floor pretending to be dead. Clementine walks by in her underwear, looks at the TV. She does not acknowledge Joel on the floor as she slips into a skirt.

CLEMENTINE

How can you watch this crap? I'm fucking crawling out of my skin.

Joel opens his eyes and sits up, embarrassed. The scene starts to fade. Clementine puts on her shoes and heads out the door.

CLEMENTINE (CONT'D)

I *should* have left you at that flea market.

61 EXT. FLEA MARKET - DAY

61

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

JOEL

(to Clementine)

Want to go?

CLEMENTINE

(wistful)

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.

(CONTINUED)

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
I can't hear you! I can never the fuck
understand what you're saying. Open your
goddamn mouth when you speak! Fucking
ventriloquist.

JOEL
(over-enunciating)
I don't want to talk about this here!

CLEMENTINE
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 and weeping)
I'd make a fucking good mother! I love
children! I'm creative and smart and I'd
make a fucking great mother! 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!

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

JOEL
Oh, thank God. It's going.

(CONTINUED)

CLEMENTINE

I don't even know why I am! I should just end it right here, Joel. Leave you at the flea market with the stupid costume jewelry. Maybe you could find a nice antique rocking chair to die in!

She's crying still, 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.

63 INT. BAR - NIGHT

63

Joel makes his way with two drinks from the crowded bar to a table where Clementine sits with another guy. She looks up from her conversation.

CLEMENTINE

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, buddy.

JOEL

I don't think she's aware of it either, buddy.

CLEMENTINE

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

(MORE)

(CONTINUED)

63 CONTINUED:

CLEMENTINE (CONT'D)
(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 around. The bartender, across the silent, vaguely populated, bar speaks in a whisper.

BARTENDER
That's your doorbell, isn't it, Joel?

64 INT. JOEL'S APARTMENT - NIGHT

64

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 in 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.

Mary sees a cooler of beer in one of the Lacuna cases.

(CONTINUED)

MARY (CONT'D)
Is there anything real 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. That's okay.

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 in my Bartletts.

(CONTINUED)

STAN
That's a good one.

MARY
Yeah, I can't wait to tell Howard!

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
Trippy. It's like it turns in on itself.

MARY
I like to read what smart people say. So
many beautiful things. The human race is
having this constant conversation with
itself. Y'know?

STAN
Yup.

MARY
Don't you think Howard's like that? Just
so smart?

STAN
(beat)
Yup.

PATRICK
Definitely!

MARY

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

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

PATRICK

Definitely. Howard is pure Bartlett's.

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. She sips tea from a coffee mug with her photo on it.

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

You don't have to be afraid of silence, Clementine. Constantly talking isn't necessarily communicating.

CLEMENTINE

(takes this in)

I don't do that. I want to know you. I don't constantly talk. Jesus. People have to share things. That's what intimacy is. I'm really pissed that you said that to me.

JOEL

(backing off)

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

CLEMENTINE

Joel, you're a liar. You're like one of those locked room mysteries. I want to read some of those journals you're constantly scribbling in.

(complete monotone)

What do you write in there if you don't have any thoughts or fears or passions or love?

The scene is faded completely now. The coffee mug is blank.

101. CHINESE RESTAURANT - NIGHT

65

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? I can't stand the idea of being a couple that people think that about.

 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.

 VOICE-OVER
She's going to be drunk and stupid now.

There's a silence.

 CLEMENTINE (CONT'D)
Hey, would you do me a favor and clean the goddamn hair off the soap when you're done in the shower?

 JOEL
Oh. Yeah. Okay.

 CLEMENTINE
It's really gross. It's just, y'know, it's repulsive. Anyway...

They continue to eat in silence as the scene dissolves.

 PATRICK'S VOICE
Hi, Clementine!

Joel looks around, surprised.

 JOEL
Someone you know?

Clementine doesn't respond, she continues to eat robotically.

(CONTINUED)

56 CONTINUED:

66

PATRICK'S VOICE
Why, Clem-ato, what's wrong?

Joel looks over and sees:

67 INT. BARNES AND NOBLE BOOKSTORE - NIGHT

67

A decayed version of Barnes and Noble. Joel, at the Chinese restaurant with Clementine, now inside Barnes and Noble, watches himself talking to a Clementine with magenta hair. The scene plays out as if dead. Patrick approaches her from behind. Seated Joel tries to see Patrick's face but it is in shadows.

PATRICK
Hey, Clem-ato!

CLEMENTINE
Patrick! Baby boy!

They kiss. Joel from the restaurant walks over to try to get a closer look at Patrick. No matter how close he gets, Patrick's face doesn't get any more detail in it.

68 INT. CHINESE RESTAURANT - NIGHT

68

Back in the Chinese restaurant, Joel listens to Patrick's voice.

PATRICK'S VOICE
-- Oh, I'm sorry. -- Well, I'm not sure
I should come over right now, I kind of
have to study for my test --

69 INT. JOEL'S APARTMENT - NIGHT

69

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 study partner.
(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.
(trying for camaraderie)
Women.

(CONTINUED)

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. She wants me to go.

(into phone)

I'll be right over, Tangerine.

Joel, unconscious on the bed, jerks.

70 INT. VOID - DAY

70

Slowly, a fluorescent orange sweatshirt comes into being. It gets filled by Clementine, who now has orange hair and is modeling the sweatshirt for Joel in his living room, which comes into focus around them.

CLEMENTINE

You like? I matched my sweatshirt exactly.

She twirls.

JOEL

I like it. You look like a tangerine.

CLEMENTINE

Clementeen the tangerine, I like that.

JOEL

How did he know to call you that?

CLEMENTINE

How did who know?

Joel looks at Clementine, something's beginning to click.

JOEL

Oh, God...

Clementine is now on her side on the floor and Joel is next to her. The room becomes --

71 INT. CLEMENTINE'S APARTMENT - NIGHT

71

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, then laughing at herself)

I can't believe I'm crying already.

(reading from a worn copy of the book)

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)

Mierzwiak! Mierzwiak!

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.

(CONTINUED)

71 CONTINUED:

71

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 --

72 INT. JOEL'S APARTMENT - NIGHT

72

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 is giving 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. Adults...
 they're like this mess of anger and
 phobias and sadness... hopelessness. And
 Howard just makes it go away.

STAN

You, um, 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

That's cool.

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

73 EXT. CLEMENTINE'S STREET - NIGHT

73

Patrick, bundled up and carrying a full backpack, trudges
 down the block.

74 INT. CLEMENTINE'S APARTMENT - NIGHT

74

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. Well go next weekend and --

CLEMENTINE

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

PATRICK

(beat)

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.

(CONTINUED)

74 CONTINUED:

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.

75 INT. JOEL'S APARTMENT - CONTINUOUS

75

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.

76 INT. CLEMENTINE'S APARTMENT - CONTINUOUS

76

PATRICK

Thanks, Stan. I owe you big time.

Patrick hangs up, rifles quickly through his backpack. He pulls out the red gift-wrapped box Joel was going to give Clementine for Valentine's Day, puts it in his pocket, then pulls out a bunch of letters, flips through them, keeping an eye on the bedroom door. He finds what he's looking for. The handwriting is a woman's. He reads:

CLEMENTINE'S VOICE

Dear, dear Joel: Thank you so much for
joining me on the Charles River last
night. I know how nervous you were about
stepping onto the ice, but that you
overcame your fear just to please me is
so fucking sweet I could eat you. I
will! -- When we watched the stars on
our backs and you took my hand and said,
'I could...

77 EXT. CHARLES RIVER - NIGHT

77

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.

(CONTINUED)

77 CONTINUED:

77

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

JOEL (CONT'D)

Clem, no! Please! Oh, fuck! Please!

(screaming at the fading
crumbling night sky)

Can you hear me? I want to call it off!

I'll give you a sign! I'll give you a
sign!

Joel scrunches his face, focuses intensely, shakes with concentration.

78 INT. JOEL'S BEDROOM - CONTINUOUS

78

*

Joel's eyes roll almost imperceptibly. Stan and Mary are dancing together now, not watching him.

*

79 EXT. CHARLES RIVER - CONTINUOUS

79

*

Crazily, Joel grabs the fading Clementine's hand and runs toward shore. The slow dance music from Stan and Mary's scene drifts through the night. Joel and Clementine run through a series of decayed scenes:

*

81 MONTAGE: DECAYING MEMORIES

81

We see snippets, details: Joel and Clementine in front of a diorama in the Natural History Museum, Joel and Clementine arguing in a car, having sex on the hall stairs of Clementine's apartment building, laughing and holding hands at a movie, eating grilled cheese and tomato soup together in bed, Joel watching her sleep, listening to Rain Dogs together, drinking at a bar, Joel and Clementine playing a board game with Rob and Carrie. Joel arrives at a decayed version of his first meeting with Mierzwiak. Still desperately clutching Clementine's hand, he yells to Mierzwiak.

JOEL

Please!

Joel turns to look at Clementine. It's no longer her. He is holding the hand of some woman he's never seen before. He drops her hand with a panicked yelp. And runs into the decayed Lacuna office.

82 INT. LACUNA MIERZWIAK'S OFFICE - NIGHT

82

Faded Joel sits across from Mierzwiak. A tape recorder between them.

MIERZWIAK

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 don't know! You're erasing her from me! You erased me from her! I don't know! You got a thing... I'm in my bed! I know it. I'm in my brain! You're erasing Clementine! Right? I love her! But I won't when I wake up ... right? I won't know her, so... please, just leave me alone! Please.

MIERZWIAK

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

Mierzwiak goes back to talking to the faded Joel in the scene.

JOEL

Look! That guy!

Joel sees a shadowy Patrick down the hall watching them.

MIERZWIAK

He works here.

(oddly drawn out)

That's Paaaaa-trick. Baaaby-boy.

JOEL

He's stealing my identity. He stole my stuff. He's seducing my girl with my words and my things. He stole her panties! Jesus! Her panties!

Joel runs from the office.

82A INT. HALL - NIGHT

82A

Joel runs toward the shadowy Patrick, who just stands there. But Joel doesn't get any closer.

83 INT. CLEMENTINE'S APARTMENT - NIGHT

83

Patrick reads the letter.

CLEMENTINE'S VOICE

... and when we made love right on the ice it was absolutely freezing on my ass! I just have to tell you that. It was wonderful.

Clementine enters, dressed for the cold. Patrick puts the letter 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. Happy Early Valentine's Day.

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

CLEMENTINE

Wow. What is it?

PATRICK

I don't know! Open it up!

Clementine pulls the wrapping, opens the box, pulls out the necklace Joel bought for her earlier.

CLEMENTINE

(slipping it on)

Oh! It's gorgeous.

(kisses him)

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

(kisses him)

Thank you so much!

84 INT. JOEL'S APARTMENT - NIGHT

84

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

85 EXT. FOREST - DAY

85

A wide shot of the trees in springtime. Joel and Clementine are hiking, Clementine in front. The sounds of Stan and Mary's sex play inconspicuously in the distance. As we move into close-up the forest seems wintry and dead.

CLEMENTINE
Such a beautiful view.

JOEL
(looking at her)
Yes.
(snapping out of memory)
Shit! They're erasing you, Clem!

CLEMENTINE
Oh, Look at the flowers! What are those, tulips? I don't know fuck about flowers.

JOEL
Focus! I hired them. I'm sorry. I'm so stupid! I'm --

CLEMENTINE
Calm down, sweetie. Enjoy the scenery.

JOEL
I need it to stop, before I wake up and don't know you anymore.

CLEMENTINE
Okay, well, y'know, just tell them to cancel it then.

JOEL
What the hell are you talking about? I can't cancel it. I'm asleep.

She sits on a rock and looks out at the vista. Joel sits next to her. He holds her hand. She has a thought.

CLEMENTINE
(cheerfully shaking him)
Just wake yourself up!

JOEL
Stop it. I took some pill. I can't just --

CLEMENTINE
Joel, you're always so negative. Just try. You never try anything.

(MORE)

(CONTINUED)

CLEMENTINE (CONT'D)

Remember all the times I tried to get you to taste sour cream and you wouldn't? Remember? Then you tasted it and you loved it.

(shakes him again)

I rest my case.

JOEL

Okay, fine. You want me to try? Will that make you happy? Look, trying...

Joel concentrates, pulls open his eyes with his fingers. Suddenly the sky changes to --

85A INT. JOEL'S APARTMENT - NIGHT

85A

For a brief moment we are looking through Joel's eyes at the apartment ceiling. The night table lamp and some Lacuna electronic equipment are in our field of vision. There are vague sounds of sex.

85B EXT. FOREST - DAY

85B

The sky is once again the sky. Joel is flipped out.

JOEL

It worked. For a second. But I couldn't keep my eyes open. I couldn't move. It wasn't going to work. I don't even think anyone's there. It must be done robotically or something.

CLEMENTINE

Well, isn't that just another one of Joel's self-fulfilling prophecies. It's more important to prove me wrong than to actually --

JOEL

Look, I don't want to have this discussion right now. Y'know? It didn't work.

CLEMENTINE

Well, it did work.

JOEL

Fine, but I couldn't do anything once I was there.

CLEMENTINE

Fine. Then what? I'm listening.

(CONTINUED)

JOEL

I don't know!
 (blurting angrily)
 You did it, too! You erased me first.
 It's the only reason I'm doing it.

CLEMENTINE

I'm sorry. You know me. I'm impulsive.

He stares at her a long time, softens.

JOEL

It's what I love about you.

The memory and Clementine are fading around him. Even though the sky is clear, Joel hears the sound of rain. He looks over and sees a window hanging in midair.

JOEL'S VOICE

That day...

It's raining outside the window.

86 INT. JOEL'S APARTMENT - DAY

86

It's raining out. Joel and Clementine are lying huddled on the couch. They are reading a book together. It's The Red Right Hand by Joel Townsley Rogers. Joel finishes the page first. Clementine, in panties and bra, reads slowly, uses her finger.

JOEL

Done?

CLEMENTINE

Nope.

JOEL

Poke. Pokey. Pokemon. Pocahontas.

Joel looks out the window at the rain. He feels her skin against him. He looks at her bare legs, her crotch, her feet in bulky socks.

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.

CLEMENTINE

Done. This book is weird. But cool.

(CONTINUED)

Joel turns the page. They read.

CLEMENTINE (CONT'D)
(frowning brow)
So I have an idea.

JOEL
Does it involve fucking?

CLEMENTINE
Seriously. I have another idea for this thing, this problem. Like, okay, suppose you want to keep me from being erased, right? So, like, if you have memories of me, that's where these eraser-guys go, right?

JOEL
I assume. I don't know.

CLEMENTINE
(formulating)
I mean, here. This is a memory of me. The way you wanted to fuck on the couch after you looked down at my crotch.

JOEL
(embarrassed)
Yeah.

CLEMENTINE
Well then they're coming here. So what if you take me somewhere else, somewhere where I don't belong?
(proud)
And we hide there till morning.

JOEL
No. That's stu --
(considering)
Well, maybe it's not bad.

CLEMENTINE
It's fucking great. I'm a genius!

The scene and Clementine are beginning to dissolve. Joel looks around, horrified. He focuses on the rainy window. It starts to rain in the room. Then:

86A MONTAGE OF MEMORY FRAGMENTS

86A

Fragments of memory: rainy sidewalk with earthworms on it, a little hand picks up a worm;

(CONTINUED)

a puddle with raindrops falling in it; a broken rain gutter spouting water, kids feet in yellow rubber rain boots; a young Joel giggling and running under an overhang for protection from a sudden rainstorm.

88 INT. DATED KITCHEN - DAY

88

Four year old Joel runs and hides under the kitchen table. Joel watches his mother at the stove stirring a saucepan and talking to a neighbor woman also in period clothes. The neighbor has Clementine's face, but is completely engaged in conversation with the mother. We can't make out what they're saying. Joel draws a picture in crayon on the bottom of the table top. Joel's mother excuses herself and leaves the room. Clementine looks around, spots Joel under the table. She approaches, bends down to his level.

CLEMENTINE

Jesus, it worked.

(checking herself out)

I love this dress, man. Wish I could take it with me. Who am I?

JOEL

Mrs. Hamlyn. I must be about four.

(oddly)

I want my mommy. She's busy. She's not looking at me. No one ever looks at me!

(beat)

I want my mommy!

CLEMENTINE

(giggling)

This is sort of warped.

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

CLEMENTINE (CONT'D)

It's okay, Baby Joel.

JOEL

(crying still)

I want mommy.

(adult, to Clementine)

I don't want to lose you, Clem.

CLEMENTINE

I'm right here.

(CONTINUED)

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. Look, honey, my crotch is still here just as you remembered it.

She lifts her skirt to reveal the underwear from the previous scene. Joel looks, sucks in some snot. His mother hurries back in. The room is not decaying. Joel smiles.

89 INT JOEL'S APARTMENT - NIGHT

89

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!

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?

(CONTINUED)

STAN

I don't know! I just said that!

MARY

Sor-ry.

(beat, stoned)

So, what should we do? Oh, sorry. But we have to do something. He can't wake up half-done. All gooey and unbaked inside. Hey, that sounds good. I'm hungry.

Mary giggles.

STAN

Shit!

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

MARY

(definitively)

We need to call Howard.

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

STAN

No, sir. I can handle this.

MARY

This guy's a half-baked cookie. There's no time to fuck around, Stan!

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

STAN

(without making eye contact)

Okay.

(dials the phone, waits)

Hello, Howard?

90 INT. MIERZWIAK'S BEDROOM - NIGHT

90

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?

(CONTINUED)

STAN'S VOICE

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

MIERZWIAK

Okay, stay calm. 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

159 South Village. Apartment 1E, Rockville Center.

Mierzwiak writes it down on a bedside note pad. He hangs up.

91 INT. JOEL'S APARTMENT - NIGHT

91

Stan hangs up the phone, looks for Mary. She's in the kitchen eating some cookies.

MARY

He's coming?

STAN

You better go.

MARY

Hell no.

She tromps into the living room, 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.C.) (CONT'D)

God, I look like shit! God!

(CONTINUED)

91 CONTINUED:

91

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

92 INT. KITCHEN - DAY

92

Joel and Clementine are under the table having sex. Joel's mother reaches down as she hurries by and pats Joel on the head. Startled, Joel pulls off of Clementine.

MOTHER

How's my baby boy?

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

(very focused)

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. It was raining. On my couch in your panties. I remember I thought, how impossibly lucky am I to have you on my couch in your panties.

She kisses him.

JOEL (CONT'D)

You smelled so good, like you just woke up, slightly sweaty. And I said something like --

CLEMENTINE

-- another rainy day. Whatever shall we do?

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

JOEL

This Patrick guy is copying me!

CLEMENTINE

What Patrick guy?

(CONTINUED)

JOEL

He's here. In my apartment.

(pointing up)

He's one of the eraser guys, okay? And he fell for you when they were doing 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!

CLEMENTINE

Gross! You've got to tell me this in the morning. Don't forget! Okay?

JOEL

And I think using the stuff I said in my session to seduce you.

CLEMENTINE

I'm, like, so absolutely freaked out now.

(beat)

Which pair?

93 INT./EXT. CLEMENTINE'S CAR - NIGHT

93

It's a rust bucket. Clementine drives. 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. You're kind and beautiful and smart and funny and nice and pretty and, um, ...

She glances gratefully at him then starts to cry even harder. Patrick is over his head.

94 INT. JOEL'S BEDROOM - NIGHT

94

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. The intercom buzzes.

(CONTINUED)

MARY

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

Stan 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 prescription eye drops 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 understand the inner workings of the... work... we do. Well, not me, but the work that is done by others where I also work. The work of my colleagues. 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.

(CONTINUED)

MIERZWIAK

Did you try going in through C-Gate?

STAN

Yeah, of course. I mean, yes.

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

MIERZWIAK

I'm going to do a search through his entire 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 --

Joel is being bathed in the oversized sink by his 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, Baby Joel.

JOEL

Look, it's my Huckleberry Hound doll! I told you about that, remember?

Clementine looks over.

CLEMENTINE

Where?

The doll can be seen now on the counter, an undefined lump of blue synthetic fur.

(CONTINUED)

95 CONTINUED:

95

JOEL
 (distraught)
 Oh! It's going! Oh!

As he tries to lunge for it, the elements of the scene flash explosively away: Joel's mother, his Huckleberry Hound doll, the details of the kitchen, Clementine. Joel, alone, starts to slip and drown in the sink. He gasps and then:

96 INT./EXT. JOEL'S CAR - NIGHT 96

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.

97 INT. JOEL'S BEDROOM - NIGHT 97

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 be fine
 here.

MIERZWIAK
 Yeah, probably a good idea. I'm an old
 man, guys. An old, cranky man.

MARY
 Oh, nonsense.

She giggles and then is suddenly stoned and self-conscious.

98 INT. JOEL'S CAR - NIGHT 98

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

CLEMENTINE
 Can't you see... I love you, Antoine.

JOEL
 Don't call me Antoine. The name's Wally.

(CONTINUED)

CLEMENTINE

Yes, but who could love a man named
Wally?

She starts to fade. Joel looks confused. The scene starts
to fade.

JOEL

(remembering)

Oh!

CLEMENTINE

Shhh! I want to watch the movie!

JOEL

Clem, think! They'll find you here.

He looks over and she's gone.

98A INT. JOEL'S APARTMENT - NIGHT

98A

Mierzwiak watches a blip disappear from the screen.

MIERZWIAK

Got it.

98B INT./EXT JOEL'S CAR - NIGHT

98B

Joel lunges and desperately hugs the air where Clementine
was.

JOEL

Tangerine.

She reappears in his arms, seemingly willed back into
existence.

98C INT. JOEL'S APARTMENT - NIGHT

98C

Mierzwiak and Stan watch the blip reappear on the screen.

MIERZWIAK

Odd. It popped back.

Mierzwiak fiddles with some controls.

98D INT./EXT JOEL'S CAR - NIGHT

98D

Joel pushes open the door and pulls Clementine out of the
car. They run off. Joel never lets go of his tight grip on
her.

(CONTINUED)

98D CONTINUED:

JOEL
(looking back and seeing that
the car is gone)
Shit!

The sky turns into --

98DD INT. JOEL'S APARTMENT - NIGHT/EXT

98DD

We see the ceiling from Joel's POV. Howard, Stan, and Mary hover over Joel at the edges of the frame.

MIERZWIAK
His eyes are open. Has that happened
before with him?

STAN
No.

MIERZWIAK
This is no good. Here. Give him this.

We see a brief flash of a hypodermic passing over Joel's face
and we are back in --

98DDD INT./EXT JOEL'S CAR - NIGHT

98DDD

Joel is thrust back into the world of his memory.

98DDE

98DDE

(looks at fading Clementine)
Shit!

He stops, tries to figure out which way to go.

CLEMENTINE
Hide me somewhere deeper? Somewhere
really buried? Joel, hide me in your
humiliation.

He looks at her. Then, holding her close, runs through
already dark, decayed memories of their time together.

98E INT. JOEL'S APARTMENT - NIGHT

98E

Mierzwiak and Stan watch a trail of light on the monitor.
Mierzwiak glides after it, erasing its wake.

STAN
That doesn't make sense. He's in
memories I already erased.

(CONTINUED)

98E CONTINUED:

MIERZWIAK

Well, at least we know where he is and we're back on track. Right?

98F EXT. STREET - NIGHT

98F

Joel drags Clementine through decayed New York Streets. He sees a silhouette of himself hauling two garbage bags to Iacuna, almost getting hit by a UPS truck.

JOEL

Humiliation. Humiliation. Humiliation.

CLEMENTINE

Think!

99 INT. JOEL'S BEDROOM - NIGHT

99

Stan is back at the controls. Unconscious Joel's face screws up slightly. Mierzwiak's at the door with Mary.

STAN

Wait, Howard, they've disappeared again.

MIERZWIAK

Oh dear.

MARY

I'm so sorry, Howard. You must be exhausted.

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

100 INT. BLACK VOID - NIGHT

100

Joel and Clementine crouch in murky blackness.

JOEL

(under his breath)
Humiliation, humiliation, humil --

101 INT. BEDROOM - NIGHT

101

It's dark. Joel, junior high school size, is in bed masturbating. He has a flashlight trained on a comic book he has been drawing which seems to be getting increasingly pornographic as it progresses. Clementine is there, too, slightly faded.

JOEL

-- iation.

(CONTINUED)

101 CONTINUED:

CLEMENTINE
(mock offended)
Joel!

JOEL
(continuing to masturbate)
I don't like it either, I'm just trying
to find horrible secret places 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. Good night.

The mother backs out, closes the door. Joel cringes.
Clementine laughs. Suddenly the walls of the room are gone
and the bed is on the beach. Clementine glances up.

CLEMENTINE
Look. Look where we are.

102 INT. JOEL'S APARTMENT - NIGHT

102

Mierzwiak is at the machines.

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

103 EXT. BEACH - DAY

103

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
C'mon!

The house is gone. Joel grabs Clementine's arm and yanks.

194 INT. JOEL'S BEDROOM - NIGHT

104

Joel lies on his back. Clementine sits over him holding a pillow. They are both laughing.

CLEMENTINE
Okay, ready? Again?

He stops laughing, nods seriously. She puts the pillow over his face and holds it down hard. Joel struggles and screams, muffled by the pillow. Suddenly he goes limp. Clementine pulls the pillow off his face and looks horrified.

CLEMENTINE (CONT'D)
Joel! Joel? Are you okay? Joel! Oh my God. Oh my God!

She shakes him dramatically. He remains limp for a moment, then starts to laugh.

CLEMENTINE (CONT'D)
That was terrible! That was like three seconds.

JOEL
(trying to stop laughing)
Okay, okay, let me try again.

CLEMENTINE
All right, once more. Then I get to go.

He watches her start to fade.

JOEL
Oh, Clem! Don't!

He closes his eyes. The room becomes:

195 EXT. JOEL'S CHILDHOOD SUBURBAN STREET - DAY

105

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. Clementine, now the little girl with the puppy we saw in the photograph earlier, watches with the other kids.

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

Joel doesn't want to.

(CONTINUED)

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 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.

She kisses him and they walk holding hands.

JOEL
God, I wish I knew you when we were kids.
My life would've turned out so
differently.
(pointing to a house)
That's where I live. Lived.

She lays down on the front lawn of the childhood house.

CLEMENTINE
It's my turn, sweetie.

She hands him a pillow. He smiles and puts it over her face.
She struggles, then acts dead. After a long moment of no
reaction from Clementine, Joel pulls the pillow from her
face. She is gone. His childhood house is crumbling.

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

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

Mary sits on the bed.

MARY
(a little giggly)
I like watching you work.

Stan grabs his coat.

STAN
I'll go out for a smoke. If no one
minds. I mean, it seems like everything
is under control here.

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.

(CONTINUED)

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 into saying it wrong.

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)

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

I didn't know that one. And it'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.

(CONTINUED)

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. I would be so happy...

Mierzwiak comforts her with a hug. It turns into a 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 for a long while, then Howard goes
back to locating and eradicating blips of light.

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.

107 CONTINUED:

In the window, Mierzwiak's resolve has apparently weakened and he and Mary kiss again. This leads to groping, partial undressing, and falling onto the bed alongside the unconscious Joel. The woman checks the address on Joel's building. Stan recognizes her. As the woman approaches the only lit window, Stan agonizes over what to do. He honks his horn. The woman looks back at the van, then hurries to the window. Mierzwiak and Mary, in partial undress, squint out into the night. The woman and Mierzwiak lock eyes. He practically shrieks and jumps up.

108 EXT. COUNTRY ROAD - DAY 108

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

109 INT. JOEL'S BEDROOM - NIGHT 109 *

Mary looks confusedly at Howard. *

MARY

Who is it?
(realizing)
Oh my God!

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

110 EXT. JOEL'S APARTMENT BUILDING - CONTINUOUS 110 *

The woman is at her car. Stan watches from the van. Mierzwiak hurries 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 and get out of bed. I could've used the sleep.

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.

(CONTINUED)

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.

111 EXT. CHARLES RIVER - NIGHT

111

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.

(CONTINUED)

111 CONTINUED:

111

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

113 INT. JOEL'S BEDROOM - NIGHT

113

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.

114 EXT. ROWBOAT/INT. JOEL'S APARTMENT - DAY

114

Joel and Clementine sit in his apartment on the couch. Clementine is dressed in a skeleton costume. Joel draws a portrait of her. The reverse angle is Joel's father fishing in a rowboat.

CLEMENTINE

(peeking)

That's so great. Creepy.

JOEL

Thanks. The subject is inspiring.

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

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.

(a quiet dirge-like
afterthought)

Chooo-chooo.

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

115 EXT. THEATER - NIGHT

115

Clementine leads Joel into a crowd of people outside a Broadway theater. They listen to conversations around them. Clementine adopts a mock-sophisticated tone, attempting to make it look like they are playgoers.

CLEMENTINE

Blah blah blah good acting. Blah blah
blah iambic pentameter.

JOEL

(laughing)
You always break into places?

CLEMENTINE

Second Acting is a subversive act.
Ticket prices are insane. Theater
belongs to the masses.

The theater lights flash and the crowd begins to head back inside. Joel looks nervous. Clementine takes his hand and leads him into the crowd.

VOICE-OVER

Your hand, I remember it.

JOEL

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

CLEMENTINE (CONT'D)

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?

117 INT. THEATER - NIGHT

117

Joel and Clementine walk past the usher.

CLEMENTINE

Naomi, I guess.

JOEL

Yeah.

(CONTINUED)

117 CONTINUED:

CLEMENTINE
What was I wearing?

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

CLEMENTINE
Egad, were you horrified?

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

She is wearing the black dress with the buttons.

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

118 INT. DRESS SHOP - DAY 118

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

119 INT. THEATER - NIGHT 119

Clementine wears a generic black dress now. As the paying
customers take their seats, Joel and Clementine search
discreetly for unoccupied seats.

JOEL
Right. Something black though.

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

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
(beat)
I am now. I'm so sure.

(CONTINUED)

She tears up. They kiss.

JOEL (CONT'D)

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

There is a long silence. They both stare straight ahead and watch the still lowered curtain.

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.

120 INT./EXT. JOEL'S CAR - NIGHT

120

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.

121 INT. CLEMENTINE'S APARTMENT - NIGHT

121

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.

122 INT. LACUNA RECEPTION AREA - NIGHT

122

Mary enters the dark room, frazzled. She flips on the fluorescent lights and searches the file folders, pulling them out and dropping them on the floor. She can't find what she's looking for. She exits into the inner office area.

122A INT. MIERZWIAK'S OFFICE - NIGHT

122A

Mary rifles through Mierzwiak's desk, through his personal file cabinets, pulls boxes of papers out of the closet and rifles through them. She finally comes upon a file with her name on it. Her jaw drops and with a shaky hand she puts the tape into the player the office and presses "play."

MIERZWIAK'S VOICE

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

MARY'S VOICE

(shaky)

Um, okay, 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 so 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'S 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...

123 A SERIES OF MURKY IMAGES. NO DETAIL.

123

A flirtatious look from Mierzwiak.

MARY'S VOICE

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

A vague shot of a wind-up toy frog.

MARY'S VOICE (CONT'D)

And you said...

(CONTINUED)

123 CONTINUED:

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.

124 INT. JOEL'S APARTMENT - NIGHT

124

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.

125 INT. ROOM - DAY

125

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.

126 INT. JOEL'S APARTMENT -- NIGHT 126

Joel sits on the couch. A ghostly image of Naomi sits curled up on the other end of the couch.

JOEL

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

The scene dissolves

127 INT. BORDER'S BOOKSTORE - NIGHT 127

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.

128 EXT. PARK - DAY 128

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?

(MORE)

(CONTINUED)

128 CONTINUED:

JOEL (CONT'D)

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.

129 INT. BARNES AND NOBLE BOOKSTORE - NIGHT

129

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 in Philosophy.

Joel climbs stairs, searches the aisles, 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.

(CONTINUED)

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?

(CONTINUED)

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.

133 INT. JOEL'S APARTMENT - DAY

133

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 day we met. My God, it's over.

NAOMI
Me, too.

(CONTINUED)

133 CONTINUED:

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!
Get laid! Just kidding.

JOEL

I hope you get your work done.

NAOMI

(sighing)

133

Maybe when we're ninety.

133

136 EXT. BEACH PARKING LOT - DAY

136

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

137 EXT. BEACH - DAY

137

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

CARRIE

Is this the right way? Rob? Rob?

138 EXT. BEACH - DAY

138

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

139 EXT. BEACH - DAY

139

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 distance.

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

(CONTINUED)

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, how odd, I'm drawn to someone's back. I thought, I love this woman because she's alone down there looking out at the 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, y'know... 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.

(CONTINUED)

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 (CONT'D)
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
You did? You liked me?

JOEL
You know 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.
You were walking as close as
you could to the water
without getting wet.

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.

(CONTINUED)

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

Sleep insurance. The latest thing.

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.

140 EXT. BEACH (NEAR BEACH HOUSE) - DUSK

140

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

(CONTINUED)

CLEMENTINE

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'm not barking up the wrong
tree.

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

CLEMENTINE (CONT'D)

Cool.

(CONTINUED)

JOEL

What are you doing?

CLEMENTINE

It 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?

141 INT. BEACH HOUSE - CONTINUOUS

141

Joel enters the darkened house 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.

(CONTINUED)

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 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

(poking her head downstairs)

What if you stay this time?

JOEL

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

(CONTINUED)

141 CONTINUED: (2)

141

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 --

142 EXT. BEACH - NIGHT

142

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.

143 INT./EXT. ROB AND CARRIE'S CAR - NIGHT

143

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 up 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.

144 INT. JOEL'S BEDROOM - EARLY MORNING

144

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.

MIERZWIAK

Okay.

(CONTINUED)

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.

145 INT. MIERZWIAK'S OFFICE AREA - EARLY MORNING

145

Mary sits in the corner listening to the tape and crying.

MARY'S VOICE

... then you said I had to have a, y'know, an abortion.

MIERZWIAK'S VOICE

Mary, you know we both agreed to that.

MARY'S VOICE

You said, it would be for the best.

MIERZWIAK'S VOICE

I think it was.

MARY'S VOICE

But I can't forget about the baby, Howard! My baby. Our baby.

MIERZWIAK'S VOICE

That's why we need to take this additional step, sweetheart. So you can be the happy Mary you once were.

MARY

Yes.

146 EXT. JOEL'S APARTMENT BUILDING - EARLY MORNING

146

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.

(beat)

We'll talk.

Stan doesn't respond, just gets in the van and drives off.

147 INT./EXT. CLEMENTINE'S CAR - EARLY MORNING

147

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

PATRICK

You want to stop for coffee or something?

Clementine shakes her head "no." Long silence.

PATRICK (CONT'D)

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

Clementine doesn't say anything. Silence.

PATRICK (CONT'D)

We'll do it again soon.

148 EXT. CITY STREET - EARLY MORNING

148

Stan parks the van in front of "Lacuna." He gets out, crosses to his car. Mary is walking out of the office with a cardboard box of stuff.

STAN

Hey.

MARY

(walking past him toward her car)

Hey.

STAN

I take it you're not coming back. Got your stuff, I see.

MARY

That's right. My stuff.

STAN

I don't blame you. I wouldn't come back either.

Mary stops and turns back to Stan

MARY

Do you swear you didn't know?

STAN

I swear.

(CONTINUED)

MARY

So you didn't do the erasing.

STAN

Of course not. God. No.

MARY

(studies him)

And you never even suspected we were together? 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.

(CONTINUED)

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 her car)

Thanks, Stan.

She stops but doesn't turn to face him.

MARY (CONT'D)

You're really nice.

(beat)

But I love him. I knew I loved him. I knew it! Now I know. So what am I supposed to do?

He nods. She waves without looking back and heads to her car. When she arrives at it and opens the trunk, we see that is already filled with boxes and boxes of Lacuna files. She adds the last box and closes the trunk.

149 INT. JOEL'S BEDROOM - MORNING 149

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

149A EXT. JOEL'S APARTMENT - MORNING 149A

Joel sees the dent in his car, doesn't know why it's there. He touches it, locks around.

150 EXT. COMMUTER TRAIN STATION - MORNING 150

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.

151 INT./EXT. MARY'S CAR- MORNING 151 *

Mary listens to her tape on the car radio. She cries. The backseat of her car is piled high with Lacuna files. *

152 INT. JOEL'S OFFICE - MORNING 152 *

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! *

153 INT. MARY'S APARTMENT - MORNING 153 *

Mary sits on the floor in an unkempt pile. Mierzwiak, tired-
looking, stares out the window. After a long silence. *

MARY *

Patrick Henry said, "For my part,
whatever anguish of spirit it may cost, I
am willing to know the whole truth; to
know the worst, and to provide for it."
I found that quote last night. Patrick
Henry was a great patriot, Howard. *

MIERZWIAK *

It's a good quote. *

MARY *

I don't like what you do to people. *

MIERZWIAK *

I understand. I'm sorry. *
(beat) *
I really do need the files back, Mary. *

MARY *

No. The memories are mine now. *

154 EXT. CITY STREET - NIGHT 154

Joel and Naomi walk, both bundled up.

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.

(CONTINUED)

NAOMI

I'm sorry.

JOEL

Well, it was my fault -- the break-up.
I'm sorry. I don't even know what
happened.

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. A good guy. He's
a good guy.

JOEL

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

NAOMI

I'm glad you called.

There is a silence and then Naomi kisses Joel.

156 INT. CLEMENTINE'S APARTMENT - NIGHT

156

Clementine lies in bed crying. Patrick sits by the window
and flips furiously through Joel's journal looking for tips.

157 EXT. COMMUTER TRAIN STATION - MORNING

157

It's gray. The platform is packed with business commuters:
suits, overcoats. There is such a lack of color it almost
seems as if the scene is in black and white. A man holds a
red heart-shaped box. The platform across the tracks is
empty.

(CONTINUED)

157 CONTINUED:

As an almost empty train pulls up to that platform, Joel breaks out of the crowd, lurches up the stairs two at a time, hurries across the overpass and down the stairs to the other side, just as the empty train stops. The doors open and Joel gets on the train.

*
*
*
*

158 INT. CLEMENTINE'S APARTMENT - NIGHT

158

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.

159 INT. JOEL'S APARTMENT - NIGHT

159

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

NAOMI'S VOICE

Hello?

JOEL

Hi, Naomi, it's Joel.

(beat)

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.

(CONTINUED)

159 CONTINUED:

NAOMI'S VOICE

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

JOEL

I just got in.

NAOMI'S VOICE

Long day's thinking into night.

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, call me, 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

(long exhalation)

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 his hand.

(CONTINUED)

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.

161 EXT. CHARLES RIVER - NIGHT

161

Clementine steps out onto the ice. 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. She slips and falls hard on her ass. Joel is by himself now, watching her.

CLEMENTINE (CONT'D)

(laughing)

Ouch! My ass. Oh my God!

(CONTINUED)

161 CONTINUED:

JOEL

You okay?

CLEMENTINE

Yeah, come join me.

JOEL

I don't know. What if it breaks?

CLEMENTINE

What if? Do you really care right now?

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 -- I don't know what you call it.

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 --

(CONTINUED)

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.

JOEL

Um... oh... I don't know any.

CLEMENTINE

Show me which ones you know!

JOEL

Okay. There's Osidius.

CLEMENTINE

Where?

JOEL

There. See? It's sort of a swoop and then a cross? Osidius the Emphatic.

CLEMENTINE

You're full of shit. Right?

She looks at him. He continues to study the sky.

JOEL

Nope. Osidius the Emphatic. Right there. Swoop and cross.

She punches him in the arm, looks back at the sky.

(CONTINUED)

161 CONTINUED: (3)

CLEMENTINE

Shut the fuck up.

162 INT. JOEL'S CAR - MORNING

162

Joel drives and sips from a paper cup of coffee. Clementine is asleep in the seat next to him. He pulls up in front of her house. He sits there for a few moments, shyly uncertain about waking her; she seems so peaceful. He gingerly touches her arm. She doesn't wake. He touches it again. Still nothing. He touches her face.

JOEL

(whispering)

Clementine?

Nothing. He sits there. He shakes her a little.

JOEL (CONT'D)

I'm sorry to have to wake you but --

She opens her eyes.

CLEMENTINE

(groggy smile)

Hey.

JOEL

Hi. I'm sorry to wake you but we're here.

She cranes her neck, sees her house.

CLEMENTINE

Okay.

(closes her eyes again, beat)

Can I come over to your house? To sleep?
I'm so tired.

JOEL

(beat)

Yeah, sure. Okay. It's probably a mess.

CLEMENTINE

Let me get my toothbrush.

Joel nods. She smiles and leaves the car. Joel watches her head to her house. He leans his head back against the headrest and closes his eyes. He's happy, tired, and a bit anxious. He opens his eyes and casually watches a distant figure walking in the direction of Clementine's house on the otherwise empty sidewalk. As the figure nears, Joel sees it's a young man.

(CONTINUED)

162 CONTINUED:

The young man gets closer and we see that it's Patrick. Joel watches him without any particular interest; it's just something to look at. Patrick gets close and seems to be about to head up to Clementine's house when he happens to glance into Joel's car and spots Joel. He reacts but barely and keeps walking down the block past Clementine's house. Joel watches in his rearview mirror as Patrick continues down the street. Joel closes his eyes again. After a few moments there's a tap on the driver's-side window. Joel opens his eyes and sees Patrick standing there. Joel rolls down his window.

JOEL

Yes?

PATRICK

Can I help you?

JOEL

What do you mean?

PATRICK

Can I help you with something?

JOEL

No.

Patrick doesn't know how to continue. He takes another stab.

PATRICK

What are you doing here?

JOEL

I'm not really sure what you're asking me.

PATRICK

Oh.

(long pause)

So I was just wondering if I could bum a cigarette, mister.

JOEL

No, I don't smoke. Sorry.

PATRICK

Okay, thanks.

Patrick walks off. Joel watches him again in his rearview mirror.

163 INT. CLEMENTINE'S APARTMENT - MORNING

163

Clementine wanders around putting things in an overnight bag. Her toothbrush is in her mouth. She's being overly selective in her choice of a change of clothing and toiletries. A phone message is playing in the background.

PATRICK'S VOICE

... so where are you, Clem? I'm worried. I feel like you're mad at me and I don't know what I did. What did I do? I love you so much. I'd do anything to make you happy. Just tell me what you want me to do and I'll do it. Listen, I'm going to stop by in the morning just to make sure you're okay. I'm worried.

163A INT. JOEL'S CAR - MORNING

163A

Joel waits. Clementine emerges from her place with her overnight bag and her mail. She gets into the car.

CLEMENTINE

Vamanos, senior.

Joel smiles at her, starts the car and drives off. They pass Patrick sitting on someone's stoop watching them. Neither of them notices him. Clementine sifts through her mail.

JOEL

I had a really nice time last night.

CLEMENTINE

Nice?

JOEL

I had the best fucking time I've ever had in my fucking life last night.

CLEMENTINE

That's better, senior.

She looks at a small padded manila envelope with her name and address scrawled on it. She rips it open, pulls out a note and an audio cassette. She reads the note.

CLEMENTINE (CONT'D)

This is weird.

(reading aloud)

Dear Clementine. We've met but you don't remember me. I worked for a company you hired to have part of your memory erased.

(CONTINUED)

JOEL
It's a teaser ad or something.

CLEMENTINE
(reading)
You've erased your two year relationship
with Joel Barish from your memory.

JOEL
Jesus, that's creepy. How'd they know we
even know each other?

Clementine shrugs and inserts the cassette in the tape
player. (note: the tape plays throughout the scene under
Joel and Clementine's dialogue)

CLEMENTINE'S VOICE
My name is Clementine Kruczynski and I'm
here to erase Joel Barish.

MIERZWIAK'S VOICE
Tell me all about your relationship.

CLEMENTINE'S VOICE
Well, he's a giant asshole. Is that
enough?

MIERZWIAK'S VOICE
No, I'm afraid we really do need to
delve.

JOEL
What is this?

CLEMENTINE
I don't know.

CLEMENTINE'S VOICE
I can't stand to even look at him. His
pathetic, wimpy, apologetic smile. That
sort of wounded puppy shit he does.
Y'know? Is it so much to ask for an
actual man to have sex with?

JOEL
What are you doing?

CLEMENTINE
I'm not doing anything.

CLEMENTINE'S VOICE (CONT'D)
... I might as well be a lesbian. At
least I could have someone pretty to look
at while I'm fucking. Not that we fuck
anymore. I mean, I don't call it fucking
on the rare occasions that it happens.

(MORE)

(CONTINUED)

163A CONTINUED: (2)

CLEMENTINE'S VOICE (CONT'D)
Not fucking... faking. Honey, let's fake tonight. Make a few faces, get it over with. Shit...

JOEL
Why did you make this tape?
I completely don't understand what you're doing.

CLEMENTINE
I didn't do this!

JOEL
It's your voice!

CLEMENTINE
I know!

CLEMENTINE'S VOICE (CONT'D)
... Now the only fuel keeping it going is my feeling sorry for him. He's so needy. The way he looks at me, like I should be ashamed of myself for going out and having some fun in my life. I mean, I've got to have it somewhere, right? I suppose I could sit and watch television with him until we both kick. There's a plan. Y'know Joel is a guy who is never going to do anything with his life...

CLEMENTINE
Joel, I don't understand. I swear.

CLEMENTINE'S VOICE
... I remember this time I made him come out onto this frozen river with me. He was terrified. Like a goddamn girl...

Joel turns the car around.

JOEL
So someone just recorded you saying this without you knowing you were saying it.

CLEMENTINE
I don't know! Maybe it's some kind of Future thing, like a look into the future. Like that thing in Scrooge! Maybe some force is trying to help us. I think I've read about that happening. I'm sure I have.

JOEL
This is fucked up! That's ridiculous. This is fucked up! It's called A Christmas Carol, not Scrooge.

CLEMENTINE'S VOICE
...Ugh. I don't want to think about all the time I've wasted in this quote-unquote relationship. Isn't it about fun?

(CONTINUED)

163A CONTINUED: (3)

Joel stops the car in back in front of Clementine's house.
She's crying.

CLEMENTINE

I didn't say this. I don't know what
this is. Look, I just --

She stops talking.

CLEMENTINE'S VOICE

... I mean, shouldn't the good times out
number the shit times? I don't know. I
don't know what the hell to expect. But
the bloom is certainly fucking off the
rose at this point. I want to have kids.
I can't be wasting my time with this kind
of disaster. Not to mention, do I want
my kids to have his creepy little genes?

Joel just stares straight ahead.

CLEMENTINE

(quietly, resignedly)
Okay. I'm gonna go.

She gets out of the car.

CLEMENTINE'S VOICE

...How could I even look at them if they
looked like him? How could anybody?
Y'know, I think about that...

Joel ejects the tape, hands it to her, and closes the door.
He drives off, leaving her just standing there, crying.
After a moment, Patrick appears seemingly from nowhere.

PATRICK

Clem, what's wrong? Oh, sweetheart... I
was just coming over to --

CLEMENTINE

Get away from me! Get the fuck away from
me! Get away from me! Get away from me!

163B INT. CLEMENTINE'S CAR - MORNING

163B

It's a bit later. Clementine drives slowly down Joel's
street. In her hand she's got a ripped out page from a phone
book with his address circled. She spots his car on the
street and parks behind it.

163C EXT. JOEL'S APARTMENT - MORNING

163C

Clementine approaches the apartment entrance. As she nears, the door opens and Frank the neighbor emerges. He holds the door open for her.

FRANK

Hey, Clementine.

She has no idea who he is and she's freaked out.

CLEMENTINE

Hey.

164A INT. JOEL'S APARTMENT BUILDING - MORNING

164A

Clementine wanders the hall looking at apartment numbers until she comes to Joel's. The door is ajar. Inside she can hear Joel's voice, but can't make out what he's saying. She stands there for a moment then enters.

165 INT. JOEL'S APARTMENT - DAY

165

Clementine looks around; the place is not what she expected. She comes upon Joel in his study. The room looks as if it's been ransacked. He's listening to a tape of his own voice and holding a drawing. She stands and listens, too, unbeknownst to him.

JOEL'S VOICE

... that's Clementine all over. Complete selfishness. Complete and utter disregard for anyone else's feelings.

CLEMENTINE

Hi.

He looks, up, his eyes are red-rimmed and wild-looking. They stare at each other.

JOEL

Hey.

Joel's taped voice drones on in the background. He holds up the drawing for Clementine to see. It's the picture of her in the skeleton costume.

JOEL (CONT'D)

Look what I found.

(CONTINUED)

She studies it, touched and confused. She doesn't know what to say.

CLEMENTINE

Well, you made me look skinny.

JOEL'S VOICE

She's like a train wreck, tearing people apart leaving chaos and destruction in her wake. And ...

CLEMENTINE

It's a nice place you have.

JOEL

Thanks. Y'know, it's... relatively cheap. I like it. The location's good. It's not usually this messy.

CLEMENTINE

It's nice.

JOEL'S VOICE

... seems obvious to me that it's all based on some kind of mammoth insecurity.

JOEL

I'm sorry I yelled at you.

JOEL'S VOICE

She plays at being this rebel, free-spirit.

CLEMENTINE

It's okay.

(beat)

I like you so much. I hate that I said mean things about you.

JOEL

I'll turn this off.

CLEMENTINE

No. I think it's... I think it's only fair.

JOEL'S VOICE

I mean, the whole thing with the hair? It's all bullshit. And it's sort of pathetic when you're thirty and you're still doing that shit.

(CONTINUED)

165 CONTINUED: (2)

165

JOEL CLEMENTINE
I really like your hair. Thank you.

JOEL
Can I get you something to drink?

CLEMENTINE
Do you have any whiskey? I'm cold.

JOEL
Yeah.

Clementine enters the study as Joel exits into the kitchen.

165A INT. KITCHEN - DAY

165A

Joel finds his almost empty bottle of scotch in the cabinet.
He pours the little left into two glasses, exits.

166 INT. JOEL'S STUDY - DAY

166

Joel enters with the two glasses of whiskey. Clementine sits
on the couch, looking stunned. He hands her a glass.

JOEL
Sorry, I thought there was more.

JOEL'S VOICE
... that's what's occurred to me that
night, that the only way Clem thinks she
can get people to like her is to fuck
them or at least dangle the possibility
of getting fucked in front of them. And
I think she's so desperate and insecure
that she'll sooner or later she'll just
go around fucking everyone.

CLEMENTINE
I don't do that.

JOEL
I wouldn't have thought so.

CLEMENTINE
Because I don't.

JOEL
I know.

Joel turns off the tape.

(CONTINUED)

CLEMENTINE

(crying)

Because it really hurts me that you said that. Because I don't do that.

JOEL

Okay. I'm sorry.

They both stare off. Finally:

CLEMENTINE

I'm sorry about this. I'm going to go. I'm a little confused. I don't think I can be here.

JOEL

Okay. Yeah. I'm sorry.

Clementine gets up.

CLEMENTINE

So... bye. It was nice meeting you and all.

JOEL

Yeah, you too. I had a good time.

She exits.

168 INT. APARTMENT' HALLWAY - DAY

168

Clementine walks down the hall. Joel appears behind her.

JOEL

Hey, wait.

CLEMENTINE

What?

JOEL

I just wanted to...

He doesn't know what to say, stops.

CLEMENTINE

What?

JOEL

I just wanted to... Um, I was just wondering... how your bruise is? From falling. Y'know?

CLEMENTINE

It hurts. My ass is purple.

(CONTINUED)

JOEL

I'm sorry. It was a nasty fall. I mean, it was sort of funny once I realized you weren't dead.

CLEMENTINE

I'm good for a laugh, anyway.

JOEL

No, that's not what I meant.

CLEMENTINE

Anyway, look, I'm gonna go. Take care of yourself.

JOEL

You too.

She heads down the hall.

JOEL (CONT'D)

Wait!

CLEMENTINE

What?

JOEL

I came up with another hair color.

CLEMENTINE

(not turning)
Oh, yeah?

JOEL

Brown versus The Board of Education.

CLEMENTINE

(walking, no change of
expression)
It's a little cumbersome.

JOEL

Wait.

She stops and turns.

CLEMENTINE

(impatiently)
What, Joel? What do you want?

JOEL

(at a loss)
I don't know.

(MORE)

(CONTINUED)

JOEL (CONT'D)

(pause)

Just wait. I just want you to wait for a while.

They lock eyes for a long moment: Clementine stone-faced, Joel with a worried, knit brow. Clementine cracks up.

CLEMENTINE

Okay.

JOEL

Really?

CLEMENTINE

I'm not a concept, Joel. I'm just a fucked-up girl who is looking for my own peace of mind. I'm not perfect.

JOEL

I can't think of anything I don't like about you right now.

CLEMENTINE

But you will. You will think of things. And I'll get bored with you and feel trapped because that's what happens with me.

JOEL

Okay.

CLEMENTINE

Okay.

THE END