

# 000 001 002 003 004 005 006 007 008 009 010 011 012 013 014 015 016 017 018 019 020 021 022 023 024 025 026 027 028 029 030 031 032 033 034 035 036 037 038 039 040 041 042 043 044 045 046 047 048 049 050 051 052 053 TOKMEM: TOKENIZED PROCEDURAL MEMORY FOR LARGE LANGUAGE MODELS

Anonymous authors

Paper under double-blind review

## ABSTRACT

Large language models rely heavily on prompts to specify tasks, recall knowledge and guide reasoning. However, this reliance is inefficient as prompts must be re-read at each step, scale poorly across tasks, and lack mechanisms for modular reuse. **In this paper, we aim to store and recall seen procedures efficiently.** We introduce TokMem, a tokenized procedural memory that stores recurring procedures as compact, trainable embeddings. Each memory token encodes both an address to a procedure and a control signal that steers generation, enabling targeted behavior with constant-size overhead. To support continual adaptation, TokMem keeps the backbone model frozen, allowing new procedures to be added without interfering with existing ones. We evaluate TokMem on 1,000 tasks for atomic recall and multi-step function-calling for compositional recall, where it consistently outperforms retrieval-augmented generation while avoiding repeated context overhead, and fine-tuning with far fewer parameters. These results establish TokMem as a scalable and modular alternative to prompt engineering and fine-tuning, offering an explicit procedural memory for LLMs.<sup>1</sup>

## 1 INTRODUCTION

Large language models (LLMs) have become the foundation of modern natural language processing, powering a wide range of applications in text understanding, generation, and coding (Brown et al., 2020; Grattafiori et al., 2024). Prompting is a widely adopted way to steer LLM behavior, where in-context learning enables adaptation to new tasks without parameter updates (Brown et al., 2020). Consequently, prompt and context engineering has emerged as a dominant mechanism for specifying tasks, obtaining relevant information, and guiding multi-step reasoning or tool invocation (Wei et al., 2022b; Yao et al., 2023; Sahoo et al., 2025).

Despite its success, this reliance on long prompts is inherently inefficient. Constructing and maintaining prompts are labor-intensive and difficult to scale across many tasks (Liu et al., 2023). At inference, long prompts increase computational cost because the attention mechanism scales quadratically with sequence length (Vaswani et al., 2017), and they reduce the effective context window available for inputs and outputs, often leading to truncation and loss of details (Liu et al., 2024a). These limitations make it difficult to manage expanding tasks and to execute procedures efficiently.

To address these issues, recent approaches offload prompts into retrieval-based memory. Retrieval-augmented generation (RAG) (Lewis et al., 2020) and memory systems such as MemGPT(Packer et al., 2023) fetch and reinsert documents or conversational state at inference time. While retrieving in-context learning demonstrations (Wei et al., 2022b) can provide procedural cues that guide the model’s behavior, the mechanism still largely aligns with declarative memory in cognitive science: knowledge remains as explicit text that must be repeatedly interpreted. This creates two challenges: (1) retrieved content still occupies the context window, reintroducing quadratic compute and truncation pressure, and (2) frequently used procedures are repeatedly re-read as text rather than compiled into compact, reusable procedures, missing the compression opportunity suggested by minimum description length principles (Grünwald, 2007).

We propose **Tokenized Memory (TokMem)**, an explicit form of procedural memory that encodes recurring procedures as compact, trainable tokens while keeping the backbone frozen. **Here, a proce**

<sup>1</sup>Our anonymized code is available [here](#).

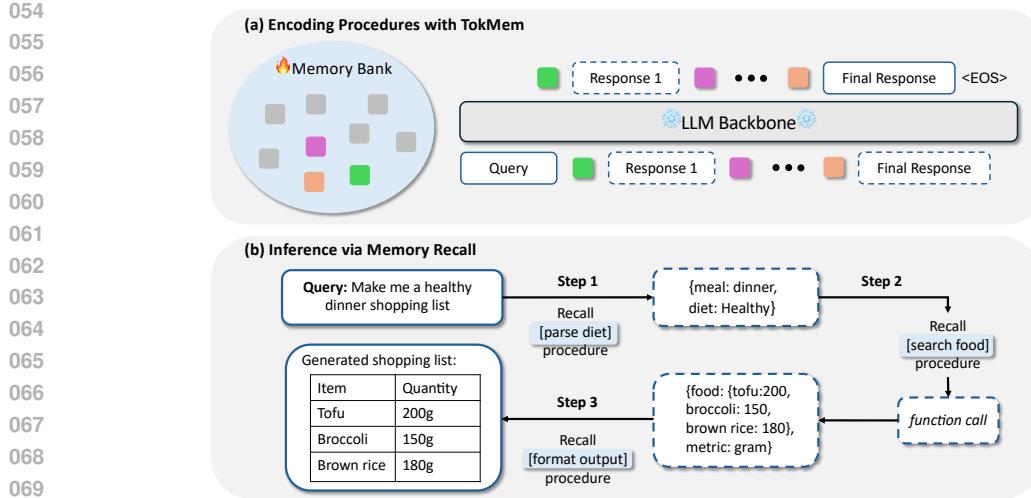


Figure 1: Overview of TokMem. (a) New memory (colored) tokens are interleaved with text sequences, learning with next-token-prediction while the LLM backbone remains frozen. (b) An example of inference, a query recalls and chains memory tokens (parse, search, format), enabling multi-step procedural behavior without long prompts.

*dure* means a reusable, context-response mapping that encodes a specific task behavior, inspired by physiological research Anderson & Lebiere (1998). Compared with factual knowledge, procedural knowledge (such as riding a bicycle) is often more nuanced and sophisticated.

In our TokMem, each memory token serves both as an address to a procedure and as a control signal that steer generation, enabling targeted behavior with constant-size overhead. Specifically, rather than front-loading procedures as long prompts, TokMem integrates memory tokens directly into the generation process. As shown in Figure 1b, memory tokens can be invoked and chained across stages: after producing one response segment, the model retrieves the next relevant token, which conditions the next stage, enabling the composition of multi-step behaviors such as parsing, searching, and formatting.

A key advantage of TokMem is that its memory tokens are parameter-isolated from the backbone. This design ensures that the learned procedural knowledge is fully stored in dedicated tokens, allowing new procedures to be added without interfering with existing ones. TokMem thus naturally supports continual learning, where the model can accumulate procedural skills over time while preserving stability. This capability mirrors human procedural memory, where skills are gradually acquired through practice and later invoked by contextual cues (Anderson & Lebiere, 1998). In this way, TokMem enables both efficient learning and continual expansion of procedural knowledge.

We evaluate TokMem in two complementary settings. In the atomic memory recall setting, each task from Super-Natural Instructions (Wang et al., 2022a) is treated as a distinct procedure, TokMem stores and retrieves 1,000 such procedures efficiently, without catastrophic forgetting. In the compositional memory recall setting based on function-calling tasks (Liu et al., 2024b), each tool invocation is modeled as an atomic procedure, and solving a query requires chaining multiple procedures together. TokMem supports this process by composing memory tokens, enabling the model to assemble procedures into coherent multi-step behaviors. Across both settings and multiple LLM backbones, TokMem consistently outperforms retrieval-based baselines and surpasses parametric fine-tuning while using far fewer trainable parameters.

## 2 METHOD

We begin by reviewing how Transformer-based LLMs process input sequences and then describe how TokMem departs from existing approaches to enable procedural memory.

108  
109

## 2.1 TEXTUALIZED CONTEXT ENGINEERING

110  
111  
112  
113

A Transformer (Vaswani et al., 2017) processes a sequence of tokens  $(a_1, \dots, a_n) \in \mathbb{N}^n$ , where each  $a_i$  is an integer representing the index of a token (usually sub-words). The model retrieves the corresponding embedding vector from the embedding layer and produces an input sequence  $(\mathbf{x}_1, \dots, \mathbf{x}_n) \in \mathbb{R}^{n \times d}$ , which is then consumed to predict the next token in sequence.

114  
115  
116  
117  
118  
119  
120  
121

Recent advances in prompting can be viewed as *textualized context engineering*, where the goal is to carefully choose input tokens that steer the model toward improved behavior. For example, chain-of-thought prompting (Wei et al., 2022a) augments input with intermediate reasoning steps to strengthen logical inference. Retrieval-based methods such as RAG (Lewis et al., 2020) and memory-augmented approaches like MemGPT (Packer et al., 2023) provide relevant information in text form by retrieving external memory. While effective, these approaches are costly: they exhaust limited model context window, and significantly increase compute due to the quadratic complexity of self-attention.

122  
123

## 2.2 TOKMEM: PROCEDURAL MEMORY AS A TOKEN

124  
125  
126  
127

Our key idea is that frequently reused procedures can be effectively “compressed” and stored by encoding them into an internalized memory token, bypassing repeated textual specification. Consider  $l$  memory tokens. They are added to the vocabulary as special tokens, each represented by an embedding. Thus, they form a memory bank of  $l$  special embeddings:

128  
129  
130  
131

$$M = \begin{bmatrix} \mathbf{m}_1^\top \\ \vdots \\ \mathbf{m}_l^\top \end{bmatrix} \in \mathbb{R}^{l \times d}, \quad \mathbf{m}_i \in \mathbb{R}^d. \quad (1)$$

132  
133  
134

Each  $\mathbf{m}_i$  is a trainable vector with no direct textual translation and represents a unique procedure. For simplicity, we label each memory token  $\mathbf{m}_i$  to have a special index  $a_{m_i} \in \mathbb{N}$ .

135  
136  
137  
138  
139

To connect these tokens with training, we first describe a single training instance. We define a *procedure-response* pair, where a procedure is invoked by a memory token  $\mathbf{m}_i$ , and the corresponding response is a sequence of textual tokens  $(r_{i1}, \dots, r_{in}) \in \mathbb{N}^n$  that encodes the information implied by the procedure. For example, the response could contain arguments for tool calling or certain pattern of text following the procedure.

140  
141  
142  
143

In training, a procedure-response pair is represented by the concatenation of a procedural memory token  $a_{m_i}$  and the embeddings of  $(r_{i1}, \dots, r_{in})$  together. Each training instance may contain multiple turns of procedure-response pairs, modeling tasks that require multi-step reasoning or composition for a query  $q$ . Formally, the sequentialized training sequence has the layout

144  
145

$$\mathbf{a} = (q_1, \dots, q_k, \underbrace{a_{m_i}, a_{r_{i1}}, a_{r_{i2}}, \dots}_{\text{procedure-response pair}}, \underbrace{a_{m_j}, a_{r_{j1}}, a_{r_{j2}}, \dots}_{\text{procedure-response pair}}, \dots). \quad (2)$$

146  
147

We adopt the standard next-token prediction loss:

148  
149

$$\mathcal{L}(\mathbf{a}; M) = - \sum_{i>k} \log \Pr(a_i | \mathbf{a}_{<i}; M). \quad (3)$$

150  
151  
152  
153  
154

During optimization, the memory embeddings  $(\mathbf{m}_1, \dots, \mathbf{m}_l)$  are trainable and shared in the input embedding layer and LM head, whereas the pre-trained text token embeddings in the input embedding layer and LM head, as well as the backbone remains frozen. For the training corpus, each memory embedding is exposed to varied queries and responses, allowing it to learn the underlying procedure representation. We visualize our training process in Figure 1a.

155  
156

## 2.3 INFERENCE WITH MEMORY TOKENS

157  
158  
159  
160  
161

At inference, TokMem recalls procedures through memory routing and conditional response generation, where *routing* refers to the selection of the appropriate memory token for a given query. Specifically, for a query  $q = (q_1, \dots, q_k)$ , the model predicts a distribution over memory tokens from its final hidden state  $h_k$ :

$$P(a_{m_i} | q) \propto \exp(\text{logit}(m_i | h_k)), \quad (4)$$

162 We choose the memory token with the highest probability and append it to the sequence as  
 163  $(q_1, \dots, q_k, a_{m_i})$ . Then, the model generates the response autoregressively. For queries that re-  
 164 quire calling multiple procedures, after generating one response segment, the model may predict  
 165 another memory token and generate the next response, as seen in Figure 1b. Notably, when a query  
 166 does not correspond to any learned procedure, the logits of all memory tokens may remain low, and  
 167 the model naturally defaults to generating regular text tokens.

168 In summary, the model decides whether to recall memory tokens (and how many) based on its  
 169 training, as shown in Eqn. (2).

## 171 2.4 STABILIZING NEW MEMORIES

173 TokMem allows new procedures to be added incrementally to the memory bank, mimicking how  
 174 humans continually form new procedural memories without disrupting existing skills (Anderson &  
 175 Lebriere, 1998; Squire, 2009). This design enables practical deployment scenarios, where an LLM  
 176 can steadily accumulate routines across domains and tasks rather than retraining from scratch.

177 However, adding new tokens poses stability challenges. If all procedural memories are introduced at  
 178 once, the model risks overfitting to spurious patterns. Conversely, when new embeddings are added  
 179 gradually, they often develop inflated norms that dominate routing logits and suppress older mem-  
 180 ories. To address this, we introduce renormalization, which is a lightweight post-update calibration  
 181 to the memory bank  $M \in \mathbb{R}^{l \times d}$ .

182 Let  $A$  and  $I$  denote the indices of the active (new) and inactive (existing) procedural memories,  
 183 respectively. We estimate the prevailing scale from the inactive set:

$$185 \bar{n}_I = \text{mean}_{j \in I} \|\mathbf{m}_j\|_2, \quad (5)$$

186 and rescale each active active embedding as

$$188 \mathbf{m}_i \leftarrow \mathbf{m}_i \cdot \frac{\bar{n}_I}{\|\mathbf{m}_i\|_2 + \varepsilon}, \quad i \in A. \quad (6)$$

190 This operation preserves the directions of newly added embeddings while aligning their magnitudes  
 191 to the established scale of the memory bank, ensuring smooth integration without overwhelming the  
 192 routing dynamics. The computational overhead is negligible, scaling as  $O(|A|d)$ .

## 194 3 EXPERIMENTS

196 We evaluate TokMem in two complementary scenarios. In the *atomic memory recall* setting, each  
 197 task from the Super-Natural Instructions dataset (Wang et al., 2022a) is framed as a standalone  
 198 procedure, where a query directly maps to the desired response. In the *compositional memory re-  
 199 call* setting that involves calling multiple procedures, evaluated on the function-calling dataset (Liu  
 200 et al., 2024b), where invoking a tool is treated as a procedure and solving a query requires com-  
 201 posing several function calls. Experiments are conducted on Qwen (Qwen & et al., 2025) and  
 202 Llama (Grattafiori et al., 2024) model families, ranging from the 0.5B-parameter Qwen to the 8B-  
 203 parameter Llama model.

### 205 3.1 EXPERIMENTAL SETUP

207 **Baselines.** Across both settings, we compare TokMem with textualized context engineering,  
 208 retrieval-augmented memory, and parameter-efficient fine-tuning.

- 209 • **Base:** In the atomic setting, the model answers queries without demonstrations, providing a non-  
 210 parametric lower bound highlighting the need to recall task knowledge.
- 211 • **ICL:** In the compositional setting, we augment input with all tool descriptions and prepend two  
 212 compositional procedure-response demonstrations, representing a context engineering baseline.
- 213 • **RAG:** We retrieve relevant demonstrations or tool usages with Sentence-BERT (Reimers &  
 214 Gurevych, 2019) and prepend them to the query, following memory-augmented generation (Packer  
 215 et al., 2023; Chhikara et al., 2025; Xu et al., 2025).

216 • **Fine-tuning:** We use low-rank adapters (Hu et al., 2022) inserted into the query and value projections  
 217 of the transformer, updating millions of parameters depending on model sizes.<sup>2</sup> This serves  
 218 as a parametric form of procedural memory, but is prone to forgetting as new tasks are introduced.  
 219

220 • **Replay Memory:** To mitigate catastrophic forgetting in fine-tuning, we follow the idea of experience  
 221 replay (Mnih et al., 2015) by maintaining a buffer of previously seen tasks or tools and  
 222 mixing them with the current training data.

223 **Training Details.** All methods are implemented in HuggingFace Transformers and trained on a  
 224 single NVIDIA A6000 GPU with 48GB memory using mixed-precision (bfloating16) training. The  
 225 backbone models remain frozen; for fine-tuning, only the adapter weights (rank  $r = 8$ ) are updated,  
 226 while for TokMem, only the embeddings of the newly added procedure IDs are trainable. Tokenizer  
 227 vocabulary is expanded with these procedure IDs, and their embeddings are initialized by averaging  
 228 the pretrained embeddings (Hewitt, 2021). For Replay Memory, we mix 20% of replayed samples  
 229 with the current batch, using a buffer of 500 examples refreshed every 10 tasks in the atomic setting  
 230 and 1,000 examples updated each round in the compositional setting.

231 We optimize with AdamW using a learning rate  $5 \times 10^{-5}$  for fine-tuning and  $5 \times 10^{-3}$  for TokMem;  
 232 weight decay is  $10^{-2}$  for fine-tuning and zero for TokMem. Training runs for one epoch with batch  
 233 size 4 and maximum sequence length 1024, using teacher forcing and applying the loss only to  
 234 memory-token and response positions.

235 **Evaluation methods.** We evaluate TokMem from two perspectives: (1) Memory token routing  
 236 accuracy, which measures whether the correct memory tokens are selected, and (2) Tasks perfor-  
 237 mance, which measures the generation performance for the task (such as Rouge-L and F1), detailed  
 238 in the following experiments.

### 239 3.2 ATOMIC MEMORY RECALL

240 **Dataset Details.** We evaluate on the Super-Natural Instructions (SNI) dataset (Wang et al., 2022a),  
 241 which provides diverse QA-style natural language tasks. Here, each task is treated as an individual  
 242 procedure: a query directly invokes the learned procedure to produce the desired response. We  
 243 sample 1,000 English tasks, each task contains 500 training and 50 test examples. To reflect how  
 244 memories are typically acquired over time, we introduce tasks sequentially during training rather  
 245 than all at once, but training samples of each task are shuffled. We scale the number of tasks from 10  
 246 up to 1,000, and record checkpoints after training on  $\{10, 50, 200, 500, 1,000\}$  tasks. This resembles  
 247 incremental domain adaptation (Asghar et al., 2020), where at each checkpoint, the performance is  
 248 evaluated across all previously seen tasks. Additional tasks details are provided in Appendix D.1.

249 We follow Wang et al. (2022a) and use Rouge-L (Lin, 2004) to evaluate generation quality. For  
 250 the methods with memory routing (RAG and TokMem), we additionally report accuracy, reflecting  
 251 whether the correct procedure was selected and applied.

252 **Decoupled Memory Embeddings.** We also include an ablation variant where memory tokens are  
 253 decoupled to an address token and a steering token. This decoupling separates the roles of a memory  
 254 token and also increase the capacity of TokMem. We refer to this variant as TokMem with decoupled  
 255 embeddings (TokMem+DC), with further details provided in Appendix A.

256 **Results and Findings.** TokMem provides the most consistent and scalable performance across  
 257 models and task scales. As shown in Table 1, non-parametric methods such as Base shows stable  
 258 but fail to achieve competitive performance. RAG performs reasonably well on when memory is  
 259 not heavy but quickly degrade as the number of task memory increases, indicating its sensitivity  
 260 to retriever quality. Parametric methods such as fine-tuning achieve stronger initial accuracy but  
 261 suffer from forgetting as tasks accumulate; replay memory alleviates this issue but still falls short  
 262 of TokMem. By contrast, we see that TokMem maintains high accuracy with minimal performance  
 263 drop when acquiring new task memories, achieving the best average results across all settings.

264 <sup>2</sup>In our preliminary study, we found that adding training parameters by applying low-rank adapters to more  
 265 projections did not improve performance while greatly increasing computational cost. We therefore follow Hu  
 266 et al. (2022) and apply LoRA to the query and value projections only.

270  
271  
Table 1: Atomic recall performance on SNI, reported with Rouge-L. TokMem consistently outperforms fine-tuning and RAG across models and scales, maintaining strong results even at 1,000 tasks.  
272

273	274	275	276	277	278	Number of Tasks					
						10	50	200	500	1000	Avg.
279	280	281	282	283	284	Base	33.9	39.0	38.8	39.1	38.5
						RAG	50.4	43.2	38.8	36.2	34.7
						Fine-Tuning	52.4	48.0	40.6	41.7	43.2
						Replay Memory	52.4	49.5	47.2	47.7	46.7
						TokMem	52.8	51.3	49.3	50.2	50.0
						TokMem+DC	53.8	50.5	50.2	50.9	50.0
285	286	287	288	289	290	Base	16.6	19.9	20.0	18.7	18.2
						RAG	60.0	48.7	45.8	42.3	39.9
						Fine-Tuning	67.1	59.1	59.5	58.4	57.9
						Replay Memory	67.1	61.1	60.6	61.4	60.0
						TokMem	68.0	62.3	61.2	61.5	61.5
						TokMem+DC	68.8	62.5	58.7	61.7	61.1
291	292	293	294	295	296	Base	27.2	27.8	30.4	29.6	29.5
						RAG	63.8	53.9	49.1	45.3	42.6
						Fine-Tuning	75.8	64.3	63.2	58.7	61.6
						Replay Memory	75.8	65.2	64.5	63.4	63.6
						TokMem	75.4	65.5	65.1	64.4	64.8
						TokMem+DC	75.6	65.8	63.7	64.2	64.4

291  
292  
Table 2: Task routing accuracy. TokMem achieves near-perfect routing accuracy at 1,000 tasks, far  
293 exceeding RAG retriever whose accuracy falls below 80%.

294	295	296	297	298	299	300	301	302	Number of Tasks					
									10	50	200	500	1000	
303	304	305	306	307	308	309	310	311	Sentence-Bert	RAG	99.6	92.6	88.7	83.2
									Qwen 2.5 0.5B	TokMem	99.4	98.6	97.4	96.9
312	313	314	315	316	317	318	319	320	321	TokMem+DC	99.4	99.2	98.4	97.2
										Llama 3.2 3B	TokMem	100.0	99.9	98.3
322	323	324	325	326	327	328	329	330	331	TokMem+DC	99.8	99.6	98.9	97.7
										Llama 3.1 8B	TokMem	99.8	99.6	98.9
331	332	333	334	335	336	337	338	339	340	TokMem+DC	99.7	99.4	97.8	97.2

The decoupled variant (TokMem+DC) yields modest gains for the smaller Qwen 0.5B model but no improvement for larger Llama models, and in some cases it underperforms TokMem when scaling to many tasks. **Overall, although TokMem+DC is a tempting variant, it does not provide additional benefits. We advocate for the simple yet effective TokMem (without DC).**

Table 2 further highlights TokMem’s robustness in memory routing. Its accuracy remains above 94% even at 1,000 tasks with the smallest 0.5B model, significantly outperforming the Sentence-BERT retriever used in RAG, whose accuracy drops below 80% when have the stress to route for 1,000 tasks. This high-fidelity memory routing enables TokMem to sustain strong performance without relying on external retrieval mechanisms or fine-tuning, demonstrating its advantage in continual and large-scale task acquisition.

**Analysis of Training Efficiency.** We compare the training sample efficiency of LoRA fine-tuning and TokMem on the first 10 tasks from SNI, a mixture setup that removes the impact of forgetting. We set the adapter rank to  $r = 1$ , which helps prevent overfitting and aligns its parameter scale with TokMem. The result in Figure 2 shows that TokMem consistently achieves higher performance than fine-tuning across all sample budgets, with the greatest advantage appearing in the low-data regime. The decoupled variant (TokMem+DC) offers small but consistent improvements, particularly when more samples are available. Overall, these results highlight TokMem’s ability to learn new procedures effectively with limited data, making it a both parameter and data efficient approach to memory acquisition.

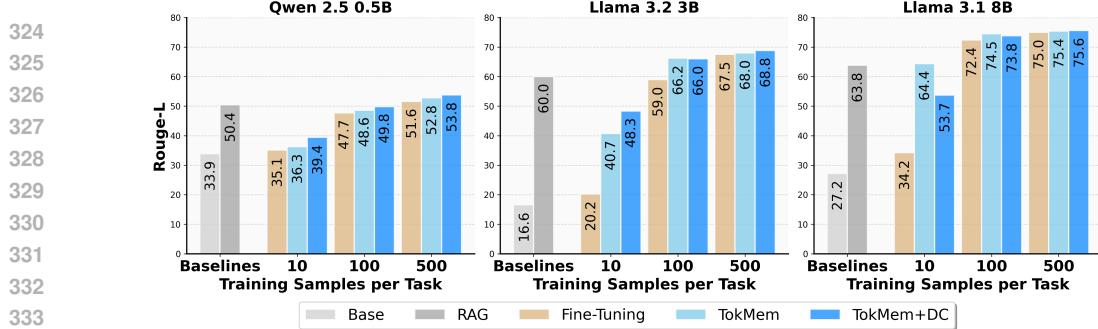


Figure 2: Sample efficiency on a 10-task mixture from SNI. TokMem consistently outperforms fine-tuning in the low-data regime. TokMem can surpass RAG with only 10 training samples, demonstrating strong few-shot learning capability.

Table 3: Compositional tool-use performance on APIGen. TokMem achieves strong tool selection and argument F1 across multiple calls, outperforming ICL and RAG with lower input-augmentation complexity, and surpassing fine-tuning with far fewer trainable parameters.

Model	Method	#Params	Tool Selection				Argument			
			2 calls	3 calls	4 calls	Avg.	2 calls	3 calls	4 calls	Avg.
Llama 3.2 1B	ICL	—	27.6	11.1	10.5	16.4	0.6	0.7	0.0	0.4
	RAG	—	29.5	10.8	10.5	16.9	7.2	1.0	0.0	2.7
	Fine-Tuning	0.85M	10.4	9.5	7.0	9.0	77.3	72.6	55.8	68.6
	TokMem (w/o adapt)	0.10M	86.8	80.9	90.8	86.2	68.9	61.1	73.0	67.7
Llama 3.2 3B	TokMem (w/ adapt)	0.10M	98.4	98.0	98.9	<b>98.4</b>	84.3	84.3	87.8	<b>85.5</b>
	ICL	—	66.8	59.2	59.6	61.9	42.2	42.3	38.8	44.1
	RAG	—	78.1	71.2	69.3	72.8	54.8	53.1	62.7	56.9
	Fine-Tuning	2.29M	98.7	98.1	96.8	97.9	87.9	86.6	82.9	85.8
Llama 3.1 8B	TokMem (w/o adapt)	0.15M	82.6	79.3	67.2	76.4	65.4	57.2	50.2	57.6
	TokMem (w/ adapt)	0.15M	99.2	98.2	100.0	<b>99.2</b>	85.9	86.7	88.3	<b>86.3</b>
	ICL	—	79.7	72.9	75.4	76.0	51.5	52.6	57.3	53.8
	RAG	—	79.6	75.3	93.0	82.6	53.3	57.1	69.2	59.9
	Fine-Tuning	3.41M	98.8	97.2	98.2	98.1	87.7	86.8	88.2	87.6
	TokMem (w/o adapt)	0.20M	84.9	82.0	81.6	82.8	65.8	56.7	65.9	62.8
	TokMem (w/ adapt)	0.20M	99.4	97.9	100.0	<b>99.1</b>	88.1	86.5	93.4	<b>89.3</b>

### 3.3 COMPOSITIONAL MEMORY RECALL

**Dataset Details.** We construct a benchmark from the APIGen dataset (Liu et al., 2024b) by sampling the 50 frequently used tools. Here, each tool invocation is treated as an atomic procedure, and solving a query requires composing multiple such procedures. We synthesize 5,000 training queries and 500 test queries, both capped at four calls. Details of the dataset can be found in Appendix D.2

We report performance using two F1 metrics: (i) Tool Prediction F1, which measures whether the correct tools are invoked; and (ii) Argument Generation F1, which evaluates the correctness of function call arguments. For robustness to semantic equivalence, both gold and predicted outputs are normalized into Abstract Syntax Trees before scoring (Patil et al., 2025).

**Adaptation for Composability.** We found that TokMem benefits from a brief adaptation phase that exposes the backbone with the compositional structures of memory tokens. Concretely, we **fine-tune** the backbone on a held-out auxiliary tool set using the same LoRA fine-tuning setup as the baseline. The adapted weights are then merged, after which the backbone remains frozen for memory acquisition and evaluation (see Appendix B.1 for details). **Note that the auxiliary tool set is different from the evaluation set, so it does not break our frozen-backbone setup.**

The proposed adaptation initialization teaches the model on how to interleave responses with memory tokens. We thus consider it a part of the TokMem approach for compositional tasks and use TokMem with adaptation as the default configuration. We also analyze the effect of this adaptation

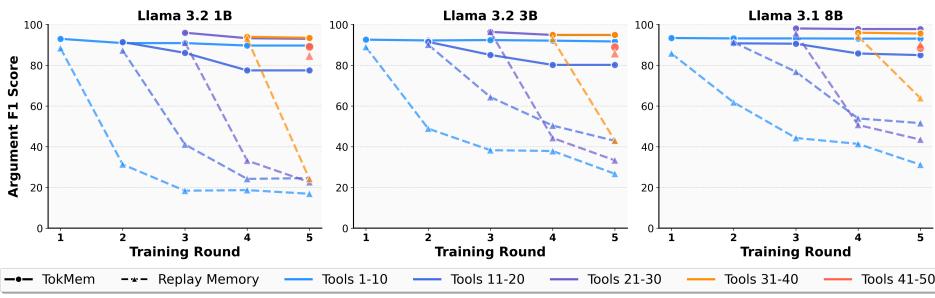


Figure 3: Forgetting analysis in continual adaptation. As new tools are introduced, fine-tuning with replay memory suffers sharp drops on earlier tasks, while TokMem maintains stable performance. Larger models show stronger retention due to greater capacity.

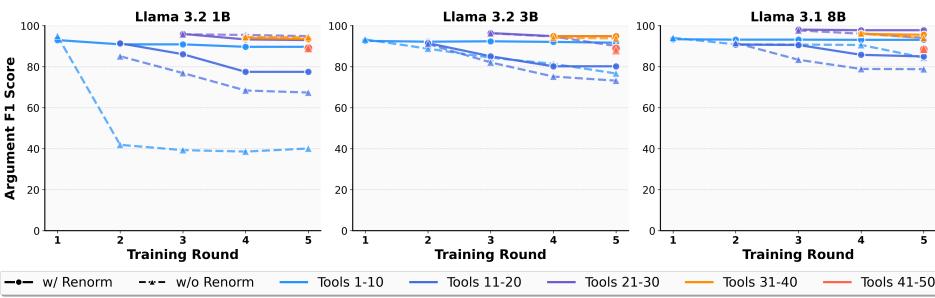


Figure 4: Effect of renormalization on TokMem. Without renormalization, new tokens dominate and older ones are forgotten, particularly in smaller models with limited embedding capacity. Renormalization effectively mitigates this by balancing norms across tokens.

phase on the fine-tuning baseline in Appendix B.2. We find that it degrades baseline performance and we excludes it for a stronger baseline.

**Results and Findings.** Table 3 shows that TokMem achieves the strongest overall performance. Without adaptation for compositionality, it outperforms RAG while avoiding the added complexity from an external retrieval mechanism. Non-parametric baselines such as ICL and RAG perform poorly on both tool prediction and argument generation, particularly with the smaller Llama 1B model, likely due to its weak instruction-following ability.

Compared with parametric baselines, TokMem consistently matches or surpasses LoRA fine-tuning while requiring an order of magnitude fewer trainable parameters. For example, on the Llama 8B model, LoRA requires 3.41M training parameters while TokMem only needs 0.2M to achieves higher performance.

Notably, TokMem exhibits stronger interpretability between tool selection and argument generation, with improvements in the former translating directly into the latter. By contrast, LoRA fine-tuning shows weaker alignment. For example, as seen with the 1B model, it often generates plausible arguments even when tool selection is incorrect, indicating that its argument generation is not properly grounded in the chosen tools.

TokMem also shows significantly better compositional ability than fine-tuning, successfully executing queries with more function calls than it has seen during training. Detailed results are provided in Appendix B.4.

**Analysis of Forgetting.** We compare TokMem with replay memory in a continual adaptation setting, where tools are introduced sequentially over five training rounds (e.g., tools 1–10 in the first round, 11–20 in the second, and so forth). As shown in Figure 3, we see that replay memory struggles to prevent catastrophic forgetting as new tools are introduced. By contrast, TokMem maintains higher performance across tool groups, with only mild declines that primarily reflect the growing

432  
 433 Table 4: Comparison of TokMem vs. prefix tuning on memorizing text from the *Fanfics* dataset.  
 434 TokMem converges faster and achieves lower perplexity than prefix tuning, particularly with few  
 435 memory tokens.

Method	1024 tokens		2048 tokens		4096 tokens	
	Steps@90%Best ↓	PPL ↓	Steps@90%Best ↓	PPL ↓	Steps@90%Best ↓	PPL ↓
<i>Prefix tuning-1</i>	1700	3.81	2300	8.77	2200	14.32
<i>TokMem-1</i>	<b>1200</b>	<b>3.28</b>	<b>1400</b>	<b>7.07</b>	<b>1700</b>	<b>12.27</b>
<i>Prefix tuning-2</i>	<b>500</b>	1.13	1700	3.51	1800	8.38
<i>TokMem-2</i>	600	<b>1.09</b>	<b>1300</b>	<b>2.75</b>	<b>1700</b>	<b>7.21</b>
<i>Prefix tuning-5</i>	300	1.07	500	1.17	1400	2.39
<i>TokMem-5</i>	<b>200</b>	<b>1.03</b>	<b>500</b>	<b>1.15</b>	<b>1400</b>	<b>1.91</b>

444  
 445 number of tools. Larger models exhibit better retention for both approaches, likely due to their  
 446 expanded parameter capacity, which reduces the risk of interference with previously learned tools.  
 447

448 We further investigate the effect of the renormalization step introduced in Section 2.4 on newly  
 449 added memory tokens, whose norms may otherwise dominate older tokens in the softmax (analyzed  
 450 in Appendix B.5). As seen in Figure 4, TokMem without renormalization shows noticeable for-  
 451 getting especially when the size of the model is small. However, larger models are more robust  
 452 to forgetting even without renormalization, again due to their greater embedding capacity. Over-  
 453 all, renormalization improves TokMem’s resistance to forgetting by balancing routing between both  
 454 new and old memory tokens. Additional analysis on the benefits of keeping the backbone frozen for  
 455 continual memory acquisition is provided in Appendix B.3.

456 3.4 ANALYSIS ON MEMORY PLACEMENT  
 457

458 An important design choice in TokMem is the placement of memory tokens within the input se-  
 459 quence, which directly influences how the backbone model attends to and integrates procedural  
 460 knowledge. While TokMem introduces a memory routing mechanism for generating tokens, its ef-  
 461 fectiveness also depends on this placement strategy. In the absence of routing, TokMem reduces to  
 462 a prompt-tuning method (Li & Liang, 2021; Lester et al., 2021) with learnable embeddings, but it  
 463 distinctively adopts an *infix* placement: `query`  $\oplus$  `MEM`  $\oplus$  `response`. Our experiments indicate  
 464 that this infix design allows memory tokens to be activated after the context has been encoded,  
 465 enabling context-aware conditioning and natural composition of multiple procedures.

466 However, it is unclear whether this memory placement is strictly better than the more common *pre-*  
 467 *fix* formulation: `MEM`  $\oplus$  `query`  $\oplus$  `response` used in prior prompt-tuning work, where prefix  
 468 tokens influence generation without having observed the query. To study the impact of placement,  
 469 we compare prefix and infix placements under matched token budgets in the single-task setting.

470 **Setup.** We compare TokMem with infix memory placement against prefix tuning by stress-testing  
 471 the capacity of memory tokens (Sastre & Rosá, 2025) using the recent *Fanfics* dataset collected after  
 472 the pretraining of LLMs (Kuratov et al., 2025). We fix the sequence length to 128 tokens and vary  
 473 the batch size from 8 to 32, compressing batches of 1024 to 4096 response tokens into 1 to 5 memory  
 474 tokens. For each sequence, we prepend a randomly generated query that serves only as a marker to  
 475 distinguish the two placements, while the actual target to be learned remains the response.

476 We measure learning speed using Steps@90%Best, defined as the number of training steps (evalu-  
 477 ated every 100 steps) required to reach 90% of the best perplexity. Results are averaged over five  
 478 runs. Additional experiments evaluating generalization on a math reasoning dataset are provided in  
 479 Appendix C.

480 **Results.** Table 4 shows that TokMem consistently achieves lower perplexity and often converges  
 481 faster than prefix tuning. With a single token, TokMem reaches 90% of the best perplexity roughly  
 482 30% sooner than prefix tuning, indicating that conditioning memory after the query helps the model  
 483 learn more efficiently. Interestingly, when more tokens are available (e.g., five tokens), the per-  
 484 formance gap narrows. This suggests that prior work (Li & Liang, 2021), which typically uses dozens

486 or even hundreds of tokens, may have underestimated the importance of memory placement in low-  
 487 token regimes, where each token must compress more procedural information.  
 488

## 489 4 RELATED WORK

490 Equipping LLMs with memory has been explored through multiple directions. Most existing ap-  
 491 proaches emphasize declarative memory, where the objective is to store and retrieve explicit infor-  
 492 mation such as facts or conversation history (Packer et al., 2023; Chhikara et al., 2025; Zhong et al.,  
 493 2024). In contrast, parameter-based approaches internalize task-specific behaviors within model pa-  
 494 rameters, resembling procedural memory. TokMem builds on this latter view while emphasizing  
 495 modularity and compositionality.  
 496

497 **Text-based External Memory.** A common approach is to externalize memory as textual content  
 498 retrieved at inference time. Retrieval-augmented generation (RAG)(Lewis et al., 2020) and its vari-  
 499 ants(Guu et al., 2020; Karpukhin et al., 2020; Borgeaud et al., 2022; Khandelwal et al., 2020) attach  
 500 relevant textual chunks during inference, while RET-LLM (Modarressi et al., 2023) encodes knowl-  
 501 edge as symbolic triplets. Building on these ideas, more recent systems such as MemGPT (Packer  
 502 et al., 2023), Mem0 (Chhikara et al., 2025), and A-Mem (Xu et al., 2025) extend these ideas to  
 503 conversational settings through hierarchical or summarization-based memory states. While effective for  
 504 factual recall, these approaches are not optimized for procedural control and often incur significant  
 505 inference-time overhead due to the re-read of textual memory.  
 506

507 **Parameter-based Memory.** Another line of work encodes memory directly into model pa-  
 508 rameters. Fine-tuning and multitask instruction tuning (Wei et al., 2022a; Sanh et al., 2021), as well as  
 509 parameter-efficient variants such as LoRA (Hu et al., 2022) allow models to acquire new procedures,  
 510 but task knowledge is entangled. **Mixture-of-LoRAs (Feng et al., 2024)** address the entanglement  
 511 issue but the mixtures are typically invoked independently and are not designed for memory com-  
 512 position. MemoryLLM (Zhong et al., 2024) introduces latent memory pools but remain entangled.  
 513 Prompt-based methods such as prompt tuning (Lester et al., 2021; Wu et al., 2025) store knowledge  
 514 implicitly as global embeddings without selective routing, and L2P (Wang et al., 2022b) introduces  
 515 modular prompt pools but still relies on an external controller to determine which prompts are re-  
 516 trieval. **Prompt compression methods (Mu et al., 2023; Chevalier et al., 2023)** compress prompts  
 517 into one-size-fits-all representations, which may distort prompt information. ToolGen (Wang et al.,  
 518 2025) compresses tools into virtual tokens but focuses on post-training the backbone through multi-  
 519 stage fine-tuning. By contrast, TokMem keeps the backbone frozen, and introduces discrete memory  
 520 units that can be added or composed without retraining, supporting continual adaptation.  
 521

522 **Compositional Memory.** A complementary direction explores how models compose skills from  
 523 simpler building blocks. Chain-of-thought prompting (Wei et al., 2022b) and tool-augmented rea-  
 524 soning frameworks such as Toolformer (Schick et al., 2023) enable multi-step reasoning, but rely  
 525 on textual instructions that must be re-interpreted at each step. Modular parameter methods (Rosen-  
 526 baum et al., 2018; Pfeiffer et al., 2021) create specialized adapters that can be recombined, but  
 527 composition requires parameter merging or heuristic routing. TokMem differs by representing pro-  
 528 cedures as discrete tokens that can be chained directly in context, enabling lightweight parameter-  
 529 isolated composition.  
 530

## 531 5 CONCLUSION

532 We introduced Tokenized Memory (TokMem), a parameter-efficient framework that encodes pro-  
 533 cedural memory as compact tokens. TokMem enables selective recall and compositional use of  
 534 procedures without modifying backbone parameters, achieving strong performance across multitask  
 535 and tool-augmented reasoning benchmarks.  
 536

537 Future directions are discussed in Appendix E, including reinforcement learning for stronger compo-  
 538 sitional generalization, and personalization through user-specific memory banks. These extensions  
 539 pave the way for scalable, compact, and user-adaptive memory systems in large language models.  
 540

540 REFERENCES  
541

542 John R. Anderson and Christian Lebiere. *The Atomic Components of Thought*. Lawrence Erlbaum  
543 Associates, 1998.

544 Nabiha Asghar, Lili Mou, Kira A. Selby, Kevin D. Pantasdo, Pascal Poupart, and Xin Jiang. Progressive  
545 memory banks for incremental domain adaptation. In *International Conference on Learning  
546 Representations*, 2020. URL <https://openreview.net/forum?id=BkepbpNFwr>.

547

548 Sebastian Borgeaud, Arthur Mensch, Jordan Hoffmann, Trevor Cai, Eliza Rutherford, Katie Milli-  
549 can, George Van Den Driessche, Jean-Baptiste Lespiau, Bogdan Damoc, Aidan Clark, et al. Im-  
550 proving language models by retrieving from trillions of tokens. *arXiv preprint arXiv:2112.04426*,  
551 2022. URL <https://arxiv.org/abs/2112.04426>.

552

553 Tom Brown, Benjamin Mann, Nick Ryder, Melanie Subbiah, Jared D Kaplan, Prafulla Dhari-  
554 wal, Arvind Neelakantan, Pranav Shyam, Girish Sastry, Amanda Askell, et al. Language  
555 models are few-shot learners. *Advances in Neural Information Processing Systems*, 33:1877–1901, 2020.  
556 URL <https://papers.nips.cc/paper/2020/hash/1457c0d6bfc4967418bfb8ac142f64a-Abstract.html>.

557

558 Alexis Chevalier, Alexander Wettig, Anirudh Ajith, and Danqi Chen. Adapting language models  
559 to compress contexts. In *Proceedings of the 2023 Conference on Empirical Methods in Natural  
560 Language Processing*, pp. 3829–3846. Association for Computational Linguistics, 2023. URL  
561 <https://aclanthology.org/2023.emnlp-main.232/>.

562

563 Prateek Chhikara, Dev Khant, Saket Aryan, Taranjeet Singh, and Deshraj Yadav. Mem0: Building  
564 production-ready ai agents with scalable long-term memory, 2025. URL <https://arxiv.org/abs/2504.19413>.

565

566 Karl Cobbe, Vineet Kosaraju, Mohammad Bavarian, Mark Chen, Heewoo Jun, Lukasz Kaiser,  
567 Matthias Plappert, Jerry Tworek, Jacob Hilton, Reiichiro Nakano, Christopher Hesse, and John  
568 Schulman. Training verifiers to solve math word problems, 2021. URL <https://arxiv.org/abs/2110.14168>.

569

570 Wenfeng Feng, Chuzhan Hao, Yuewei Zhang, Yu Han, and Hao Wang. Mixture-of-LoRAs: An  
571 efficient multitask tuning for large language models. *arXiv preprint arXiv:2403.03432*, 2024.  
572 URL <https://arxiv.org/abs/2403.03432>.

573

574 Aaron Grattafiori, Abhimanyu Dubey, Abhinav Jauhri, and et al. The llama 3 herd of models, 2024.  
575 URL <https://arxiv.org/abs/2407.21783>.

576

577 Peter D Grünwald. *The minimum description length principle*. 2007.  
578 URL <https://direct.mit.edu/books/monograph/3813/The-Minimum-Description-Length-Principle>.

579

580 Kelvin Guu, Kenton Lee, Zora Tung, Panupong Pasupat, and Ming-Wei Chang. Retrieval augmented  
581 language model pre-training. In *International Conference on Machine Learning*, pp. 3929–3938,  
582 2020. URL <http://proceedings.mlr.press/v119/guu20a.html>.

583

584 John Hewitt. Initializing new word embeddings for pretrained language models, 2021. URL  
585 <https://nlp.stanford.edu/~johnhew//vocab-expansion.html>.

586

587 Edward J Hu, Yelong Shen, Phillip Wallis, Zeyuan Allen-Zhu, Yuanzhi Li, Shean Wang, Lu Wang,  
588 and Weizhu Chen. LoRA: Low-rank adaptation of large language models. In *International Con-  
589 ference on Learning Representations*, 2022. URL <https://openreview.net/forum?id=nZeVKeeFYf9>.

590

591 Vladimir Karpukhin, Barlas Oğuz, Sewon Min, Patrick Lewis, Ledell Wu, Sergey Edunov, Danqi  
592 Chen, and Wen-tau Yih. Dense passage retrieval for open-domain question answering. In *Pro-  
593 ceedings of the 2020 Conference on Empirical Methods in Natural Language Processing*, pp.  
594 6769–6781, 2020. URL <https://aclanthology.org/2020.emnlp-main.550/>.

594 Urvashi Khandelwal, Omer Levy, Dan Jurafsky, Luke Zettlemoyer, and Mike Lewis. Generalization  
 595 through memorization: Nearest neighbor language models. In *International Conference on Learn-*  
 596 *ing Representations*, 2020. URL <https://openreview.net/forum?id=HklBjCEKvH>.  
 597

598 Yuri Kuratov, Mikhail Arkhipov, Aydar Bulatov, and Mikhail Burtsev. Cramming 1568 tokens into  
 599 a single vector and back again: Exploring the limits of embedding space capacity. In *Proceedings*  
 600 *of the 63rd Annual Meeting of the Association for Computational Linguistics (Volume 1: Long*  
 601 *Papers)*, pp. 19323–19339. Association for Computational Linguistics, 2025. URL <https://aclanthology.org/2025.acl-long.948/>.  
 602

603 Brian Lester, Rami Al-Rfou, and Noah Constant. The power of scale for parameter-efficient  
 604 prompt tuning. In *Proceedings of the 2021 Conference on Empirical Methods in Natural Lan-*  
 605 *guage Processing*, pp. 3045–3059, 2021. URL <https://aclanthology.org/2021.emnlp-main.243/>.  
 606

607 Patrick Lewis, Ethan Perez, Aleksandar Piktus, Fabio Petroni, Vladimir Karpukhin, Naman Goyal,  
 608 Heinrich Kütller, Mike Lewis, Wen-tau Yih, Tim Rocktäschel, et al. Retrieval-augmented genera-  
 609 tion for knowledge-intensive NLP tasks. *Advances in Neural Information Processing Systems*, 33:  
 610 9459–9474, 2020. URL <https://proceedings.neurips.cc/paper/2020/hash/6b493230205f780e1bc26945df7481e5-Abstract.html>.  
 611

612

613 Xiang Lisa Li and Percy Liang. Prefix-tuning: Optimizing continuous prompts for generation. In  
 614 *Proceedings of the 59th Annual Meeting of the Association for Computational Linguistics and*  
 615 *the 11th International Joint Conference on Natural Language Processing*, pp. 4582–4597, 2021.  
 616 URL <https://aclanthology.org/2021.acl-long.353/>.  
 617

618 Chin-Yew Lin. ROUGE: A package for automatic evaluation of summaries. pp. 74–81. Association  
 619 for Computational Linguistics, 2004. URL <https://aclanthology.org/W04-1013/>.  
 620

621 Nelson F. Liu, Kevin Lin, John Hewitt, Ashwin Paranjape, Michele Bevilacqua, Fabio Petroni,  
 622 and Percy Liang. Lost in the middle: How language models use long contexts. *Transac-*  
 623 *tions of the Association for Computational Linguistics*, pp. 157–173, 2024a. URL <https://aclanthology.org/2024.tacl-1.9/>.  
 624

625 Pengfei Liu, Weizhe Yuan, Jinlan Fu, Zhengbao Jiang, Hiroaki Hayashi, and Graham Neubig. Pre-  
 626 train, prompt, and predict: A systematic survey of prompting methods in natural language pro-  
 627 cessing. *ACM Comput. Surv.*, 55(9), 2023. URL <https://doi.org/10.1145/3560815>.  
 628

629 Yujia Liu, Jiacheng Zhang, Ziming Wang, Xiaohan Li, Jing Li, and Hao Wang. APIGen: Automated  
 630 API code generation for function-calling capabilities in large language models, 2024b. URL  
 631 <https://arxiv.org/abs/2406.18518>.  
 632

633 Volodymyr Mnih, Koray Kavukcuoglu, David Silver, Andrei A Rusu, Joel Veness, Marc G Belle-  
 634 mare, Alex Graves, Martin Riedmiller, Andreas K Fidjeland, Georg Ostrovski, et al. Human-  
 635 level control through deep reinforcement learning. *nature*, pp. 529–533, 2015. URL <https://www.nature.com/articles/nature14236>.  
 636

637 Ali Modarressi, Ayyoob Imani, Mohsen Fayyaz, and Hinrich Schütze. RET-LLM: To-  
 638 wards a general read-write memory for large language models. In *Advances in*  
 639 *Neural Information Processing Systems*, volume 36, pp. 15558–15571, 2023. URL  
 640 [https://proceedings.neurips.cc/paper\\_files/paper/2023/hash/6a4cd50db0cad92c4c8d9e6ee01ac8c6-Abstract-Conference.html](https://proceedings.neurips.cc/paper_files/paper/2023/hash/6a4cd50db0cad92c4c8d9e6ee01ac8c6-Abstract-Conference.html).  
 641

642 Jesse Mu, Xiang Lisa Li, and Noah Goodman. Learning to compress prompts with gist tokens.  
 643 In *Thirty-seventh Conference on Neural Information Processing Systems*, 2023. URL <https://openreview.net/forum?id=2DtPCL3T5>.  
 644

645 Charles Packer, Vivian Fang, Shishir Gururaj Patil, Kevin Lin, Sarah Wooders, and Joseph E Gon-  
 646 zalez. MemGPT: Towards LLMs as operating systems. *arXiv preprint arXiv:2310.08560*, 2023.  
 647 URL <https://arxiv.org/abs/2310.08560>.

648 Shishir G Patil, Huanzhi Mao, Fanjia Yan, Charlie Cheng-Jie Ji, Vishnu Suresh, Ion Stoica, and  
 649 Joseph E. Gonzalez. The berkeley function calling leaderboard (BFCL): From tool use to agen-  
 650 tic evaluation of large language models. In *Forty-second International Conference on Machine*  
 651 *Learning*, 2025. URL <https://openreview.net/forum?id=2GmDdhBdDk>.

652

653 Jonas Pfeiffer, Aishwarya Kamath, Andreas Rücklé, Kyunghyun Cho, and Iryna Gurevych. Adapter-  
 654 Fusion: Non-destructive task composition for transfer learning. In *Proceedings of the 16th*  
 655 *Conference of the European Chapter of the Association for Computational Linguistics: Main*  
 656 *Volume*, pp. 487–503. Association for Computational Linguistics, 2021. URL <https://aclanthology.org/2021.eacl-main.39/>.

657

658 Qwen and et al. Qwen2.5 technical report, 2025. URL <https://arxiv.org/abs/2412.15115>.

659

660

661 Nils Reimers and Iryna Gurevych. Sentence-bert: Sentence embeddings using siamese bert-  
 662 networks. In *Proceedings of the 2019 Conference on Empirical Methods in Natural Language*  
 663 *Processing*. Association for Computational Linguistics, 2019. URL <https://arxiv.org/abs/1908.10084>.

664

665 Clemens Rosenbaum, Tim Klinger, and Matthew Riemer. Routing networks: Adaptive selection of  
 666 non-linear functions for multi-task learning. In *International Conference on Learning Represen-*  
 667 *tations*, 2018. URL <https://openreview.net/forum?id=ry8dvM-R->.

668

669 Pranab Sahoo, Ayush Kumar Singh, Sriparna Saha, Vinija Jain, Samrat Mondal, and Aman Chadha.  
 670 A systematic survey of prompt engineering in large language models: Techniques and applica-  
 671 tions, 2025. URL <https://arxiv.org/abs/2402.07927>.

672

673 Victor Sanh, Albert Webson, Colin Raffel, Stephen H Bach, Lintang Sutawika, Zaid Alyafeai,  
 674 Antoine Chaffin, Arnaud Stiegler, Teven Le Scao, Arun Raja, et al. Multitask prompted  
 675 training enables zero-shot task generalization. *arXiv preprint arXiv:2110.08207*, 2021. URL  
 676 <https://arxiv.org/abs/2110.08207>.

677

678 Ignacio Sastre and Aiala Rosá. Memory tokens: Large language models can generate reversible  
 679 sentence embeddings. In *Proceedings of the First Workshop on Large Language Model Mem-*  
 680 *orization*, pp. 183–189. Association for Computational Linguistics, 2025. URL <https://aclanthology.org/2025.12m2-1.14/>.

681

682 Timo Schick, Jane Dwivedi-Yu, Roberto Densi, Roberta Raileanu, Maria Lomeli, Eric Hambro,  
 683 Luke Zettlemoyer, Nicola Cancedda, and Thomas Scialom. Toolformer: Language models can  
 684 teach themselves to use tools. In *Thirty-seventh Conference on Neural Information Processing*  
 685 *Systems*, 2023. URL <https://openreview.net/forum?id=Yacmpz84TH>.

686

687 Larry R Squire. Memory and brain systems: 1969–2009. *Journal of Neuroscience*, 29:12711–12716,  
 688 2009. URL <https://www.jneurosci.org/content/29/41/12711>.

689

690 Ashish Vaswani, Noam Shazeer, Niki Parmar, Jakob Uszkoreit, Llion Jones, Aidan N Gomez,  
 691 Łukasz Kaiser, and Illia Polosukhin. Attention is all you need. *Advances in Neural Information*  
 692 *Processing Systems*, 30:5998–6008, 2017. URL [https://papers.nips.cc/paper\\_files/paper/2017/hash/3f5ee243547dee91fdb053c1c4a845aa-Abstract.html](https://papers.nips.cc/paper_files/paper/2017/hash/3f5ee243547dee91fdb053c1c4a845aa-Abstract.html).

693

694 Renxi Wang, Xudong Han, Lei Ji, Shu Wang, Timothy Baldwin, and Haonan Li. Toolgen: Unified  
 695 tool retrieval and calling via generation. In *The Thirteenth International Conference on Learning*  
 696 *Representations*, 2025. URL <https://openreview.net/forum?id=XLMAmowdY>.

697

698 Yizhong Wang, Swaroop Mishra, Pegah Alipoormolabashi, Yeganeh Kordi, Amirreza Mirzaei,  
 699 Atharva Naik, Arjun Ashok, Arut Selvan Dhanasekaran, Anjana Arunkumar, David Stap, et al.  
 700 Super-NaturalInstructions: Generalization via declarative instructions on 1600+ NLP tasks. In  
 701 *Proceedings of the 2022 Conference on Empirical Methods in Natural Language Processing*, pp.  
 5085–5109, 2022a. URL <https://aclanthology.org/2022.emnlp-main.340/>.

702 Zifeng Wang, Zizhao Zhang, Chen-Yu Lee, Han Zhang, Ruoxi Sun, Xiaoqi Ren, Guolong Su,  
 703 Vincent Perot, Jennifer Dy, and Tomas Pfister. Learning to prompt for continual learning.  
 704 In *Proceedings of the IEEE/CVF conference on computer vision and pattern recognition*, pp.  
 705 139–149, 2022b. URL [https://openaccess.thecvf.com/content/CVPR2022/papers/Wang\\_Learning\\_To\\_Prompt\\_for\\_Continual\\_Learning\\_CVPR\\_2022\\_paper.pdf](https://openaccess.thecvf.com/content/CVPR2022/papers/Wang_Learning_To_Prompt_for_Continual_Learning_CVPR_2022_paper.pdf).

706 Jason Wei, Maarten Bosma, Vincent Y Zhao, Kelvin Guu, Adams Wei Yu, Brian Lester, Nan Du,  
 707 Andrew M Dai, and Quoc V Le. Finetuned language models are zero-shot learners. *International Conference on Learning Representations*, 2022a. URL <https://openreview.net/forum?id=gEZrGCozdqR>.

708 Jason Wei, Xuezhi Wang, Dale Schuurmans, Maarten Bosma, brian ichter, Fei Xia, Ed H. Chi,  
 709 Quoc V Le, and Denny Zhou. Chain of thought prompting elicits reasoning in large language  
 710 models. In Alice H. Oh, Alekh Agarwal, Danielle Belgrave, and Kyunghyun Cho (eds.), *Ad-*  
 711 *vances in Neural Information Processing Systems*, 2022b. URL [https://openreview.net/forum?id=\\_VjQlMeSB\\_J](https://openreview.net/forum?id=_VjQlMeSB_J).

712 Zijun Wu, Yongchang Hao, and Lili Mou. Ulpt: Prompt tuning with ultra-low-dimensional opti-  
 713 mization, 2025. URL <https://arxiv.org/abs/2502.04501>.

714 Wujiang Xu, Zujie Liang, Kai Mei, Hang Gao, Juntao Tan, and Yongfeng Zhang. A-mem: Agentic  
 715 memory for llm agents. *arXiv preprint arXiv:2502.12110*, 2025. URL <https://arxiv.org/pdf/2502.12110.pdf>.

716 Shunyu Yao, Jeffrey Zhao, Dian Yu, Nan Du, Izhak Shafran, Karthik R Narasimhan, and Yuan  
 717 Cao. React: Synergizing reasoning and acting in language models. In *The Eleventh International  
 718 Conference on Learning Representations*, 2023. URL [https://openreview.net/forum?id=WE\\_vluYUL-X](https://openreview.net/forum?id=WE_vluYUL-X).

719 Yu Zhong, Longyue Wang, Jiajun Liu, Guangdong Chen, Minjun Wu, Qifan Zhou, Zerui Wang,  
 720 Xianzhi Wang, et al. MemoryLLM: Towards self-updatable large language models. *arXiv preprint  
 721 arXiv:2402.04624*, 2024. URL <https://arxiv.org/abs/2402.04624>.

722

723

724

725

726

727

728

729

730

731

732

733

734

735

736

737

738

739

740

741

742

743

744

745

746

747

748

749

750

751

752

753

754

755

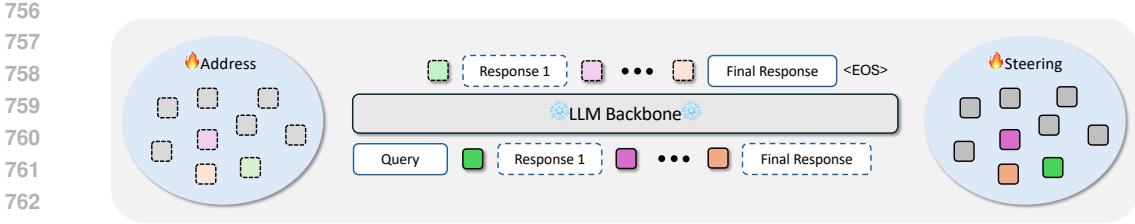


Figure 5: Overview of Decoupled TokMem embeddings, which learns separate memory matrices for address of memories and generation steering.

## A DECOUPLED EMBEDDING FOR TOKMEM

In the standard TokMem formulation, each memory token embedding  $\mathbf{m}_i \in \mathbb{R}^d$  is shared across two roles: (1) addressing for memory routing and (2) steering for generation. We consider a decoupled (DC) variant that separates these functions into two embedding matrices:

$$M^{\text{addr}} = (\mathbf{u}_1; \dots; \mathbf{u}_l) \in \mathbb{R}^{l \times d}, \quad M^{\text{steer}} = (\mathbf{s}_1; \dots; \mathbf{s}_l) \in \mathbb{R}^{l \times d}. \quad (7)$$

Here,  $M^{\text{addr}}$  provides *address embeddings* at the output layer. When a memory token is predicted, the model produces a distribution over indices  $i$  according to  $M^{\text{addr}}$ . The chosen index  $i$  is then used to retrieve the corresponding steering embedding  $\mathbf{s}_i$  from  $M^{\text{steer}}$ , which is injected into the input sequence and influences subsequent generation.

Training follows the standard next-token prediction objective, analogous to Equation 3:

$$\mathcal{L}(\mathbf{a}; M^{\text{addr}}, M^{\text{steer}}) = - \sum_{i>k} \log \Pr(a_i \mid \mathbf{a}_{<i}; M^{\text{addr}}, M^{\text{steer}}). \quad (8)$$

where  $k$  denotes the query length. During optimization, only  $M^{\text{addr}}$  and  $M^{\text{steer}}$  are updated; the backbone remains frozen. In addition, the renormalization treatment introduced in Section 2.2 is only applied to the address embeddings in  $M^{\text{addr}}$ .

This decoupled formulation provides a clean separation of functionality: routing is handled via  $M^{\text{addr}}$ , while steering is controlled by  $M^{\text{steer}}$ . While conceptually clean, our experiments do not show consistent improvements over the coupled formulation, particularly on larger models, where embedding capacity is sufficient to jointly support both roles.

## B DETAILS FOR COMPOSITIONAL MEMORY RECALL

### B.1 DETAILS OF ADAPTATION PHASE

In compositional scenarios, the model should not only recall individual procedures but also compose them to solve multi-step queries. To prepare TokMem for such use, we construct a held-out auxiliary training set of 50 tools (5,000 samples) following Section 3.3. The backbone is then fine-tuned for one epoch on this set using LoRA, jointly with the temporary memory embeddings, before the adapted weights are merged and frozen.

The intuition for this adaptation phase is to let the LLM learn to align its routing and generation behavior with compositional memory recall. After adaptation, the temporary embeddings are discarded, while the adapted backbone is retained for inference with new tasks. This procedure provides a general inductive bias for modular composition, enabling it to generalize to new tools and procedures without further retraining.

Algorithm 1 summarizes this lightweight procedure. Temporary memory embeddings are inserted into the input sequence, the loss is optimized jointly over memory and response tokens, and once the backbone has adapted, the temporary memory bank is discarded.

810 **Algorithm 1** Adaptation Phase for Compositional Memory Recall

---

811 **Require:** Pretrained backbone  $f_{\theta_0}$ , adaptation traces  $\mathcal{D}_{\text{adapt}}$  from held-out procedures

812 1: Initialize backbone  $\theta \leftarrow \theta_0$  and temporary memory embeddings  $\mathcal{M}$

813 2: Set learning rates  $\eta_{\theta}$  and  $\eta_{\mathcal{M}}$

814 3: **for** each minibatch in  $\mathcal{D}_{\text{adapt}}$  **do**

815 4: Insert  $\mathcal{M}$  into sequence; forward pass with  $f_{\theta}$

816 5: Compute loss  $\mathcal{L}$  on memory and response tokens

817 6:  $\theta \leftarrow \theta - \eta_{\theta} \nabla_{\theta} \mathcal{L}$

818 7:  $\mathcal{M} \leftarrow \mathcal{M} - \eta_{\mathcal{M}} \nabla_{\mathcal{M}} \mathcal{L}$

819 8: **end for**

820 9: Discard temporary memory  $\mathcal{M}$  and freeze backbone  $\theta$

821 10: **return** adapted backbone  $f_{\theta}$

---

823 Table 5: Comparison of standard fine-tuning vs. fine-tuning with an adaptation phase.

824 <b>Argument F1</b>					
825 <b>Model</b>	826 <b>Configuration</b>	2 calls	3 calls	4 calls	827 <b>Avg.</b>
828 Llama 1B	<i>Fine-tuning</i>	77.3	72.6	55.8	68.6
	+ <i>adapt</i>	72.8	54.6	42.1	56.5
	+ <i>adapt &amp; all linear</i>	74.1	66.7	68.4	<b>69.7</b>
830 Llama 3B	<i>Fine-tuning</i>	87.9	86.6	82.9	<b>85.8</b>
	+ <i>adapt</i>	78.9	69.5	63.2	70.5
	+ <i>adapt &amp; all linear</i>	79.7	72.3	89.5	80.5
832 Llama 8B	<i>Fine-tuning</i>	87.7	86.8	88.2	<b>87.6</b>
	+ <i>adapt</i>	77.6	66.3	84.2	76.0
	+ <i>adapt &amp; all linear</i>	84.5	78.3	89.5	84.1

837 **B.2 ANALYSIS OF FINE-TUNING WITH ADAPTATION PHASE**

840 TokMem employs an adaptation phase where it is fine-tuned on a held-out auxiliary tools before  
 841 training for new tools. In Section 3.3, our fine-tuning baseline dose not include this phase. To  
 842 validate the fairness of our fine-tuning baseline, we investigate whether it could also benefit from  
 843 this phase by training sequentially on the held-out auxiliary tools and the target tools.

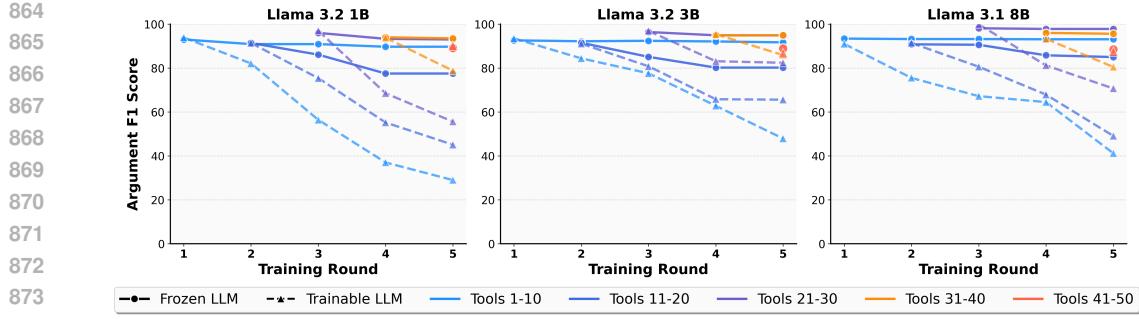
844 As shown in Table 5, introducing the adaptation phase generally degrades performance compared  
 845 with the standard fine-tuning baseline. This might be because of the interference between the dis-  
 846 joint held-out auxiliary and target tool sets with completely different functions and parameters. By  
 847 contrast, TokMem avoids this interference issue by “abandoning” the auxiliary memory tokens after  
 848 the adaptation phase.

849 Although adding the training capacity by finetuning with all linear layers alleviate this issue, we see  
 850 that it still cannot outperform our original setup. This confirms that fine-tuning without adaptation  
 851 is a stronger baseline for comparison.

852 **B.3 ANALYSIS OF UNFREEZING LLM BACKBONE FOR TOKMEM**

855 We further examine the importance of freezing the backbone when adding new tool memories,  
 856 reflecting real-world usage where procedural knowledge grows incrementally over time. This setting  
 857 contrasts with recent approaches (Wang et al., 2025) that compress tool usage into virtual tokens by  
 858 post-training the backbone. While such methods improve retrieval efficiency at scale, they rely on  
 859 modifying backbone parameters, which hinders continual adaptability and risks overwriting prior  
 860 knowledge.

861 As shown in Figure 6, unfreezing the backbone during TokMem adaptation leads to severe forget-  
 862 ting of previously learned tools, consistent with catastrophic interference in continual learning. By  
 863 contrast, freezing the backbone preserves prior capabilities while allowing new tool memories to be  
 incorporated without loss, highlighting TokMem’s advantage for incremental adaptation. Notably,



875 Figure 6: Comparison between Freezing and unfreezing the backbone. Allowing the backbone to  
 876 update when adding new tool memories causes severe forgetting. Freezing preserves prior tools  
 877 while enabling new ones.

878  
 879 Table 6: TokMem generalizes to longer tool-call chains at test time, significantly outperforming  
 880 fine-tuning in zero-shot multi-step settings (training with 1 call and test with 2-4 calls).

Train Maximum Calls	Method	Test Time				Avg.
		2 calls	3 calls	4 calls		
1-call	<i>Fine-tuning</i>	34.9	21.3	14.1	23.4	
	<i>TokMem</i>	60.3	54.3	48.9	<b>54.5 (+31.1)</b>	
2-call	<i>Fine-tuning</i>	86.2	78.8	64.8	76.6	
	<i>TokMem</i>	82.0	81.8	82.3	<b>82.0 (+5.4)</b>	
3-call	<i>Fine-tuning</i>	86.9	85.5	80.3	84.2	
	<i>TokMem</i>	86.8	84.0	84.7	<b>85.2 (+1.0)</b>	
4-call	<i>Fine-tuning</i>	87.9	86.6	82.9	85.8	
	<i>TokMem</i>	85.9	86.7	88.3	<b>86.3 (+0.5)</b>	

893  
 894 unfreezing offers no meaningful performance gains after the initial training round, suggesting that  
 895 TokMem strikes an effective balance between performance and continual adaptation.

#### 896 B.4 COMPOSITIONAL GENERALIZATION

900 We observe that TokMem provides clear advantages in compositional generalization over fine-  
 901 tuning. Table 6 reports Argument F1 when the Llama 3B model is evaluated on queries requiring  
 902 more function calls than those observed during training.

903 Notably, when trained solely on single-call data, TokMem achieves much stronger performance  
 904 than fine-tuning when evaluating on 2 to 4 calls test data. This demonstrates that memory tokens  
 905 trained for atomic procedures can be effectively composed at test time, enabling strong zero-shot  
 906 generalization to multi-step behavior.

907 As the training regime is expanded to include more calls (e.g., up to 3 or 4), the performance gap  
 908 narrows, but TokMem remains competitive or slightly ahead across all configurations. These results  
 909 suggest that TokMem naturally supports compositionality, enabling flexible chaining of learned pro-  
 910 cedures without requiring task-specific fine-tuning.

#### 911 B.5 ANALYSIS OF NORM INFLATION FOR NEWER MEMORIES

914 We analyze the L2 norm of the learned memory embeddings when tools are introduced sequentially  
 915 using Llama 3.2 3B. We follow the setup in Figure 4 by training TokMem with 5 rounds, adding 10  
 916 tools per round without our renormalization treatment. Figure 7 shows that newly added memory  
 917 tokens gradually develop their L2 norms, which leads to competition with existing frozen tokens for  
 the softmax operation for memory routing.

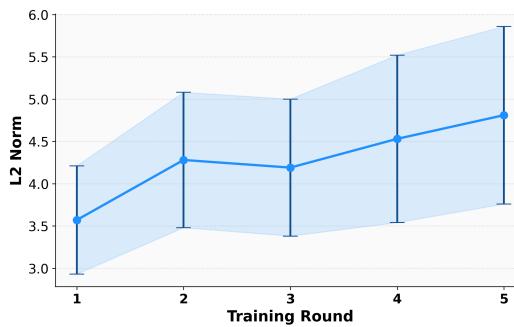


Figure 7: L2 norm of newly added memory tokens. Each round introduce 10 new tool memories. Error bar indicate standard deviation across the 10 tokens added in each round.

Table 7: Comparison of prefix tuning vs. TokMem condition embedding on GSM8K with two different size of Llama models. TokMem achieves higher compliance with required output formats and stronger exact-match accuracy than prefix tuning, especially in low-data regimes.

Data %	Method	Llama 3.2 1B		Llama 3.2 3B	
		Compliance↑	EM ↑	Compliance↑	EM ↑
20%	Prefix tuning	0.0	0.0	45.9	33.1
	TokMem	<b>98.0</b>	<b>37.7</b>	<b>94.6</b>	<b>65.6</b>
100%	Prefix tuning	82.8	30.0	97.2	64.1
	TokMem	<b>97.4</b>	<b>39.1</b>	<b>98.2</b>	<b>66.9</b>

## C ADDITIONAL ANALYSIS ON MEMORY PLACEMENT

We have stress-tested the effect of memory token placement (prefix vs. infix) with randomly generated queries and with varying length of memory tokens in Section 3.4. We now turn to the GSM8K math reasoning dataset (Cobbe et al., 2021), to evaluate generalization and training efficiency.

Our experiments run on Llama 3.2 1B and 3B as backbone models and compare prefix tuning against TokMem under two training setups: using only 20% of the training set that represents a low-data regime, or the full dataset. We report two evaluation metrics.

- **Compliance** measures whether the model follows the required answer format, i.e., producing the final answer after the delimiter “####”. This metric isolates the recall of procedural memory from the reasoning abilities already present in the backbone models.
- **Exact Match (EM)** measures the correctness of the final answer after standard normalization (e.g., removing commas or extraneous symbols).

As shown in Table 7, TokMem significantly outperforms prefix tuning, particularly in the low-data setting. With only 20% of the data, prefix-tuning fails to provide meaningful results, yielding zero compliance and EM on the 1B model and underperforming on the 3B model. By contrast, TokMem achieves near-perfect compliance and substantially higher EM scores across both backbones. When trained on the full dataset, prefix tuning improves considerably, yet TokMem continues to deliver stronger compliance and higher EM, underscoring its superior data efficiency and more reliable procedural control.

## D DETAILS OF DATASETS

### D.1 DETAILS OF SUPER-NATURAL INSTRUCTION

We sample 1,000 English tasks from the SNI dataset, where each task is labeled with a task ID and a short descriptive name. The full list of sampled tasks is provided in Table 8. Tasks are introduced

972 to the model sequentially in ascending order of their IDs (e.g., the model first sees task 1, then task  
 973 2, and so on).

974  
 975 After training on the first  $k$  tasks, we save a checkpoint and evaluate performance on the test sets of  
 976 all  $k$  tasks encountered so far. This simulates a continual learning setup where the model is expected  
 977 to acquire new procedures while retaining previously learned ones. Once the model has been trained  
 978 on all 1,000 tasks, it should be able to perform all of them without forgetting earlier tasks.

979 **D.2 DETAILS OF FUNCTION CALLING DATASET**

980  
 981 For evaluating compositional memory recall, we sample 50 tools from the APIGen dataset (Liu  
 982 et al., 2024b). The list of tools and their corresponding descriptions is provided in Table 8.

983  
 984 For each tool, we collect 50 query–call pairs, some of which may involve multiple calls to the same  
 985 tool. This yields a total of  $50 \times 50 = 2,500$  samples representing the non-compositional use of tools.  
 986 To avoid data leakage, we split these samples into training and test sets with a 9:1 ratio.

987  
 988 On top of this, we synthesize complex queries by combining calls across different tools. These  
 989 multi-step queries require the model to invoke multiple tools in sequence. We cap the number of  
 990 synthesized samples at 5,000 for training and 500 for testing.

991 **E FUTURE WORK**

992  
 993 Our experiments are conducted on the research-oriented SNI and APIGen datasets, which allow  
 994 controlled analysis of atomic and compositional recall. While these settings demonstrate the fea-  
 995 sibility and effectiveness of tokenized procedural memory without backbone training, they do not  
 996 fully capture the diversity of real-world procedures.

997  
 998 In particular, richer forms of composition, such as interleaving function calls from APIGen with  
 999 NLP tasks from SNI, as illustrated in Figure 1b, and multi-turn interactions remain unexplored, but  
 1000 could be supported with curated datasets. Overall, advancing TokMem toward practical deployment  
 1001 will require more realistic benchmarks or user-driven data collection pipelines that better reflect  
 1002 open-domain procedural knowledge.

1002  
 1003 Additional future directions include incorporating reinforcement learning to improve generalization  
 1004 for complex compositional structures, and enabling personalization by allowing users to attach their  
 1005 own memory banks while keeping the backbone frozen. Together, these extensions pave the way for  
 1006 scalable, compact, and user-adaptive memory systems in large language models.

1007 **F USE OF LARGE LANGUAGE MODELS**

1008  
 1009 We used ChatGPT as a general-purpose assistant to improve the writing of our paper, including  
 1010 grammar, readability, and clarity. Additionally, we used it to search for related work, which we then  
 1011 manually verified. All ideas, analyses, and conclusions presented in this paper are our own, and we  
 1012 take full responsibility for the content.

1013  
 1014  
 1015  
 1016  
 1017  
 1018  
 1019  
 1020  
 1021  
 1022  
 1023  
 1024  
 1025

1026  
1027  
1028  
1029  
1030  
1031  
1032

1033 Table 8: Details of the sampled tools from the APIGen dataset, including their names and descriptions.  
1034

ID	Tool	Description
1	auto_complete	Fetch auto-complete suggestions for a given query using the Wayfair API.
2	binary_addition	Adds two binary numbers and returns the result as a binary string.
3	binary_search	Performs binary search on a sorted list to find the index of a target value.
4	cagr	Calculates the Compound Annual Growth Rate (CAGR) of an investment.
5	calculate_factorial	Calculates the factorial of a non-negative integer.
6	calculate_grade	Calculates the weighted average grade based on scores and their corresponding weights.
7	calculate_median	Calculates the median of a list of numbers.
8	can_attend_all_meetings	Determines if a person can attend all meetings given a list of meeting time intervals.
9	cosine_similarity	Calculates the cosine similarity between two vectors.
10	count_bits	Counts the number of set bits (1's) in the binary representation of a number.
11	create_histogram	Create a histogram based on provided data.
12	directions_between_2_locations	Fetches the route information between two geographical locations including distance, duration, and steps.
13	fibonacci	Calculates the nth Fibonacci number.
14	final_velocity	Calculates the final velocity of an object given its initial velocity, acceleration, and time.
15	find_equilibrium_index	Finds the equilibrium index of a list, where the sum of elements on the left is equal to the sum of elements on the right.
16	find_first_non_repeating_char	Finds the first non-repeating character in a string.
17	find_longest_word	Finds the longest word in a list of words.
18	find_max_subarray_sum	Finds the maximum sum of a contiguous subarray within a list of integers.
19	find_minimum_rotated_sorted_array	Finds the minimum element in a rotated sorted array.
20	flatten_list	Flattens a nested list into a single-level list.
21	format_date	Converts a date string from one format to another.
22	generate_password	Generates a random password of specified length and character types.
23	generate_random_string	Generates a random string of specified length and character types.
24	get_city_from_zipcode	Retrieves the city name for a given ZIP code using the Ziptastic API.
25	get_pokemon_move_info	Retrieves information about a Pokémon's move using the PokéAPI.
26	get_product	Fetches product details from an API using the given product ID.
27	get_products_in_category	Fetches products in a specified category from the demo project's catalog.
28	greatest_common_divisor	Computes the greatest common divisor (GCD) of two non-negative integers.
29	integrate	Calculate the area under a curve for a specified function between two x values.
30	investment_profit	Calculates the profit from an investment based on the initial amount, annual return rate, and time.
31	is_anagram_phrase	Checks if two phrases are anagrams of each other, ignoring whitespace and punctuation.
32	is_leap_year	Checks if a year is a leap year.
33	is_palindrome	Checks if a string is a palindrome.
34	is_power	Checks if a number is a power of a given base.
35	is_rotation	Checks if one string is a rotation of another string.
36	is_valid_ip_address	Checks if a string is a valid IP address (IPv4).
37	is_valid_palindrome	Checks if a string is a valid palindrome, considering only alphanumeric characters and ignoring case.
38	is_valid_sudoku	Checks if a 9x9 Sudoku board is valid.
39	monthly_mortgage_payment	Calculates the monthly mortgage payment based on the loan amount, annual interest rate, and loan term.
40	note_duration	Calculates the duration between two musical notes based on their frequencies and the tempo.
41	place_safeway_order	Order specified items from a Safeway location.
42	polygon_area_shoelace	Calculates the area of a polygon using the shoelace formula.
43	potential_energy	Calculates the electrostatic potential energy given the charge and voltage.
44	project_population	Projects the population size after a specified number of years.
45	reverse_string	Reverses the characters in a string.
46	solve_quadratic	Computes the roots of a quadratic equation given its coefficients.
47	trapezoidal_integration	Calculates the definite integral of a function using the trapezoidal rule.
48	whois	Fetch the WhoIS lookup data for a given domain using the specified Toolbench RapidAPI key.
49	whole_foods_order	Places an order at Whole Foods.
50	wire_resistance	Calculates the resistance of a wire based on its length, cross-sectional area, and material resistivity.

1074  
1075  
1076  
1077  
1078  
1079

Task Name	Task Name	Task Name
task0100	task0101	task0102
task0103	task0104	task0105
task0106	task0107	task0108
task0109	task0110	task0111
task0112	task0113	task0114
task0115	task0116	task0117
task0118	task0119	task0120
task0121	task0122	task0123
task0124	task0125	task0126
task0127	task0128	task0129
task0130	task0131	task0132
task0133		

Figure 8: Overview of the 1,000 English tasks from the SNI dataset used in the atomic recall setting.