This presentation will detail three studies investigating how words learned in adulthood are represented in memory, and how this might affect higher levels of language processing. It is generally held that any new information (whether language-related or not) is represented in episodic memory at first, and then through experience, becomes integrated into semantic memory (e.g., Francis, 1999). The first study shows that novel words are indeed stored in episodic memory at early stages of learning. In support of the episodic L2 hypothesis (Jiang and Forster, 2001), the second study further demonstrates that late-acquired second language (L2) words never seem to be integrated into semantic/lexical memory. The final study explores whether episodically-represented L2 words behave like L1 words with respect to morphosyntactic integration processes. The presentation will conclude with the proposal that although the episodic memory system that stores L2 words may not be as domain-specific as the semantic/lexical memory system that stores L1 words, it is nevertheless a verbal memory system.