Despite their impressive performance on diverse PopQA tasks, large language models (LMs) [...], implying the difficulty of encoding a wealth of world knowledge in their parameters. This paper aims to understand LMs' strengths and [...], by [...]. We find that LMs struggle with less popular factual knowledge, and [...]. Scaling, on the other hand, mainly improves memorization of popular knowledge, and fails [...]. Based on those findings, we devise a new method for retrievalaugmentation[...] memories when necessary.