

BEVERLY HILLS COP 2009
by
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FADE IN:

EXT. ALLEY - DAY

BAM! THWUP!

A bullet buries deep into the back of an old shitty sofa, sending a puff of industrial stuffing out the other side.

That puff is right near the face of RICO, a bleeding Puerto Rican guy hiding behind the sofa.

RICO
(calls out)
I got nothin' to say to you
fuckers!

Pissed, Rico sticks his gun over the couch and returns fire...

The CAMERA TRAVELS DOWN THE ALLEY passing three dead BODIES near Rico's couch, blood still pooling on to the concrete.

Down the alley, Rico's bullets PING off a dumpster. Behind the dumpster, AXEL FOLEY crouches with his partner BILL NESBITT.

AXEL
(calls back)
You're holed up behind a sofa,
Rico. How long you want to do
this?

The dingy alley is crowded with old pallets and dumpsters. No way a car could get through it.

The alley runs near the DETROIT RIVER, which separates Detroit and Windsor, and the U.S. from Canada. It's cold as shit, and ice floes make their way down the water.

Even after all these years, Foley still looks great. The edge to him that's always been just below the surface is now more pronounced.

Nesbitt is a few years younger, but looks like he knows his way around a shit-hole neighborhood.

They are loading bullets into the sleeves of their Glocks while they talk.

AXEL (CONT'D)
 (conversationally)
 Hey Nesbitt, your parents spank
 you?

NESBITT
 Sure.

AXEL
 Mom or dad?

NESBITT
 I was a wait-until-your-father-gets-
 home type of kid. You?

AXEL
 Equal opportunity receiver.

NESBITT
 Belt or open hand?

He keeps on feeding that sleeve with hollow points.

AXEL
 Whatever was within reach.

BAM! THWANG! Another bullet bounces off Axel's dumpster.

AXEL (CONT'D)
 (yells at Rico)
 You really wanna add cop killer to
 your rap sheet, Rico?

RICO (O.S.)
 Go to hell, man.

Axel just looks out over the river at the gray, serene
 skyline of Detroit. From here, the view isn't all that bad.

AXEL
 Check out that view, Nesbitt.
 Detroit at its best.
 (calls out)
 Rico, why you wanna come all the
 way over here to Canada and leave
 Rock City behind?

RICO
 You're not allowed to follow me
 here, man! It's against the law.

SIRENS can be heard in the distance...

AXEL

(laughs)

Now you want laws? Maybe you should have thought about that before you and your amigos eighty-sixed the Darden brothers.

RICO

Chinga tu hermana!

AXEL

I don't have a sister. Nesbitt here has a sister, but she's married and gone a little soft.

NESBITT

(calls out too)

She just had a baby. You definitely wouldn't want to fuck her.

RICO

Fuck you, then.

FOLEY

Okay, Rico. You gotta get fuckin' off the brain... you know how this is going to end... Come out of there and tell your story to a judge.

RICO

I trusted you!

FOLEY

And you can trust we're going to get your ass back to Detroit.

RICO

Fuck Detroit. This is horseshit. You can't extradite me.

FOLEY

We're not gonna extradite you. We're gonna throw you in the back of my partner's rented Taurus and drive you over the bridge...

The CAMERA MOVES TO RICO, who is breathing hard, trying to figure this out.

RICO
 (more to himself)
 I knew you were police, the way you
 worked inside on me. I should be
 shot in my fuckin' head.

He gets uneasy because he doesn't hear anything...

RICO (CONT'D)
 Foley?

No response.

RICO (CONT'D)
 Foley, you cop whore, you there?

Still, no response.

RICO (CONT'D)
 FOLEY!

He peeks out from around the couch, and his eyes go wide as saucers. The dumpster is rolling right at him, Nesbitt pushing it like a battering ram!

Rico's immediately on his feet, fleeing toward the back of the alley, just as the dumpster SMASHES into the couch, sending stuffing flying.

He gets to the end of the alley, rounds the corner, but wasn't expecting Foley to be there... WHAM!

Foley levels him with a pistol whip to the head, smashing him in the nose, which cracks like an egg. The six shooter skitters down the sidewalk as Rico goes down in a heap.

Parked nearby is a Ford Taurus rental. Nesbitt presses a button on the key ring and the trunk opens. The street is near the entrance to the AMBASSADOR BRIDGE, connecting Windsor to Detroit.

They shove a groggy Rico into the trunk.

WHAM. Axel slams the trunk closed.

Traffic rolls by the main street, and Foley draws stares from Canadians in their cars: a black man tossing a Puerto Rican into a trunk in Canada.

One GUY rolls down his window.

CANADIAN DRIVER
 What you doing there, eh?

AXEL
Homeland Security.

The SIRENS are getting closer...

Just then, Axel's CELL PHONE rings.

AXEL (CONT'D)
Foley.

INT. LOS ANGELES CITY HALL - SAME

It's early morning here, and BILLY ROSEWOOD sits at a desk, downtown L.A. spread out in the morning light. He's at least 20 floors up. He looks older, grayer, like the rampant optimism we remember was driven out of him.

BILLY
(whispered)
Axel. Thank god. It's Rosewood.

INTERCUT:

AXEL
Billy! How the hell are you man?
Kinda early out there isn't it?

BILLY
Actually it's late. I've been up
all night chasing something down
and I need to talk to you.

AXEL
You? Up all night? Thought you
had some cush gig that paid you not
to come to work.

BILLY
They wish. You'd be proud of me,
Axel. You should see how I got
these bastards on the run.

AXEL
I'll bet you do.

Just then, a trio of CANADIAN COP CARS SHRIEK around the corner, SIRENS BLARING, bubble lights blazing, kicking up dirt and smoke in the street.

Nesbitt's eyes go wide as plates...

NESBITT
Fucking Canuck's, Axel!

We hear RICO'S MUFFLED CRIES from the trunk as he tries to kick his way through to the back seat.

AXEL
Hey, uh Billy... I gotta jump,
man.

BILLY
Axel, wait...

AXEL
I'll hit you back later. I'm kind
of in the middle of something here.

BILLY
Yeah, but --

But Axel has already hung up.

Billy hears something in the hallway and turns out his office light. He stands there completely quiet, and sure enough, the creaking of the old floors of City Hall indicate that someone is walking slowly toward his office.

...but before we see who's there we're...

BACK TO:

WINDSOR:

The cop cars bear down on the two Detroit cops like a swarm of hornets as Axel dives into the Taurus and just gets the engine cranked...

AXEL
You sign up for insurance?

NESBITT
I saw on Oprah it's a rip-off.

AXEL
(nodding)
Your credit card will probably
cover it.

Rico's still kicking from the trunk as Foley guns the engine and manages to pull the Taurus out of there just as the cop cars practically smash it off the road...

He heads down a street, flying past a sign with an arrow pointing toward the border.

FOUR MORE CANUCK POLICE CARS barrel out of nowhere, cutting them off...

Foley throws the car into a slide and barely makes the turn, the original three cop cars still right on his ass.

UP AHEAD:

The border is at a standstill, with long car lines backed up for miles just to get on the bridge.

ON THE ROAD:

Jesus, EVEN MORE CANADIAN POLICE CARS are blasting out from everywhere like ants out of an anthill... Foley just keeps his head down and works the wheel like a madman...

He somehow keeps in front of them, rounds a corner, coming down a hill, and spots the backed up traffic.

FOLEY

Shit!

With a final kick, Rico smashes through the back seat from the trunk.

He's met by Nesbitt's waiting gun. WHAM! He's knocked woozy again.

With no other choice, Foley rockets the Taurus between the cars waiting to go over the bridge, smashing the sides of most of them and popping side-view mirrors like balloons as he continues up his newly-created lane.

The cop cars follow through the new lane, a few of the cops hanging out the window and FIRING at the Taurus...

FROM OVERHEAD:

...it looks like speedy beetles in a sea of dead ants, making their way toward the finish line. Problem is, the row between the cars is getting narrower as they get closer to the bridge. With each WHAM!, it's getting harder and harder for the Taurus to fit through.

ON THE ROAD:

The cars are too tight now as FOLEY spots something ahead. He slams on the brakes and jumps out, racing to a NURSING HOME VAN next to him. Hanging off the back is a WHEELCHAIR.

Foley yanks the wheelchair off the back of the van while Nesbitt realizes what he's doing, pops the trunk, and wrestles Rico into the awaiting chair.

Foley and Nesbitt sprint toward the border, outrunning the still approaching cop cars.

The border is close enough to see and the Canadian cops are all forced to stop where Foley dead-ended the Taurus.

Swarms of B.P. AGENTS rush at them from the border, guns drawn!

BORDER PATROL AGENT
Stop right there!

Foley and that wheelchair keep right on coming.

AXEL
(digging for his badge)
Detroit Police!

BORDER PATROL AGENT
Stop right there or I will drop
your ass into the river!

FOLEY
I'm a cop, goddammit!

And with that, he stops, just over the line that separates Canada from the lower forty-eight.

Foley tries to catch his breath, huddled over like an Olympic sprinter who just finished the 100.

From the wheelchair...

RICO
(weakly)
I been kidnapped.

Foley pops him with his gun to the nose again...

FOLEY
Shut the fuck up.

...which causes all the B.P. officers to level their weapons at Foley. Foley holds his gun up by the trigger guard, still breathing hard.

FOLEY (CONT'D)

Think you guys brought enough guns?

...the CAMERA MOVES UP, WAY UP, taking in the mess at the border, the smashed cars, the hundreds of Border Patrol officers surrounding this cop and we hear...

...a driving hip-hop version of that familiar Axel Foley theme kicks in...

CUT TO:

TITLE CARD:

BEVERLY HILLS COP - 2009

EXT. LOS ANGELES CITY HALL - MORNING

A pleasant morning in Los Angeles. The CAMERA TRACKS OVER from a sign that announces "Los Angeles City Hall." It makes its way to the side of the building...

...and something catches our eye... the CAMERA FINDS IT... and...

WHOOSH! A body flies through an OPEN WINDOW 20 stories up, falling quickly through the morning air. It lands with a sick THUD on the sidewalk below, chasing away pigeons.

The shirt and suit look familiar, like we just saw them...

A WOMAN at a bus stop SCREAMS...

CUT TO:

EXT. DETROIT STREETS - DAY

...which is lost in the SOUND OF A CAR HONKING...

Foley rides in a SQUAD CAR in the passenger seat while Nesbitt drives and Rico sits cuffed in the back.

Outside the car, the serene image of Detroit from across the river is shattered. It's a hard town, with more businesses closed than open. Homeless men, bangers, and hookers hang on the cold, gray streets.

Steam pours from the manholes and one wonders how it can be this cold and still manage to be raining.

One HOOKER waves at Axel, who waves back.

AXEL
Home sweet home, Rico.

RICO
Why don't you go-the-hell back to
Beverly Hills Foley?

NESBITT
(sarcastic)
Yeah man. You went from the land
of milk and honeys to the land of
what the fuck am I doing here.
(beat)
So what the fuck are you doing
here?

AXEL
They decided they weren't ready for
cops like me.

NESBITT
Neither was Canada.

Axel pulls out his phone and dials. It just rings until finally...

BILLY
(recorded on the phone)
You've reached the voicemail of
William Rosewood. Please leave a
message.

AXEL
William?
(he laughs)
Rosewood does your father know you
stole his name? It's Axel calling
you back. Give me a shout when you
catch a minute.

He clicks his phone off, something not feeling right.

INT. DETROIT POLICE STATION - DAY

The station bustles with activity as Axel leads Rico through the throng of cops, criminals, and visitors. It's a zoo...

Axel pushes Rico into the main bullpen area where a few offices line one wall and the bulk of the desks are haphazardly pushed together in the middle of the room.

A TELEVISION in the corner of the room shows footage from the "Shootout by the Shore." Axel stops at the T.V. to see helicopter footage of himself and Nesbitt wheeling Rico toward the border station.

NESBITT

Look Rico, you're on T.V.!

DETECTIVE 1

You fucks back from vacation?

DETECTIVE 2

Jesus, Axel. That's a helluva mess you fellas made over there.

AXEL

We try to give Mulroney something to bitch about.

NESBITT

It's good for his circulation.

Another Detective stops by...

DETECTIVE 2

Captain wants to see you. Right away.

AXEL

(to Nesbitt)

What do you think? A month's pay?

DETECTIVE 2

Even money on you losing your shield.

AXEL

Don't do me any favors.

He and Nesbitt head for the Captain's office...

DETECTIVE

Not you Nesbitt. Just Axel.

AXEL

Just me? That's fucking discrimination...

Nesbitt takes Rico as Axel heads off.

NESBITT

I'll tank him for you. You might
be in there a while.

INT. CAPTAIN MULRONEY'S OFFICE - DAY

MULRONEY is a serious lifer. From beat cop to Captain, his
life has been nothing but serving as a Detroit cop.

More footage runs in his office about the episode at the
border. He rubs his temples as he watches it.

There's a KNOCK at his door and Foley sticks his head in.

AXEL

Yo boss.

Mulroney nods him in, sadly. Like Axel's just too much to
bear.

Axel spots the television, where a REPORTER is going on about
a possible "international incident."

AXEL (CONT'D)

International incident? That place
is North Detroit...

CAPTAIN MULRONEY

Axel, close the door.

AXEL

I seriously think we need to have a
talk with our Eskimo neighbors
about national...

CAPTAIN MULRONEY

Axel!

Foley tried, but the time has come for him to take his
medicine.

The Captain stands... Axel shuts the door and braces for the
yelling... but instead...

CAPTAIN MULRONEY (CONT'D)

A guy named Taggart called for you.
He wanted me to pass on some
information.

Axel smiles... surprised...

AXEL

Taggart?

CAPTAIN MULRONEY

Yeah. He said your old partner,
Billy Rosewood, he died this
morning.

This doesn't quite register... Axel's confused...

AXEL

I just talked to Rosewood. We're
playing phone tag is all.

CAPTAIN MULRONEY

He... uh... jumped out of a window
early this morning. I called the
LAPD personally and confirmed it.

AXEL

Jumped out of a window?

CAPTAIN MULRONEY

I'm really sorry.

Axel sits down, heavily.

CAPTAIN MULRONEY (CONT'D)

Take some time. Go to the funeral.

AXEL

Shit. This is fucking crazy.

CAPTAIN MULRONEY

I'll clean up everything here.

AXEL

Yeah. Yeah. Thanks, Captain.

Moving like a ghost, Axel stands and walks out of the office,
stunned.

CUT TO:

INT. AIRPLANE - DAY

Axel comes out of the bathroom, slides by a FLIGHT ATTENDANT
in the aisle. He sits in a coach seat.

He looks around the cabin at the mostly sleeping passengers.
Two BUSINESSMEN play gin, obviously old friends. Axel is
antsy, his leg bobbing up and down.

The flight attendant kneels down next to him.

FLIGHT ATTENDANT
Can I get you anything?

Finally, he notices her.

AXEL
I'm sorry...

FLIGHT ATTENDANT
I was just asking if you wanted anything?

AXEL
No thanks. You can't help with what I need.

She starts to leave.

AXEL (CONT'D)
How soon 'til we land?

She looks at her watch.

FLIGHT ATTENDANT
Couple hours. You want a pillow or something?

Axel just shakes his head and resumes waiting, a lion in a cage.

CUT TO:

EXT. BEVERLY HILLS STREET - DAY

It's a beautiful day on a bucolic street in the hills above Beverly Hills. The sun is out and the sky is blue. One of those MOBILE SPEED INDICATORS sits on the side of the street. A few Mercedes and BMW's roll past, 40 MPH, 42 MPH...

WHOOSH! 122 MPH!!

A PAGANI ZONDA rockets past, 600 horses of Italian fuck you.

Inside is JOHNNY KAPS, a 20-something Beverly Hills punk, who owns the streets without a care in the world.

He downshifts and takes a turn onto Sunset, engine screaming from torque. Then he punches the gas and the tires smoke, all this in front of a sitting Beverly Hills COP CRUISER.

The COPS are stunned by the blur that just blew by, and they roll their "Energy Efficient Hybrid" onto the street after the Pagani.

Ahead, Kaps has had to jam the brakes for a stoplight going into West Hollywood. The cops pull up behind him and flash their lights.

Kaps can't believe it, like someone hitting Sunset at 120 MPH wouldn't attract this kind of attention. The two cops come up on either side of his car...

BEVERLY HILLS COP
Sir, we're going to need...

...but before they can even get it out...

JOHNNY KAPS
What the fuck, guys?

BEVERLY HILLS COP
Sir...

JOHNNY KAPS
Whose fucking taxes do you think
pays for the shine on those shoes,
huh?

BEVERLY HILLS COP
(ever polite)
Sir, please exit the car.

JOHNNY KAPS
Go fuck yourself...

Just then an LAPD CRUISER pulls up next to them and one of the LAPD COPS leans out his window.

LA COP
Everything okay, Johnny?

JOHNNY KAPS
Does everything look fucking okay?

LA COP
(to the BH Cops)
You boys got a problem?

BEVERLY HILLS COP
Only the speed this man was
traveling through Beverly Hills.

LA COP

Look fellas... we're asking for a little professional courtesy here. From one law enforcement officer to another.

The Beverly Hills guys want to stand up, but they just don't have the balls. Finally, one of them nods an okay...

LA COP (CONT'D)

(to Kaps)

Have a good day, Johnny.

JOHNNY KAPS

Thanks, fellas.

Johnny revs the engine and is out of there, leaving the Beverly Hills cops choking on the smoke from his tires, which matches the SCREECH of...

EXT. LAX - DAY

...a JET touching down on the runway.

INT. LAX BAGGAGE CLAIM - DAY

Axel comes down an escalator and eyes the chaos. PEOPLE are everywhere waiting for their luggage. Axel just has a duffel over his shoulder and makes his way over to a group of CHAUFFEURS who are holding signs, looking for their clients.

Axel scans the row... sees a couple of grey-haired DRIVERS, guys that look like they've been doing this a long time. Even though one has a sign reading "Washington" and the other a sign reading "Tim Jones," he quickly dismisses them... then focuses in on one guy...

...ELLIOT, young, just a skinny kid who looks like this is his first day on the job. He's holding a sign that reads "Beverly Hills Hotel." Scribbled beneath that is the name "Rosenplatt." Axel moves in like a shark.

AXEL

What's up... I'm Rosenplatt.

ELLIOT THE CHAUFFEUR

(skeptical)

You're Mr. Rosenplatt?

AXEL

That's right. And I'm late.

ELLIOT THE CHAUFFEUR
Late for what, sir?

AXEL
The best part of this damn town.

Axel walks right past him and makes the driver chase after him.

CUT TO:

EXT. IN AND OUT BURGER - DAY

The black stretch limo can barely make the turn out of the drive-through lane. Through the open window Axel munches on a double-double.

He tosses a burger through the window to Elliot.

AXEL
Eat up, Elliot. This one's on me.

ELLIOT THE CHAUFFEUR
Thanks, Mr. Rosenplatt.

EXT. BEVERLY HILLS STREETS - DAY

The LIMO rolls through the traffic of Robertson.

BEAUTIFUL PEOPLE sit at the sidewalk cafes chatting, making shopping plans and comparing botox jobs.

Axel looks out the window of the limo, taking it all in again, slurping on his milkshake.

On one corner, a whacked out guy on skates dances to his own beat.

ELLIOT THE CHAUFFEUR
That crazy dancing skater guy been around for years.

AXEL
Been longer than that.

Up ahead he notices a throng of PHOTOGRAPHERS hanging outside the Ivy. Just as the limo passes, Axel sees a BLONDE STARLET walk out of the store, over-sized sunglasses on, the photographers fighting to get a shot.

ELLIOT THE CHAUFFEUR

Everyone in this place looks 25.

(beat)

No matter how old they are.

Now it's headed down Santa Monica and the limo passes the familiar shield-shaped sign that announces "BEVERLY HILLS." Axel gets a glimpse of the BEVERLY HILLS POLICE DEPARTMENT. Under these circumstances, it's bittersweet.

Farther up the street, the car enters a residential neighborhood where MANSIONS fight a losing zoning battle to the MCMANSIONS that are taking over.

Axel eyes one particularly ugly Persian Palace, shakes his head.

AXEL

Taste doesn't come free with a checkbook.

The limo turns up the famous drive leading to the BEVERLY HILLS HOTEL.

AXEL (CONT'D)

Some things never change.

ELLIOT THE CHAUFFEUR

Lots of new, trendy places opening up these days. It's getting harder and harder to keep the rooms filled.

AXEL

Is that right?

EXT. BEVERLY HILLS HOTEL ENTRANCE - DAY

The limo pulls up and a BELLMAN quickly opens the door for Axel, who climbs out.

BELLMAN

Welcome to the Beverly Hills Hotel.

AXEL

Thanks, man.

Just then, MR. BENJAMIN, a black man and the obvious boss of the drivers and bellmen runs up.

MR. BENJAMIN

(to the chauffeur)

Elliot! Where the hell's Mr. Rosenplatt? His people just called and said he's still waiting at the airport!

AXEL

Hey, man... what's your name?

MR. BENJAMIN

Henry Benjamin. Head of transportation and parking. You and I've got a problem...

AXEL

Can you step over here for a second?

Benjamin does and Axel leans in close to him, conspiratorially.

AXEL (CONT'D)

Listen, Henry, I know I put you and your man here in a spot and for that I'm sorry. I really am. If I were in a better mood, I'd pretend to be a representative from Dubai or some kind of an ambassador or any of five hundred other gifts to get past you and get me a nice suite at your hotel...

Benjamin eyes him suspiciously, but there's something winning about Axel laying it all out.

AXEL (CONT'D)

But here's the thing.

He shows him his badge...

AXEL (CONT'D)

I'm a detective from Detroit. Yesterday morning, a very good friend of mine fell twenty stories out of the top of LA City Hall.

MR. BENJAMIN

I saw that on the news.

AXEL

Then you saw the police say it's a suicide.

(MORE)

AXEL (CONT'D)

But I don't believe a lick of that. Someone tossed my friend out that window and when I find that someone, he's gonna wish his mama never had him. Because I'm gonna fuck him up. I'm as serious about that as I've been about anything in my life.

Mr. Benjamin can see he means it.

AXEL (CONT'D)

In the meantime, I need a place to set up camp.

Slowly, Mr. Benjamin nods.

INT. BEVERLY HILLS HOTEL - DAY

The place is old school Beverly Hills. Plaid, pastel and reeking of money. Big chandeliers, big flower arrangements, all just a little over the top.

Axel looks around.

A squirrely little Asian man, simply known as Z, is behind the desk. He's dressed in something between a kimono and a robe.

AXEL

Excuse me. Benjamin told me to talk to you. I'm in charge of forward scouting for a certain multi-hyphenate who's going to be here in a few days.

Z

Who's your client?

AXEL

Look at me. Who the hell you think it is? What's your name?

Z

Zeee...as in zebra.

AXEL

Z? Like the letter? Okay, great, Z. My name's Axel Foley. I'm gonna need the next three days to check out the hotel, your security, sample all the food.

Z

This was not pre-arranged?

AXEL

You think I got time to "pre-arrange" every detail of my man Diddy's life? You know what? Never mind. How bout if we just cancel and go stay at the Peninsula. They got no problem with successful black men up over there.

Z and Axel stare daggers at one another. Z blows out a deep breath, then turns to a BELLBOY.

Z

Arrange a bungalow for Mr. Foley.

AXEL

Thanks, Z. Your understanding will not go unnoticed.

Z

Is there anything else we can do for you?

CUT TO:

EXT. CEMETERY - DAY

It's a beautiful old place with huge trees, green grass, and white stones reaching over the hills. The hotel limo pulls up, Elliot at the wheel. Axel exits and joins a massive crew of COPS, some in uniforms, others in suits, but all looking very solemn.

There's an obvious separation between the BEVERLY HILLS COPS and the LAPD, who each have different dress uniforms.

Axel watches the casket dropped into the ground. He looks over the crowd where one pudgy guy, ETHAN GOODWIN, early 20s, wears an ill-fitting Beverly Hills uniform and stands out because he looks particularly distraught.

DETECTIVE JOHN TAGGART meets Axel near the casket as the cops start to disperse.

TAGGART

(warmly)

Axel.

AXEL

Taggart.

The two men hug.

Axel steps back and taps Taggart on the gut.

AXEL (CONT'D)

You having a baby?

TAGGART

What can I say. Had a knee replaced last year. Other than that, retirement's been good to me. My wife and I moved up to Napa to slow things down a little.

AXEL

Nice. Good for you. Really.

TAGGART

Billy'd love the fact you came all the way out here to pay your respects.

AXEL

He called me you know. Just before...

TAGGART

It's not your fault, Axel. There was nothing you or anyone could have done.

Taggart looks at the cops moving past them, many of them LAPD. He's obviously uncomfortable about something.

AXEL

We both know Billy didn't throw himself out the window.

TAGGART

Of course he didn't. But--

AXEL

But what?

TAGGART

He had a tough job, Axel. The police commission brought him over to work on a joint task force to oversee the cleaning up of the LAPD.

AXEL

Why'd they pick Billy?

TAGGART

The Mayor wanted an outsider.
Someone he could be sure wasn't on
the take and would be honest about
what he found.

Axel nods. That's Billy, all right.

TAGGART (CONT'D)

There are a lot of guys who would
toss someone in that position out a
window. Every low-life on the
street, every dirty cop, half the
supervisors and politicians in this
city...

AXEL

So where do I start?

TAGGART

I wish I could say. Billy would
call me every Thursday, but he
didn't talk too much shop. Said
I'd just worry and I should enjoy
myself.

Axel looks at the service through narrow eyes.

TAGGART (CONT'D)

Axel, anything you need, I'm here.
Just say the word. I'd love to
take a shot at the guy who did
this.

Just then, an attractive reporter from the LA TIMES,
STEPHANIE JAMES, walks up to the two of them.

STEPHANIE

Excuse me, guys. Stephanie James.
I'm doing a write up in the Times.
Either of you care to comment on
the Rosewood death?

TAGGART

No. We wouldn't. Leave us the
hell alone.

STEPHANIE

I'm just doing my job here,
Taggart...

TAGGART

Your "job" is to air dirty laundry,
no matter who it hurts.

STEPHANIE

Maybe if you guys cleaned your
laundry a little more often you
wouldn't be afraid of me.

Stephanie turns to Axel.

STEPHANIE (CONT'D)

Just give me a quote.

AXEL

I'll give you a quote. I'm going
to kill the motherfucker who killed
Billy.

STEPHANIE

(impressed)

Finally a little honesty in this
town.

Stephanie smiles and walks off, Axel eyeing her the whole
way.

Taggart sees Goodwin walking by, eyes on the ground.

TAGGART

Goodwin. Come meet Axel Foley.

Goodwin stops. His hair is longer than the other cops, his
gut a little bigger from too many hours on couch in front of
an Xbox. He certainly doesn't fit in with the clean image of
the BHPD.

Axel sticks out a hand.

AXEL

How you doing?

GOODWIN

I've been better. Billy talks...
talked about you all the time. He
liked you. A lot.

AXEL

He was a good friend.

Goodwin nods and walks off.

TAGGART

Billy was like a father to the kid.

AXEL

Damn good to see you, Taggart.
Wish it weren't over this...

TAGGART

If I were a few years younger I'd
be on the ground with you, Axel. I
swear.

AXEL

I know, old man. You get back up
to wine country and leave the
ground to me. I'll keep you posted
when I break this fucker open.

AT THE LIMO:

Foley walks to the car the funeral heavy on his mind. He
hears a LAUGH near some other parked cars and spies some
MEMBERS of the LAPD near their cruisers, looking anything but
sad. Axel steps into the limo.

ELLIOT THE CHAUFFEUR

Where to?

CUT TO:

EXT. LOS ANGELES CITY HALL - DAY

The limo pulls up to the front of City Hall. The place we
saw Billy fall from. Axel steps out and looks up in the
bright sun, taking it in.

ELLIOT THE CHAUFFEUR

You need me to hang around?

AXEL

Naw, I don't know how long I'll be.

ELLIOT THE CHAUFFEUR

You've got my number.

AXEL

Yeah, thanks.

The limo drives off leaving Axel alone.

INT. LOS ANGELES CITY HALL - ENTRYWAY - MORNING

Morning WORKERS line up to go through the METAL DETECTORS.

When it's Axel's turn he pulls out his GUN and his BADGE, handing them to the COP working the table.

AXEL

I'm a cop. Detroit P.D.

METAL DETECTOR COP

Go on through.

The cop looks over the badge then slides it down the table to Axel, but keeps the gun.

AXEL

You forget something?

The cop locks the gun in a box behind him.

METAL DETECTOR COP

No firearms unless you're LAPD.

AXEL

I'm a cop.

METAL DETECTOR COP

Congratulations.

Pissed but unwavering, Axel picks up his badge and walks to the elevators.

He checks out the building directory, where a WORKMAN is removing the "Billy Rosewood - Suite 2012" name from the board.

BUSINESSMAN

You going up?

Axel scans the board and finds the office of the Police Commissioner. 25th floor.

AXEL

Yeah. Hit 25 for me there.

INT. LOS ANGELES CITY HALL - 25TH FLOOR - DAY

Axel exits the elevator and walks through the glass doors into the plush...

COMMISSIONER'S OFFICE

...where a female ASSISTANT sits behind a desk.

ASSISTANT
Can I help you?

AXEL
I'd like to speak to the
Commissioner.

ASSISTANT
And you are...

AXEL
Billy Rosewood's brother.

She looks him up and down.

ASSISTANT
His brother?

AXEL
I know it's strange because he was
so much taller.

Just then COMMISSIONER WAXMAN sticks his head out of the
office...

COMMISSIONER WAXMAN
Karen, do you have --

AXEL
Mr. Commissioner. I'd like to talk
to you about Billy Rosewood.

COMMISSIONER WAXMAN
Are you a reporter?

AXEL
You see a pen anywhere? My name's
Axel Foley.

The Commissioner's demeanor changes. He obviously knows who
Axel is.

COMMISSIONER WAXMAN
Right. I have something to talk to
you about myself.

Axel walks into the Commissioner's...

OFFICE

...and plops down on the soft couch. The office walls are covered with LAPD commendations along with pictures of celebrities.

Before he can say anything, Waxman spins a computer monitor around to face Foley.

COMMISSIONER WAXMAN

You've got a way with words,
Detective Foley.

Axel scans the screen... it's showing the LA TIMES website:
Assistant Commissioner Death More Than Just a Suicide?

The byline is Stephanie James.

The commissioner puts on some glasses and gets his face close to the screen, reading more for effect than anything...

COMMISSIONER WAXMAN (CONT'D)

Let me read this for you...

(reading)

Detroit P.D. Detective Axel Foley has arrived in Los Angeles to investigate the death of his old friend. Quote... "I'm here to find out the truth about what happened to Billy Rosewood." End quote.

AXEL

That's the problem with insta-news. They don't fact check... What I said was, "I'm going to kill the motherfucker who killed Billy."

COMMISSIONER WAXMAN

Mr. Foley...

AXEL

Detective Foley.

COMMISSIONER WAXMAN

You're not a detective here.

AXEL

What are you doing about Billy?

COMMISSIONER WAXMAN
We have security cameras on every
floor and he was alone when it
happened.

AXEL
According to who?

COMMISSIONER WAXMAN
According to me.

AXEL
I want to see his office.

Waxman folds his arms across his chest.

COMMISSIONER WAXMAN
Not gonna happen.

Axel stands up and moves over behind the Commissioner's desk,
looks out the window...

AXEL
You and I both know he was tossed
out the fucking window. What are
you covering up?

...Axel has his hands on the Commissioner's credenza...
where Waxman has various awards, plaques, his car keys, cell
phone, a security badge...

COMMISSIONER WAXMAN
How fucking dare you. I championed
the Mayor's appointment of Rosewood
and was his biggest supporter. He
had a tough job and was under a lot
of pressure. You feel guilty about
that, go back to Detroit and see a
goddamn shrink.

AXEL
I have better ways to deal with my
emotions, I promise.

Axel's eyes are level, unblinking.

Waxman sticks his head out of his office and says something
to his assistant, then comes back in.

COMMISSIONER WAXMAN
Then we're going to have to assume
you're going to interfere with LAPD
business.

AXEL

Only if the LAPD stands in my way.

Two LAPD cops show up in the door.

COMMISSIONER WAXMAN

Mr. Foley is visiting from Detroit and has asked for a tour of the station. Would you officers make sure he gets one? Specifically he'd like to see the tanks.

LAPD 1

Yes, sir.

AXEL

You're caging me?

COMMISSIONER WAXMAN

This isn't Beverly Hills, Detective. You want to bully someone, you shouldn't slap the biggest kid on the playground.

The two officers grab Foley and roughly throw some cuffs on him. Axel keeps his death stare right on the Commissioner until he's all the way out of the office.

INT. JAIL - DAY

Axel sits in the holding cell, alone, lost in his thoughts.

He pulls his hand out of his pocket and we see that he palmed the Commissioner's SECURITY BADGE. He turns it over in his hands, then puts it back in his pocket... thinking, and we...

CUT TO:

INT. BEVERLY HILLS POLICE DEPARTMENT - BULLPEN - DAY

The bullpen is staid, quiet... resembling an insurance firm more than it does a police department.

A few DETECTIVES and UNIFORMED COPS mill about, friendly smiles on their faces.

A phone rings on a desk and a COP picks it up.

BEVERLY HILLS COP
 Beverly Hills Police Department.
 (listens)
 One second, please sir.

The cop sees DEPUTY POLICE CHIEF JEFFREY LOWELL, 45, walking past.

BEVERLY HILLS COP (CONT'D)
 Hey Chief, I've got the Watch
 Commander down at L.A. City Jail on
 the phone. He wants to know if you
 know anything about an Axel Foley.

Lowell stops dead in his tracks...

BEVERLY HILLS COP (CONT'D)
 Says they have him for trespassing
 and he said to call here.

DEPUTY CHIEF LOWELL
 Christ...

CUT TO:

Goodwin, who we last saw at the cemetery, sits at a little desk sucking on a Jamba Juice. A sign on his desk reads COMMUNITY RELATIONS. His laptop is open in front of him and he's surfing Ebay while talking into a headset like a drive-through attendant.

GOODWIN
 Yes, ma'am, I'm sure it's a hideous
 color of red. But we can't control
 what color people paint their
 mailboxes. Maybe you should go
 talk to your neighbor --

Click. ERRRRRRRRRR.

GOODWIN (CONT'D)
 Or you can just hang up on me,
 whatever works for you.

DEPUTY CHIEF LOWELL (O.S.)
 Goodwin!

Goodwin slams his computer shut.

GOODWIN
 Chief.

DEPUTY CHIEF LOWELL
I need you go do a pickup at L.A.
City. They're going to release a
guy named Axel Foley to you. Bring
him straight back here. You got
it?

GOODWIN
Axel's in jail?

DEPUTY CHIEF LOWELL
Just bring him back here...
immediately.

GOODWIN
Yes, sir.

CUT TO:

EXT. LA CITY JAIL - DAY

Goodwin drives an ENERGY EFFICIENT PRIUS with the BHPD
INSIGNIA on the side. He pulls up to a RED CURB in front of
the building.

It takes Goodwin a few frustrated stops to parallel park
there.

A couple of LAPD cops notice him and smirk.

Just when Goodwin gets the car in the right spot, one of the
LAPD officers, OFFICER SPELLMAN, leans in the passenger
window.

OFFICER SPELLMAN
You can't park here.

GOODWIN
I'm with Beverly Hills P.D.

OFFICER SPELLMAN
Oh you are? Then you definitely
can't park here.

GOODWIN
But I just gotta pick up a...

OFFICER SPELLMAN
There's a pay lot down the street.

Spellman walks away, smirking.

Pissed, Goodwin pulls back out on to the street and rolls away, looking for a pay lot.

EXT. LOS ANGELES STREET - LATER

Goodwin walks the long five blocks back to the city jail, loosening his collar, starting to sweat...

INT. LA CITY JAIL - DAY

A sweaty Goodwin breathes heavily in front of a crusty, salty BOOKING CLERK.

GOODWIN

Ummm... hello. I'm with the Beverly Hills Police Department... I'm a community relations officer. I work on relations between the department and the... community...

The booking clerk could give two shits.

GOODWIN (CONT'D)

I understand you have a Detroit officer... detective here by the name of Foley. Axel Foley.

The clerk just stares at him.

CUT TO:

INT. HOLDING TANKS - DAY

Axel waits patiently while his processing goes through, and is finally released. He steps out to see...

Goodwin waiting nervously for him. After his cuffs are taken off... Axel just starts walking while Goodwin hurries to keep pace.

AXEL

Goodwin, right?

GOODWIN

(excited he remembered)
Yes. That's right.

They head out of the jail...

EXT. CITY JAIL - DAY

...and Axel squints in the sunshine, keeps walking...

AXEL
You got a car?

GOODWIN
What? Umm... yeah. It's, uh, I
couldn't park it in the red zone so
I...

AXEL
I need you to drive me somewhere.

GOODWIN
I'm supposed to get you back to
Beverly Hills P.D....

AXEL
Yeah yeah, we'll get there. Gotta
make a stop first.

GOODWIN
Um... okay, my cruiser's just
over...

CUT TO:

INT. GOODWIN'S HYBRID CRUISER

Axel notices the hybrid nature of the car.

AXEL
A hybrid? Help you sneak up on
some motherfuckers, huh?

GOODWIN
Part of "Men of Blue go Green"
program.

AXEL
You ever been in a high speed
pursuit in this thing?

GOODWIN
No. Not really.

AXEL
You ever been in a pursuit of any
kind?

GOODWIN

Uhhh...

AXEL

Fuck it. Take me to L.A. City Hall.

GOODWIN

I'm pretty sure that's where you were arrested. I don't think that's what Deputy Chief Lowell had in mind when he said...

Axel turns his thousand watt smile on Goodwin.

AXEL

Goodwin. Plug the battery in on this motherfucker and drive.

Goodwin pulls out of there.

AXEL (CONT'D)

You a rookie?

GOODWIN

How can you tell?

AXEL

You remind me of me.

GOODWIN

Really?

AXEL

No, not really. Maybe if you were black, poor and had a rap sheet. But you do remind me of Billy.

We think that's going to be it... but Goodwin is fishing for conversation...

GOODWIN

You know, Billy meant a lot to me. He was cool. Really cool. My first day he took the time to buy me a coffee and says this job is all about changing people's minds. That every day, people see us and think "cop, shit, don't talk to him, run, man, get out of here." You know?

(MORE)

GOODWIN (CONT'D)

But Billy told me to put a smile on my face and help people any way I can and then I'd see the change in their faces.

Axel smiles.

AXEL

That sounds like Billy. Take a right here.

GOODWIN

Yeah, sorry.

AXEL

Yeah... look, growing up on the streets, I figured something out early. The difference between someone who can get shit done and someone who can't, comes down to one thing. Attitude. You just can't give a fuck.

GOODWIN

(excited)

Really? Because I have that. I mean, I've not given a fuck my whole life. A couple years ago, I was hanging out at my dad's house, just smoking a little... you know... playing some Halo 3...

AXEL

That's not what I'm talking about, Goodwin. You gotta give a fuck about your job, you just can't give a fuck about doing it the way anyone tells you to do it. If you need something... information, a clue, an arrest... you find a way to get it.

Goodwin smiles, nods.

GOODWIN

Yeah, the instructors in the Academy still talk about you...

AXEL

(pleased)

No shit?

GOODWIN

Yeah.. as an example of how you're
not supposed to act.

AXEL

(still smiling)

Well it's a good thing I don't give
a fuck. Pull over here.

They pull up to a red curb in front of city hall.

GOODWIN

Okay, but you know I'm supposed to
take you to...

AXEL

I'm just getting my gun. I'll be
right back.

GOODWIN

Oh, okay...

Goodwin turns off his key just as a different LAPD officer
approaches the window, OFFICER GEADELMANN.

OFFICER GEADELMANN

You can't park here.

Goodwin swallows nervously. Axel steps out of the car and
walks past the officer.

AXEL

Write me a ticket.

CUT TO:

INT. LOS ANGELES CITY HALL - ENTRYWAY - DAY

Axel goes back through and bee-lines for the elevator. He
hits the button for the 20th floor.

INT. 20TH FLOOR - CITY HALL - DAY

He moves down the hall to where office number 2012 is
cordoned with some yellow police tape.

A secretary, RUBY, sits nearby.

AXEL

Hey... I'm just getting my bearings... this was William Rosewood's office?

RUBY

Yes... may I help you?

Axel holds up the SECURITY BADGE he palmed...

AXEL

Internal Affairs. Commissioner Waxman has me doing some final post-mortems, you know... dotting i's, crossing t's. I'm just going to need a few minutes.

RUBY

Help yourself.

Axel nods and moves under the tape and into...

INT. ROSEWOOD'S OFFICE - DAY

...where he starts to look around. Everything is just as it was left. There's even a FRAMED PICTURE of Axel, Billy and Taggart from the old days on the desk.

Axel goes to the window that Billy flew out of and opens it up. He looks down and sees an awning below, still smashed from Billy's body. The faded chalk outline of Billy's body is still visible too.

AXEL

(under his breath)
Billy, Billy, Billy...

He moves into the center of the room, thinking, thinking. He looks at the bookshelves, nothing of note.

His eyes settle on the desk... the drawer is partially open, just a quarter of an inch.

Axel eyes it.

He opens the drawer... just normal files... he flips through one... doesn't see anything unusual. He pushes the door shut back to the quarter inch position, looks at it again, his wheels turning.

He stoops down and gets his arm into the drawer, feeling around, feeling around...Nothing there. He frowns.

Axel stands and accesses the LAPD database on Billy's computer. He types in *Billy Rosewood*. The case officer's name is "*Babcock*."

Axel shuts it down and walks out...

20TH FLOOR - HALLWAY:

...and smiles at Ruby.

AXEL
Where's Babcock's office?

RUBY
B-wing. Off the corridor to the station.

AXEL
Right, thanks.

CUT TO:

INT. LAPD - B-WING - DAY

Axel comes down a hall, past a sign pointing toward the "B-WING" where he finds a series of INTERROGATION ROOMS.

A COP stands near one of the doors.

An unmistakable sound can be heard coming from behind it... WHOMP! And then a SCREAM. WHOMP! And then a SCREAM.

Axel's radar goes off.

AXEL
(to the cop)
I'm looking for Babcock.

L.A. COP
Who the fuck are you?

Axel flashes that badge.

AXEL
Internal affairs.

L.A. COP
(concerned)
I'm just standing here sir.

AXEL
He in there investigating the
Rosewood case?

L.A. COP
Yes sir. He is.

AXEL
You may want to get the fuck out of
here.

The cop bolts as Axel POUNDS on the door.

BABCOCK, an enormous specimen of a man, cracks open the door
and steps out, his knuckles bloody.

MOANING can be heard inside the room.

BABCOCK
Yes?

AXEL
You Babcock?

BABCOCK
Who the fuck wants to know?

AXEL
(nodding at the door)
Homeboy's lawyer. You're not
breaking any of his civil rights in
there, are you?

BABCOCK
Fuck yourself.

AXEL
Nice. Are you talking to him about
the Rosewood case?

BABCOCK
I'm talking to him about being a
scumbag.

Axel nods down the hall...

AXEL
You think Commissioner Waxman will
believe that?

Babcock turns to see...

...nothing. But in the moment he's turned, Axel slips into the interrogation and locks the door from the inside!

BABCOCK
Motherfucker!

INTERROGATION ROOM:

In the room Axel finds an El Salvadoran youth, PLUTARCHO, tied to a metal chair, face resembling a ripe plum. The dude can barely keep his eyes open.

Axel sits down across from him as Babcock bangs on the door from the outside. Axel pulls out his CELL PHONE and takes a quick picture of Plutarcho's beat up face.

Plutarcho has a FELIX THE CAT tattoo under his left ear, halfway up his neck.

PLUTARCHO
What are you? The good cop? Cause
I ain't saying shit.

AXEL
That's exactly what you're supposed
to do. Sit here and keep your
mouth shut.

PLUTARCHO
What're you talking about?

AXEL
I'm your attorney.

PLUTARCHO
Nando Ojos sent you?

AXEL
Yeah. Nando sent me. Did Babcock
ask you about Rosewood?

PLUTARCHO
Maybe.

AXEL
Maybe? You don't have a lot of
time man.

BAM! BAM! A vicious pounding on the door...

AXEL (CONT'D)
(shouts at the door)
ATTORNEY-CLIENT PRIVILEGE!
(back to the kid)
WERE. YOU. HELPING. BILLY.

Plutarcho looks at the door, scared shitless...

AXEL (CONT'D)
You better say somethin' or I'm
gonna let him keep beating your
ass.

PLUTARCHO
My brother is in county on a
possession charge. Rosewood was
gonna help make it go away if I
gave him a few names.

AXEL
Dealers?

PLUTARCHO
(laughing)
Not drugs, man. Guns. "Buy a
burrito, get a gat." You know what
I'm saying?

Just then, THE DOOR IS KICKED OFF ITS HINGES... and in storms
Babcock...

Axel holds up his phone...

AXEL
Touch me and I email a picture of
my client here to Reverend
Sharpton. Bet he's just looking
these days for reasons to have a
rally...

Axel backs toward the door...

AXEL (CONT'D)
Don't put another hand on him.

And with that, Axel's out of there...

Just then, Babcock walks into the interrogation room, looks
at Plutarcho, undaunted...

BABCOCK
What did you boys talk about?

CUT TO:

EXT. CITY HALL - DAY

Goodwin sits in his Prius, talking on his cell phone.

GOODWIN
(on the phone)
Yes sir. We will be there
immediately sir.

Goodwin hangs up the phone as Axel hops in the car.

AXEL
Okay Goodwin, do your job. Take me
to Beverly Hills.

GOODWIN
Thank god.

IN THE CAR:

They head toward Beverly Hills. Goodwin keeps looking over, but Axel doesn't say anything, so Goodwin keeps his mouth shut. Finally...

AXEL
How'd you end up a cop, Goodwin?
You don't seem like the type.

GOODWIN
Yeah, I guess. I just... I've
always fucked up everything I've
ever done. My parents made up for
my shitty grades by throwing money
at the school so I made it through
okay. Then my dad had a job
waiting for me at his office but I
just... I guess I wanted to do
something on my own. I wanted to
be able to go to my high school
reunion next year and say I was
actually doing something worth a
damn.
(beat)
Not that I've exactly done that.

Beverly Drive turns to Santa Monica Boulevard... MANSIONS on your right, BEVERLY HILLS POLICE DEPARTMENT on your left.

Axel looks at the approaching, gleaming white government building fondly.

INT. BEVERLY HILLS POLICE DEPARTMENT - ENTRANCE - DAY

They walk in...

GOODWIN

I know Deputy Chief Lowell is eager to...

AXEL

Yeah, listen, Goodwin. Who you know in databases...?

GOODWIN

Archives?

AXEL

Yeah... records, that kind of shit...

Goodwin smiles...

GOODWIN

I know this girl in Facial Recog. She handles records too...

AXEL

What's that smile?

GOODWIN

What?

AXEL

As soon as you started thinking about this girl, you got a goofy grin on your face.

GOODWIN

What? You're crazy...

AXEL

I just call it like I see it...

They round a corner...

GOODWIN

You got a woman, Axel?

AXEL

I'm a Detroit cop. The life expectancy is a bit shorter than here. I'm already breaking the curve. I couldn't put a woman through that...

INT. FACIAL RECOG ROOM - DAY

They approach one of those doors that divides in half with the top opening and the bottom staying closed...

Inside the room is a cute Officer, MICHELLE CLARK. She looks like she's fresh to the force and has that Beverly Hills optimism in spades.

Axel smiles...

AXEL

Shit, now I see why you were getting all toothy. What's her name?

GOODWIN

(swallows dryly)

Ummm... Michelle. Officer Clark, I mean...

AXEL

(through the door)

Michelle!

She looks up and smiles warmly. Axel turns on the charm.

AXEL (CONT'D)

Hello. I'm Detective Foley from the Detroit Police Department...

MICHELLE

Well, nice to meet you...

AXEL

And you know Goodwin here?

MICHELLE

Umm...

GOODWIN

Yeah, we...

MICHELLE

...it seems like...

GOODWIN
...yes, a mixer for rookies, I
mean... I stood over in the...

MICHELLE
Yeah.

Axel just beams at Goodwin's discomfort.

AXEL
Anyway, Michelle... very nice to
meet you too. Now listen, I need
help with an alias...

MICHELLE
Okay...

AXEL
A Hispanic guy in Los Angeles goes
by the name of Nando Ojos and deals
somehow in firearms.

Goodwin looks at Axel in awe.

MICHELLE
Okay? That's all you have?

AXEL
No... I'm pretty sure he'll have a
Felix the Cat tattoo under his left
ear.

MICHELLE
Well, that helps. Can you give me
a half hour?

AXEL
I'll give you all the time you
need. Thanks, Michelle.

MICHELLE
My pleasure.

She nods at Goodwin and he nods back, mumbling a goodbye,
still uncomfortable.

AXEL
Okay... lead the way to the
chief...

Goodwin snaps out of it and blows out a breath...

GOODWIN
Right. Yes. This way...

INT. BEVERLY HILLS POLICE DEPARTMENT - BULLPEN - DAY

The bullpen is still perfectly clean and quiet. Completely opposite from Detroit and what we saw of the LAPD.

Axel absorbs it... some things don't change.

Deputy Chief Lowell steps out of an office to intercept them...

DEPUTY CHIEF LOWELL
We've been waiting for you, Officer Goodwin.

GOODWIN
Yeah. Axel here...

DEPUTY CHIEF LOWELL
Axel?

GOODWIN
Detective Foley...

AXEL
I needed to make a few stops first.

DEPUTY CHIEF LOWELL
Well, welcome back.

Lowell extends his hand and Axel shakes it...

DEPUTY CHIEF LOWELL (CONT'D)
We've met before. I was a rookie when you were last here. Turned this department upside down.

AXEL
I just helped clean up a mess.

DEPUTY CHIEF LOWELL
Made as big a mess as you cleaned up from what I remember.

Axel shrugs.

DEPUTY CHIEF LOWELL (CONT'D)
Apparently you haven't changed very much.

(MORE)

DEPUTY CHIEF LOWELL (CONT'D)
(to another Detective)
Read the article.

The DETECTIVE is reading from the L.A. Times website.

DETECTIVE
Detroit P.D. Detective Axel Foley
has arrived in Los Angeles to
investigate the death...

AXEL
I've already read that... I was
misquoted...

Lowell takes off his glasses and sighs...

DEPUTY CHIEF LOWELL
What are you doing, Foley?

AXEL
What any cop would do. What you
should be doing.

DEPUTY CHIEF LOWELL
Look, I just want to be straight up
with you so you don't get the wrong
idea. Beverly Hills has changed a
lot since you were here. Crime is
at a historic low for us. You know
what the incoming calls are?
Paparazzi are bothering a starlet
down at Cartier. A neighbor won't
turn down his stereo. A homeless
man wandered into Starbucks. We're
not the LAPD... not the Detroit PD.
Hell, we're not even the Santa
Monica P.D... things are calm
here...

AXEL
If you were a rookie then, you
must've been in Rosewood's class.

DEPUTY CHIEF LOWELL
(nods)
Billy and I worked together for 25
years...

AXEL
So what are you doing about his
case?

DEPUTY CHIEF LOWELL
It's not our case, Foley. The
L.A.P.D. has made it clear there's
no evidence it was a murder and
it's not our jurisdiction because
it did not happen in Beverly Hills.

AXEL
(getting hot)
Who gives a shit where it happened?
Someone killed one of your own.

DEPUTY CHIEF LOWELL
There are strict jurisdictional
rules, Detective. Here, we follow
the rules.

AXEL
You're not following the rules,
you're pussing out in the face of
the LAPD.

DEPUTY CHIEF LOWELL
We're hardly afraid of them,
Detective. But they do, in fact,
have us "surrounded."

AXEL
No disrespect Chief but that's
bullshit...

It's all Lowell can do to keep his Beverly Hills cool...

DEPUTY CHIEF LOWELL
Detective, I gave you a get-out-of-
jail-free card because I know you
were tight with Billy. But you
have worn out your welcome here.

AXEL
Hey, I get it. You guys have
Paparazzi to follow...
(beat)
...I'd just hope if I were thrown
face first out a goddamn window, my
friends of twenty-five years
wouldn't give a fuck about
jurisdiction.

Axel doesn't drop his eyes... and he and Lowell just stare at
each other, unblinking. Finally...

DEPUTY CHIEF LOWELL
If you get arrested again, you're
on your own.

GOODWIN
Chief, I...

DEPUTY CHIEF LOWELL
Back to your desk, Officer Goodwin.
I'm sure the calls are piling up.

With that, he turns and walks away... Goodwin looks
extremely uncomfortable. Axel eyes him...

GOODWIN
I should get back to my job.

He starts to walk away...

AXEL
Not you too, Goodwin.

Right then, Michelle hurries over with a file...

MICHELLE
Got the name you needed. Fernando
"Ojos" Naranjas, arrested three
times. Suspected gun trafficker...
part of the Felix 22s. Last known
residence in East LA... I got the
address here...

AXEL
Thank you, Officer Clark. Say, did
you hear Goodwin tell Lowell to go
fuck himself?

MICHELLE
He did?

GOODWIN
I...uh...

MICHELLE
That's awesome.

She turns and walks off.

AXEL
How many times have you asked
Officer Clark out?

GOODWIN

Asked her out? You saw, man... she works in facial recognition and didn't even remember my face! What's that tell you?

AXEL

It tells me we gotta get you doing some real police work.

(gets serious)

What if Billy would have quit on you, huh? Now go put some different digs on. We're going inland.

Axel starts walking... Goodwin considers...

AXEL (CONT'D)

"Don't give a fuck" starts now.

Goodwin hustles to the locker room.

EXT. BEVERLY HILLS POLICE DEPARTMENT - DAY

Axel waits as Goodwin comes out wearing a slacker outfit... baggy shorts, flip flops, a Linkin Park T-Shirt.

Axel appraises him, shakes his head.

Right then, Elliot pulls up in the limo. Goodwin tries to make sense of this.

INSIDE THE LIMO:

They slide in...

AXEL

Hey, Elliot...

ELLIOT THE CHAUFFEUR

Where to?

AXEL

We got a house we gotta check up on in East LA. Here's the address...

ELLIOT THE CHAUFFEUR

Jesus. I think the GPS on this might just say "don't fucking go there."

AXEL
We'll be fine.

EXT. LOS ANGELES STREETS - SUNSET

The Limo heads up the 10 and turns off past downtown, just as the sun disappears in the west.

INSIDE THE LIMO:

Axel is lost in thought. Goodwin waits... finally...

AXEL
You know something? The BHPD has changed...

GOODWIN
Yeah?

AXEL
They were always straight, by the book, rules this and regulation that. But they were never pussies. Taggart, Rosewood, Bogomil... they may have let the fight come to them, but when it did come, they fought. One of their own "falls" out a window, and this group's running the other way. I don't get it.

EXT. EAST LOS ANGELES - NIGHT

The limo pulls up to the outside of a tiny house in a run-down barrio...

ELLIOT THE CHAUFFEUR
This is the address.

...a half-dozen El Salvadoran GANGBANGERS, all with Felix the Cat tattoos on their necks, eyeball the car from the porch.

Axel's eyes scan the street, looking for something. He spots a run down, but operational BURRITO JOINT.

AXEL
(to Elliot)
Keep driving.

ELLIOT THE CHAUFFEUR

Happily.

AXEL

There. Pull over.

In front of the Burrito joint, Axel climbs out of the car, followed by Goodwin, who couldn't be more uncomfortable.

GOODWIN

You know if you're hungry I can probably get us a table at Cut.

AXEL

"Buy a burrito, get a gat."
(to Elliot)
Stay close.

ELLIOT THE CHAUFFEUR

(checking the mirror)
Just don't be long.

A few locals hang on the street, drinking. It's not every day they see a stretch limo in this neighborhood...

INT. BURRITO JOINT - NIGHT

Axel leads Goodwin inside. The place is tiny. A small counter, a few stools, that's it. A mismatch of people are behind the counter: a cute eighteen year old HISPANIC GIRL and a humongous, barrel of a BIG GUY, standing in front of a small door marked "Baño." The girl makes tortillas.

HISPANIC GIRL

Can I help you?

Axel looks right at the Big Guy in front of the back door.

AXEL

We're here for the gats in the back.

The Big Guy eyes Axel.

BIG GUY

You know the password?

AXEL

The letter F, the letter B, and the letter I, motherfucker.

The big guy gets a puzzled look on his face as he's trying to process this, but before he can move...

...all of a sudden, the Hispanic Girl picks up a full coffee pot and flings it at Axel.

He's able to deflect most of it, but in the same motion, fast as lightning, the Hispanic Girl slams a RED BUTTON on the wall and screams...

HISPANIC GIRL
RAID!!!!!!!

...she doesn't get much more than that out before Axel jumps the counter, and gets into it with the Big Guy.

AXEL
(yelling as he's fighting)
Get the girl, Goodwin.

Goodwin and the Hispanic Girl square off.

GOODWIN
Hi. My name's Goodwin...

HISPANIC GIRL
Chinga tu madre.

She swings a knife at him. He evades, but is about to get in trouble. Axel notices, turns and drops her with a right cross. Everything is happening so fast...

The Big Guy has managed to get the back door open and is trying to pull it closed from the other side, but Axel wedges his arm in there, the same arm that got scalded by the coffee.

The pressure of the door is almost unbearable. The Big Guy turns and runs and...

Axel and Goodwin head through the door that says "*Baño*". The bathroom door leads to a dirty little shitter with another door, that opens into...

A TUNNEL:

...lit by a few bare bulbs. It's creepy as shit in here, but Axel and Goodwin race on.

GOODWIN
This isn't all that cool, Axel.

AXEL

Just keep up with me, Goodwin.

At the end of the tunnel is a door that Axel pushes open to reveal a...

GUN DISTRIBUTION WAREHOUSE

...which is much bigger than they would have expected, the size of a football field, with wall to wall WEAPONS and GUNS. It's like a Home Depot, except with crates of AK-47s, ASSAULT RIFLES, and PISTOLS stacked everywhere.

RED LIGHTS are flashing on the ceiling and an ALARM is blaring as...

...hundreds of LOCALS, mostly Felix .22's, scramble around piles of ammunition, trying to get out of a warehouse door in the back.

Axel and Goodwin plow forward, heading towards the back door...

...when Axel leaps on to a crate and starts running down a row of them so he can have a better vantage point as Goodwin struggles to keep up below him.

While he runs full out, Axel spots someone rushing down a set of stairs from an OFFICE toward the back.

AXEL

That guy's in charge.

GOODWIN

Who?

AXEL

Guy on the stairs.

He keeps racing across crates, while Goodwin sprints below him.

The guy on the stairs, NANDO OJOS, makes it down and heads out the back, as Axel leaps off the last crate and chases after him, Goodwin right behind.

They sprint out...

EXT. BEHIND BURRITO JOINT - NIGHT

...into the night and spot Nando, making a break for it on foot, heading down the alley and rounding a corner.

Axel is in full stride now, looking like a strong safety on a full out blitz. He catches up to Ojos and tackles him right into a row of newspaper vending machines.

Those machines are not a soft landing and the two of them go down in a heap, with Axel on top.

Goodwin catches up to them, as Axel turns Ojos over and we immediately see how he got his nickname... one of Nando's eyes lists upward while the other stays fixed on Axel.

NANDO OJOS

What the fuck do you want?

AXEL

Your boy Plutarcho said your place served the best burritos in town.

NANDO OJOS

You po-lice?

AXEL

Naw. I just need some guns...

NANDO OJOS

Stupid motherfucker. You caused a lot of trouble here. Why'd he send you to the fucking barrio? You gotta go through the proper channels.

AXEL

Who?

NANDO OJOS

You gotta talk to Johnny Kaps, man...

Axel lifts Nando to his feet. They start walking back toward the alley, accidentally-on-purpose ramming Nando into a light pole with West Coast Chopper stickers plastered all over it.

NANDO OJOS (CONT'D)

Fuck!

Nando dabs at his now bleeding eyebrow.

Goodwin spots THREE LAPD CRUISERS as they pull up to the Burrito Stand.

GOODWIN
Shit! LAPD is here.

NANDO OJOS
Ain't nothin'... they prolly just
hungry...

Axel sees BABCOCK step out of one of the cruisers... the last thing he needs is another run-in with him...

Down the alley, Axel sees Elliot's LIMO rip around the corner. The Limo screeches to a stop in front of Goodwin and Axel.

NANDO OJOS (CONT'D)
What the fuck?

Axel and Goodwin hop in and the limo ROARS out of there...

INSIDE THE LIMO:

Goodwin is practically having a heart attack, catching his breath...

GOODWIN
I need to start hitting the
elliptical machine... goddamn...

AXEL
(to Elliot)
How'd you find us?

ELLIOT THE CHAUFFEUR
(calls out)
I grew up in Oakland, dudes. You
think this is my first police raid?

The car heads out of East LA, while...

EXT. BURRITO JOINT - SAME

Babcock heads into the Burrito Joint...

INSIDE THE BURRITO JOINT

...and takes a look around, his face surprisingly placid. He walks through the door in the back...

INSIDE GUN WAREHOUSE

...and into the Warehouse.

Nando approaches him from the exit in the back.

NANDO OJOS

Fuck Babcock. You shoulda been
here 10 minutes ago. We just
had...

BABCOCK

Closing you down Nando.

BAM! BAM! BAM! He rips three bullets into Nando's chest
from a SILENCED GUN (not police issue for sure).

A few other LAPD cops walk in, dragging a swollen and still
bleeding Plutarcho.

BABCOCK (CONT'D)

This is what happens when you talk.

THWIP. Another silenced shot and Plutarcho is dead.

BABCOCK (CONT'D)

(to his cops)

Everyone.

In the WAREHOUSE, Babcock leads his crew who are all
brandishing weapons. The cops methodically walk through the
place, shooting anyone they see.

Officer Reeves saunters over...

BABCOCK (CONT'D)

Light it up.

Reeves nods as another cop brings in a couple of GAS
CANNISTERS and starts pouring fuel everywhere.

OUTSIDE:

Babcock walks out to his squad car as the Burrito Stand and
the warehouse behind it erupt in flames.

DISSOLVE TO:

EXT. LOS ANGELES STREETS - NIGHT

The limo continues back toward Beverly Hills. Axel dials his cellphone.

AXEL
Thanks, Elliot.

ELLIOT THE CHAUFFEUR
Are you kidding? That was the best time I've had since high school graduation.

AXEL
(into the cell phone)
You looking for another quote?

STEPHANIE
(on the phone)
How'd you get my number?

AXEL
I'm a cop. Meet me at Dan Tana's.

STEPHANIE
I'll be there in 20.

Axel hangs up and turns to Goodwin.

AXEL
What's the number for the department?

GOODWIN
Uhh... 310-550-4951.

Axel dials and waits. After a moment...

AXEL
Yeah... hello. Can I get Officer Michelle Clark in facial recog?

Goodwin's eyes go wide...

AXEL (CONT'D)
Yo... hi, Michelle. This is Axel Foley... the detective from Detroit. That's right. Listen... Goodwin and I are heading over to Dan Tana's. We'd love to have you join us. Yeah, on Santa Monica. Two down from the Troubadour.
(MORE)

AXEL (CONT'D)

Great... we'll see you when you get there.

He hangs up. Goodwin's about to go apoplectic.

GOODWIN

What the hell are you doing?

AXEL

What you should have done a long time ago.

GOODWIN

Oh great. Great. Look at me. I've been sweating like a pig and I think I pissed myself.

AXEL

You look fine...

GOODWIN

And Dan Tana's? Why not Koi? Or...

AXEL

Jesus, you been in Beverly Hills a long time...

GOODWIN

Born and raised. Beverly Hills High and everything.

AXEL

Well for a local you don't know shit. Other places come and go. But Dan Tana's? Dan Tana's will always be cool.

OUTSIDE DAN TANA'S:

The limo pulls up to the curb. They get out and move...

INSIDE DAN TANA'S:

...and up to the host's stand, where a SALTY GUY stands guard.

AXEL

Hey, what's shaking? We need a table for four.

SALTY GUY
You have a reservation?

AXEL
I don't need one. Hand me that
menu over there.

He reluctantly does and Axel looks it over...

AXEL (CONT'D)
Where the hell is it?

SALTY GUY
Where's what?

AXEL
The Axel Foley? Steak and cheese
piled high on a crispy bun with
mustard. Where is it?

SALTY GUY
That's called the Timbaland now.

AXEL
The Timbaland?

Axel can't believe it... Goodwin just looks at him and
shrugs...

CUT TO:

SITTING AT A TABLE - LATER

Michelle looks great out of her police uniform...

She sits across from Axel, next to Goodwin... they're all in
mid-conversation... Axel's actually having a good time,
pretty much for the first time since he found out the bad
news.

Goodwin's in the middle of a story...

GOODWIN
(laughing)
...I look at Phillips and he's
taking one step backward, like he
wants to get stuck with anybody but
me, but too late, he's my partner.
So we climb in the car and we're
supposed to not hit any cones and
then slide out and block this perp.
(MORE)

GOODWIN (CONT'D)

Phillips is riding shotgun and he's begging me not to fuck this up, just go slowly and not worry about the time but don't hit any cones.

MICHELLE

Hahah! That test was the worst.

GOODWIN

I know! So I'm driving along, going pretty slowly, extra careful...

MICHELLE

And they swing the woman and the baby out...

GOODWIN

Yep... they swing the cardboard cut-out of the woman and the baby and I'm trying not to hit the cones and WHAM! I plow over Beatrice and little Timmy and the baby head actually flies off and into the passenger window... right into Phillips's lap.

Michelle is cracking up... Axel even chuckles...

AXEL

You beheaded little Timmy?

GOODWIN

Yeah. I did. They pretty much told me I'm in community relations after that.

MICHELLE

Wow... I mean... wow... I've only heard of that happening one other time...

GOODWIN

Really? Who else?

MICHELLE

Why do you think I work in facial recog?

GOODWIN

Hahahahah! You too?! Hahahah!

MICHELLE

At least you still get to drive a car. All I'm asking is for one little bit of action...

Just then, the reporter Stephanie James approaches... Axel rises to greet her...

AXEL

Everyone, this is Stephanie James with the LA Times...

They nod at her as she slides in...

AXEL (CONT'D)

Reporters and detectives do the same thing. We both dig until we get the answers we're looking for.

STEPHANIE

So what did you dig up, Detective?

AXEL

We just left a warehouse in the barrio, that was stacked to the ceiling with guns...

STEPHANIE

Guns?

AXEL

The kind of guns that shouldn't be on the street.

STEPHANIE

How does this relate to Rosewood?

AXEL

Don't know yet. Have you heard anything about high end weapons?

STEPHANIE

Few weeks ago, I was working on a story. A military vehicle loaded with weapons was hijacked outside of 29 Palms Marine Base.

AXEL

Let me guess, M9-Berettas and M870 12-gauge pumps, right?

STEPHANIE

That's right. But that's not all...

AXEL

...Chinese Type 56 rifles and RPGs.
(off her surprised look)
We saw all those guns earlier tonight.

GOODWIN

Holy shit, Axel... how'd you pick up all that?

AXEL

Details, man. You want to be a detective some day, you gotta keep your head on a swivel at all times...

STEPHANIE

Anyway, the police report disappeared and the LAPD's lips are sealed. I tried to talk to the Marines, but they're locked down like it's Fort Knox...

Axel shakes his head like "damn."

STEPHANIE (CONT'D)

Where's this distribution center?

AXEL

Can't let you blow that lead yet.

STEPHANIE

After what I just gave you?

AXEL

Somehow this all leads back to who killed Billy. When this is over you'll get an exclusive on the whole thing, I promise.

STEPHANIE

Done.

AXEL

Officer Clark...dig up anything you can on a cat named Johnny Kaps... somehow connected to gun running...

MICHELLE

I'll see what I can find...

AXEL

Great. Anything you got, text to Goodwin here...you got his number?

INT. BEVERLY HILLS HOTEL - NIGHT

The limo pulls up and Axel jumps out.

He heads inside the lobby... where he is intercepted by Z.

Z

Mr. Foley... I just received a call from your employer's publicist wanting to set up a scout. Strangely they didn't know who you were.

AXEL

That's because Foley is my undercover name. It's a music business thing. If I told everyone my real name, do you think I could do my job?

Z

I think you're full of shit.

Axel holds up a finger...

AXEL

I'm gonna give you a chance to take that back, Z. One chance.

Z

I suggest you pack your bags. Your room will be cleaned in the morning.

Axel just hustles off.

AXEL'S BUNGALOW:

The place is like a luxury apartment, right in the middle of the hotel's back garden.

He gets dressed quickly... swapping out his jacket for a black T-shirt...

...then he opens up his backpack and pulls out a pair of GLOCKS. Pops out the clips, checks the sleeves, then reloads them and racks the chambers.

He tucks both guns behind his back and then throws on a dark jacket before heading out.

EXT. BEVERLY HILLS HOTEL ENTRANCE - NIGHT

Axel waits patiently... Goodwin swings up the drive. He's dressed in black and driving a black Mercedes.

Axel's about to climb in, when he spots Mr. Benjamin over by the valet booth, talking to some of the bellboys...

AXEL

Mr. Benjamin. I think I may have overstayed my welcome here. But I wanted to say thanks.

MR. BENJAMIN

You found out who hurt your friend?

Axel shakes his head...

MR. BENJAMIN (CONT'D)

Then I guess thanks are premature.

With that, Mr. Benjamin walks away...

Axel watches after him and jumps in the Mercedes.

EXT. HIGHWAY 10 - DESERT - NIGHT

Goodwin drives up the highway.

AXEL

Damn, Goodwin. This is some nice wheels...

GOODWIN

It's my dad's. I swore I wasn't going to take anything from my parents after I joined the force but... I did.

(beat)

Hey. Thanks for including Michelle... she's a cool chick...

AXEL
 Hey man...she's into you...you got
 a lot to offer.

GOODWIN
 I don't know about that.

Axel looks sideways at him.

GOODWIN (CONT'D)
 I mean... I don't give a fuck.

AXEL
 (shaking his head)
 No... Jesus... you gotta give a
 fuck about her... you just can't...

GOODWIN
 Axel... I know. I'm just messing
 with you.

Goodwin laughs.

Right then, they see a sign for 29 Palms and Goodwin throws
 up his blinker.

GOODWIN (CONT'D)
 How are we supposed to get on a
 Marine base, Axel?

AXEL
 Where there are military bases,
 there are motels. Find us the
 shittiest one you can.

EXT. SEEDY MOTEL - NIGHT

Axel and Goodwin emerge from the Mercedes and head into
 the...

DINGY LOBBY:

...of a trashy hotel. Goodwin looks reluctant to come into
 contact with anything in the lobby. Axel strolls up to the
 one desk in the joint, where a FAT MAN in a white shirt and
 bow tie sits sipping on a cup of coffee.

FAT MAN
 Can I help you?

AXEL

I'm looking for the Colonel.

Goodwin can't believe Axel's brazenness. The fat man just blinks sleepily.

FAT MAN

And who the hell are you?

Foley holds up his badge.

AXEL

I'm the goddamn secret service...

The big guy gets a puzzled look on his face...

...Axel pulls out a wad of cash and starts peeling off hundreds.

AXEL (cont'd) (CONT'D)

That's because I protect presidents...

FAT MAN

(re: Goodwin)
Who's he?

AXEL

My accountant.

Axel hands him a hundred dollar bill.

FAT MAN

He's with Tess. 24B.

EXT. MOTEL - NIGHT

Foley and Goodwin stand outside Room 24B. Axel listens to the door, then pounds on it with the palm of his hand.

VOICE (O.S.)

Fuck off! I've got 15 minutes.

Axel pounds the door again. This time, a 60 year old marine colonel comes to the door wearing black socks, skivvies and little else. Behind him stands, a 40-something prostitute, TESS. She's wearing a marine colonel's shirt and hat, and little else.

COLONEL

Can I help you?

AXEL

Yeah. You can stop fucking my wife.

The door slams in Axel's face. We hear the sounds of an argument, and a lamp overturned.

Axel manages to force the door open. He and Goodwin rush into the cramped and garish fantasy suite. A STROBE LIGHT flashes and the bed vibrates as the Colonel scrambles out the back door, in his socks and skivvies.

Foley stops and watches, breathing hard. Goodwin rushes up behind him.

GOODWIN

Aren't we gonna...

AXEL

Chase 'em? Hell no. We just need his uniform.

Tess, wearing only the colonel's shirt, seems to want an explanation. Axel pulls out his cash and she hands him the shirt.

CUT TO:

EXT. DONUT SHOP - NEAR MARINE BASE - NIGHT

Goodwin's car is parked in the parking lot of a Winchell's donuts, with a clear view of the front of the base.

Surprisingly, neither is wearing the Colonel's uniform... just watching the front gate. Goodwin is chomping on a doughnut.

GOODWIN

What're we looking for, Axel?

AXEL

I'll know it when I see it.

Axel just keeps watching the front. Mostly government sedans or military vehicles turn into the gate...

GOODWIN

You know... everyone thinks it's a cliché that cops like doughnuts, but the truth is, everyone likes doughnuts.

(MORE)

GOODWIN (CONT'D)

I went a lot of years without being a cop and I fucking loved doughnuts. The little circle is fucking genius and I can't figure out why.

Right then, that Pagani Zonda we saw Johnny Kaps driving in Beverly Hills rolls through the front gate, followed by a big Navigator.

Axel perks up.

AXEL

That look like it belongs here?
Let's go.

MARINE BASE - FRONT GATE - NIGHT

Goodwin drives up to the window, looking sheepish and Axel leans across next to him.

Axel flashes his badge.

AXEL

Yo... we're with the police. We need to talk to someone here about some shit.

MARINE GUARD

What's this concerning?

AXEL

It's concerning me talking to someone with more fucking bling on his uniform than you.

The Marine guard looks pissed, but backs into the security booth and makes a call. He emerges after a moment.

MARINE GUARD

Roll into that lot over there and do not get out of your car until an officer comes to speak with you.

AXEL

Thanks.

They roll toward a...

PARKING LOT:

...not far from where the Pagani is parked outside the hangar.

GOODWIN

Now what? Cause kids from Beverly Hills don't do well at Guantanamo, Axel.

Axel is looking out the front windshield at the Navigator...

AXEL

Keep the headlights on...

GOODWIN

Is that gunfire?

Now they can hear it... the familiar RRRRRRIIIIIIIIP of machine gun fire...

CUT TO:

INT. WEAPONS TEST FACILITY - NIGHT

Babcock stands impatiently as that Punk Kid we last saw speeding in Beverly Hills is blasting away, double-fisting a pair of SOVIET PK MACHINE GUNS...

There are racks of different types of assault rifles near him, along with a group of MILITARY PERSONNEL.

Kaps fires the length of the hangar where SAND is piled high, taking the brunt of his shooting. Even a dummy jeep is down there, and he's practically sawing it in two...

Kaps is going off like a fucking lunatic, blasting away and laughing maniacally!

JOHNNY KAPS

(over the noise)

THIS IS LIKE HAVING THREE DICKS!

RRRRRIIIIIIIIPPPPPP!!!

He tosses the gun at one of the Marines and grabs another, bigger RIFLE. BOOM BOOM BOOM!

The JEEP jumps like it's been hit by a missile. Johnny just laughs, a kid in a candy store. Finally, he lowers the weapon, tired...

JOHNNY KAPS (CONT'D)
Fuck fellas. This is the shit!

Babcock looks at his watch.

BABCOCK
Time to go, Johnny.

Kaps smiles big, grabs Babcock and the two talk as they walk away.

JOHNNY KAPS
Look. I pulled out of the Cayman banks and switched to a bank in Jakarta that won't double hit us on the exchange rate. I want you to personally handle the transfer. We can't have surplus falling off a truck...

BABCOCK
You accusing me of something?

JOHNNY KAPS
These weapons are a new deal, Babcock. I need THIS shipment to get where it's supposed to go.

BACK TO:

EXT. MARINE PARKING LOT - NIGHT

Axel and Goodwin are still watching the car, somber.

Just then, there is a TAP on Axel's window. Axel rolls it down to find a MARINE MP OFFICER'S mug staring at him.

MARINE MP
Step out of the vehicle please.

They both do...

MARINE MP (CONT'D)
Now what's this concerning?

AXEL
You guys got a laundromat around here?

MARINE MP
Excuse me?

AXEL

Oh... I thought maybe you needed to clean up a dirty uniform...

Axel reaches back into the car and pulls out the uniform... hands them to the MP, who looks it over, noticing the Colonel's insignia.

AXEL (CONT'D)

One of your senior officers scampered out of a whorehouse tonight...

MARINE MP

Hmmm.

AXEL

Now look, I don't want to turn this into a jurisdiction thing... 'cause I know the military needs all the pussy it can get with the way shit's going down in the world... but there was some suspicious shit involving that civilian car over there... we followed it to here...

MARINE MP

That car...

AXEL

Yeah... right over there. I need to find out who's driving it and what the hell it's doing on this base...

Just then, Johnny Kaps walks out of the hangar, flanked by a few other thuggish looking men, and head to the Pagani and the Navigator... one of the men we recognize as Reeves.

They don't see Axel and Goodwin (or do they?) and climb into the truck.

AXEL (CONT'D)

(quickly)

You know what? We're not gonna press charges... boys will be boys, God bless America...

MARINE MP

Well, thank you officer...

AXEL
Detective. Foley... Later...

Axel and Goodwin hustle back into the car and follow the Navigator out, leaving the Marine MP addled.

OUTSIDE THE BASE - IN GOODWIN'S CAR:

They tail the Pagani and Navigator... which is a little out in front of them...

GOODWIN
Holy shit, Axel... I know that guy.

The Pagani turns right but the Navigator turns left.

AXEL
Stay with hot wheels...

Goodwin does... they follow behind discreetly...

AXEL (CONT'D)
What guy?

GOODWIN
The kid driving ahead of us! I went to high school with him. Beverly Hills High... his name is Jonathan Kaplan...

AXEL
Get the fuck outta here. Johnny Kaps is Jonathan Kaplan from Beverly Hills?

GOODWIN
Head on a swivel. I went to his bar mitzvah... I mean, I knew he sold some good pot in high school...

WHAMMMMM! The Navigator comes out of nowhere and SMASHES into Goodwin's Mercedes, sending it rolling like a bowling ball down a steep hill until it WALLOPS a brick wall, and then spins sideways on the pavement..

Dazed, Axel looks over at Goodwin, who is equally shook up.

AXEL
Goodwin... you okay?

GOODWIN
Yeah... I think...

And just as suddenly, their two doors are thrown open...

AXEL
What the fuck?

...and they are yanked out as BLACK BAGS are whipped over their heads.

FADE OUT.

EXT. GRIFFITH PARK - NIGHT

The bags are ripped from their heads and they find themselves tied to metal folding chairs, facing each other, their heads already bruised and bloody from the initial crash.

They are in a forest, way up toward the top of a hill. This is fucking odd. Behind them looms the Griffith Observatory... the only light is from the parked nearby Navigator...

In front of Goodwin and Axel are three thugs: RIENSTRA, POTTER, and the one we've met, Reeves.

REEVES
You dumb fucks.

Axel struggles against the chains, but he's wedged in tight.

REEVES (CONT'D)
You just gotta keep sniffing at the cheese, don't'cha? You know what happens to rats who keep sniffin' at the cheese? They get their necks snapped...

AXEL
Shit, not in Detroit. In Detroit, the rats wear the fucking traps around their necks like trophies...

Reeves assesses him. Then...

REEVES
Fine, you wanna rumble? We'll rumble.

He moves over to the Navigator, pops the trunk, and pulls out an IRON CHAIN...

Several of the links have been filed down and twisted to point outward... like little spikes. The shit looks like it's out of the Inquisition.

Reeves carries it back over to the circle of light, so Goodwin and Axel can get an eyeful. He twirls the chain a bit, like he's getting used to the feel...

RIENSTRA

Hold up, Reeves... Babcock wanted us to bring 'em here and wait for 'im. He needs to find out what they know...

REEVES

I'm just gonna tenderize the meat a little bit...

Rienstra and Potter look a little uncomfortable, but Reeves is undaunted...

REEVES (CONT'D)

(re: Goodwin)

Now we could start with this bitch here, because we know he's gonna roll like a brand new tire.

He's twirling that chain...

REEVES (CONT'D)

But what would the sport be in that? You go out fishing, you don't wanna catch a little perch, you want something that's gonna tug on the line, put up a struggle... you want a big fuckin' marlin fightin' ya all the way into the boat...

He smiles at Foley.

REEVES (CONT'D)

And that's you, Mary Lou.

He moves toward Foley... and all we get next is a series of merciful images...

...merciful because we sure don't want to see what that chain is doing to Axel.

Instead, we see Goodwin struggling against his bindings... Axel's feet tightening, waiting for each blow... sweat starting to form on Reeves brow...

The two other cops can't watch much more of this... they head toward the Navigator...

Axel's metal chair collapses underneath him, and he's left there, a lump on the ground.

Reeves turns to Goodwin.

REEVES (CONT'D)

I guess the stories about Axel
Foley are true. He's way too
fucking tough for Beverly hills.

(beat)

So, how about you, kid? How long
can you go?

Goodwin's fear is apparent. He's in way too deep and this is all too much.

But he looks at Axel on the ground, bleeding and fucked up but still holding his dignity... and then...

GOODWIN

Ask your girlfriend.

Reeves' face snaps from a smile to a frown. Now, he's pissed.

WHISTLE... WHAM! WHISTLE... WHAM! WHISTLE... WHAM! Over and over again.

But then... rising up behind the behemoth is Axel, his face a mask of blood. He's fisting a sharp leg of the busted metal chair, gripping it like a prison yard shiv, and...

...WHAP! He plunges it five inches deep into the side of Reeves' neck.

Blood immediately starts to squirt free as Reeves stumbles, trying to breathe, blood coming out in streaks... and then he falls, leaving Axel and Goodwin to look at each other.

They've both seen better days.

GOODWIN (CONT'D)

Axel...

Here come Rienstra and Potter from the Navigator... eyes wide... they can't believe what they just saw...

Axel's already rooting around in Reeves's jacket... he comes up FIRING...

BAM! BAM! BAM!

...and Rienstra and Potter drop where they stand. Axel hurries to untie Goodwin...

Goodwin finds his feet.

AXEL
You took some hard-core shit,
Goodwin. I'm impressed.

Right then, they hear CARS approaching...

AXEL (CONT'D)
Let's move...

...and just as a trio of LAPD unmarked sedans ROAR around the corner...

...Axel hops behind the wheel of the Navigator while Goodwin falls into the passenger side. He throws the SUV into gear, slams on the gas, and rockets the car out in front of the sedans.

UP AHEAD:

A flanking sedan tries to cut him off, but he threads the needle and makes a turn up the hill and out of the park, onto the pavement in front of Griffith Observatory...

IN THE NAVIGATOR:

Axel mashes the pedal and heads further up the Hollywood Hills.

He races the SUV up into the middle of these narrow pathways, tires screeching around corners, the sedans right on his heels.

UP AHEAD:

Another police sedan suddenly comes out of nowhere to cut the Navigator off, but Axel doesn't hesitate, just plows full on into the side of him, pushing, pushing...

...until he pushes the sedan right off the street, and it starts toppling down the hill, end over end like a football, until it smashes into some poor schmuck's front door!

GOODWIN
(watching)
Damn!

IN THE HILLS:

Axel keeps racing the Navigator, making pinpoint turns like the tires are velcroed to the road, getting as much distance between him and the sedans as possible.

Axel looks at one particular house with big wooden beams holding it out over the edge of the cliff.

AXEL
No way I'd ever buy a house on
stilts.

He steers the car around another turn and then has to play chicken with a sedan trying to ram him.

At the last moment, he zigs and the sedan's driver guesses wrong and zags, and...

...the Navigator barely passes him like a matador working his cape.

DEEP IN THE HILLS:

The Navigator keeps working the road, still a couple of sedans on his ass.

Axel keeps looking out the driver's window, trying to judge the slope of the cliff.

AXEL
It's really not that steep.

GOODWIN
Oh, you're not thinking about...

AXEL
I'm telling you, it's a nice grade.

GOODWIN
Oh, Jesus Christ...

...and before he can get his prayer out, Axel jerks down the wheel and takes the Navigator off the road, and down the nearest hill.

IN THE NAVIGATOR:

He's doing all he can to maintain some semblance of control over the car as...

ON THE HILL:

...the car bounds down the incline like a skier flying out of the starting gates.

BEHIND THEM:

Two of the sedans must be driven by lunatics cut from Foley's cloth, because they turn off the road and pursue the chase.

FROM THE AIR:

It looks like three streaks cutting down the side of a mountain, heading for a row of MANSIONS!

IN THE NAVIGATOR:

Goodwin sees the million dollar homes coming up fast.

GOODWIN

You see the houses, right? Tell me
you see the --

No time for an answer, because...

ROW OF MANSIONS:

...Axel fights the wheel to somehow force the Navigator to take an angle where it will miss the houses and bounce between them.

AXEL

Hooo-ld on!!!

He manages to barely split the gap, and while one of the chasing cars takes the same angle...

...the other misses and smashes into the side of one of the mansions.

It's just them and one pursuing car.

IN THE BACK YARD:

The Navigator is completely out of control now as it bounces past the mansions and into someone's back yard, where...

...holy shit, there's a big Olympic sized swimming pool cut into a deck on the side of the hill!

Axel sets his jaw, this is the end of the line, but somehow...

...the Navigator just happens to take the right bounce and misses the pool completely, going over the top of it!

Not so lucky for the pursuing undercover sedan though...

...it crashes nose-first smack-dab into the middle of the pool, which causes the deck to disintegrate, pulling the house on stilts with it, and the whole sorry mess slides like an avalanche down the hill.

BELOW:

There's no controlling the Navigator now as it gets to the bottom of the hill and flips over into a road-side ditch, where CITY WORKERS are in the middle of picking up weeds.

They can't believe what they're watching.

IN THE NAVIGATOR:

The doors are smashed so Goodwin and Foley kick out the shattered front windshield.

AXEL
Can you move?

GOODWIN
Don't worry about me.

They scurry out of the front of the car and...

AT THE BOTTOM:

...rush over to where the city truck is parked. They quickly climb inside.

AXEL

Fellas, I'd watch my head if I were you.

The city workers turn and look up the hill to see a mass of house and deck and pool tumbling down at them! They scatter as...

IN THE CITY TRUCK:

Axel pulls down the visor, the keys drop into his hand, he throttles the engine, and just like that... they disappear down the road, just ahead of the sliding mass of house.

WAY UP THE HILL:

Babcock is in one of the sedans that didn't try to make the suicide run down the hill. He watches, sneering, as far below, Goodwin and Axel make their get-away.

CUT TO:

EXT. BHPD HEADQUARTERS - DAY

The city truck is parked next to a row of Hybrid BHPD cruisers.

INT. BEVERLY HILLS POLICE DEPARTMENT - CORRIDOR - DAY

Goodwin and Axel walk down the corridor, faces busted up, looking like stark contrasts to the clean surroundings of the BHPD...

They stop at Michelle's door in facial recog. She gets one look at them...

MICHELLE

Oh my God... what happened to you...

AXEL

We're fine. But we need some information quickly.

MICHELLE

I've been digging on Johnny Kaps but I...

GOODWIN

Try Jonathan Kaplan...used to live off Benedict Canyon. His dad was my orthodontist. Doctor Stu Kaplan...

MICHELLE

Okay, okay... let me run addresses...

Just then, Deputy Chief Lowell comes rushing up, four other BHPD detectives right behind him.

DEPUTY CHIEF LOWELL

What the hell have you two been doing? I've got an All Points Bulletin saying...

AXEL

We know why Rosewood died. He had uncovered LAPD in bed with a gun runner named Johnny Kaps...

GOODWIN

Jonathan Kaplan...

AXEL

Jonathan Kaplan. He buys cheap weapons, including a deal with the Marines in 29 Palms and off-loads them to gangbangers in East LA.

Lowell's eyes dart back and forth between these two...

DEPUTY CHIEF LOWELL

If what you're saying is true, then I'm going to have to sit you down with Commissioner Waxman...

AXEL

Fuck that... Look at us! Half the goddamn LAPD tried to shut us down... You think we're going to talk to the Commissioner?

Michelle pipes up from behind the door...

MICHELLE

This guy has a federal license to purchase and distribute arms.

(MORE)

MICHELLE (CONT'D)

He also has three
arrests...battery, assault and
possession...his residence is 2614
Benedict Canyon...

Axel eyes Lowell, arms folded.

AXEL

(a challenge)
That's your jurisdiction, Chief...

DEPUTY CHIEF LOWELL

I need to check with...

AXEL

What happened to this department?

He starts to walk off... Lowell looks at Goodwin, looking
for help, but Goodwin just glares at him, then turns and
hurries to catch up to Foley...

DEPUTY CHIEF LOWELL

(calls out)
Where are you going? You can't...

AXEL

(yells back over his
shoulder)
You don't like it. Arrest us.
(to Goodwin)
We need more guns.

And with that, he and Goodwin are out the door.

INT. BEVERLY HILLS HOTEL - AXEL'S ROOM

Axel stands at a sink, cleaning his wounds. Goodwin sits on
the bed.

GOODWIN

You ever think about retiring from
all this shit?

AXEL

Goodwin. I been doing this job for
25 years. This job and me
are...intertwined. One and the
same.

GOODWIN

Like a marriage.

AXEL

I prefer to think of it as a "civil union."

Axel tucks in his shirt, straps on his gun. He turns to Goodwin who looks like a junior version of Foley.

AXEL (CONT'D)

You ready to kick some ass?

CUT TO:

EXT. JOHNNY KAPS' MANSION - BEVERLY HILLS - NIGHT

This enormous house is thumping as...

INSIDE KAPS' HOUSE:

...Johnny Kaps is in the middle of hosting a party. We get the feeling this is an every night of the week affair.

Gorgeous women mingle with young wanna-bes as a DJ spins, music blares, and bartenders pour martinis.

Kaps at a table in the middle of it, TWIN BABES on either side of him. He's wearing shades even though he's indoors and the sun hasn't been out for hours.

He looks like the cock of the walk... a young punk gangster born and bred in Beverly Hills.

EXT. JOHNNY KAPS' MANSION - BEVERLY HILLS - NIGHT

Goodwin and Axel roll up in Goodwin's now smashed Mercedes. There's a courtyard in the front of the house where a big group of people are gathered, smoking, lounging around a fire pit, etc.

A girl with a clipboard, DAPHNE, approaches...

DAPHNE

Nice car. Can I get your names?

AXEL

I'm with Ethan Goodwin here. I'm his plus one.

DAPHNE

(scanning)

I don't...

AXEL

Sure you do. Goodwin and Jonathan Kaplan went to high school together...

GOODWIN

Yeah. I went to his bar mitzvah...

DAPHNE

Jonathan Kaplan? Who knew?

The girl laughs at the thought... when she looks up from her list, Axel and Goodwin have already disappeared into the crowd...

IN THE COURTYARD:

Goodwin and Axel blend in as they both scan the scene. Goodwin turns back and watches some SECURITY GUARDS near the drive. Parked inconspicuously near the trees are some LAPD CRUISERS.

GOODWIN

He's got LAPD running security.

In fact, they are the same cops who made Goodwin re-park, serving as protection at the party, dressed in plainclothes.

Goodwin sees Officer Spellman, his parking nemesis.

AXEL

We're gonna need a path out. Get rid of these cops.

GOODWIN

Gimme two minutes.

Axel walks inside...

INT. KAPS' MANSION - ENTRANCE - NIGHT

...where the party is still hopping... everyone looks so damn young and vapid and pseudo-hip.

Axel looks all over until his eyes settle on the prize... Johnny Kaps.

He wanders over until he's right in front of Kaps...

AXEL
 (shouts over the music)
 Yo! Where are your parents at? I
 need to speak with 'em.

Kaps looks at Axel... he can't believe this guy.

JOHNNY KAPS
 This is MY house...

AXEL
 Oh... okay. Well can you turn the
 music down?

JOHNNY KAPS
 What?

AXEL
 Can you turn the music down? I'm
 your neighbor right behind you
 there, and this party's a little
 too loud.

Axel waits...

JOHNNY KAPS
 (in disbelief)
 You're my neighbor?

AXEL
 That's right. Moved in with my
 mom.

Johnny just shrugs and signals to one of his BOYS to take
 care of business.

Before the guy gets even close to him... BAM!! Axel launches
 with a headbutt... sending the guy straight down, taking his
 gun off him as he falls...

THE MUSIC STOPS...

...like a flash, there are three HOODS with guns at Axel.

JOHNNY KAPS
 Get rid of this motherfucker!

AXEL
 You sure about that?

Everything slows down for a second...

...and Johnny looks down and sees that Axel has a gun pointed right at his balls.

AXEL (CONT'D)

I get twitchy pretty easily.
Someone shoots me, my finger's
liable to jerk like a catfish on a
line. How about your boys back
the fuck off?

Everyone goes wide eyed and nobody breathes...

CUT TO:

OUTSIDE:

Goodwin comes down the steps where the off-duty cops all mill around, smoking cigarettes...

OFFICER SPELLMAN

Can I help you?

GOODWIN

You can't park here.

OFFICER SPELLMAN

Who the fuck do you think you are?

Goodwin flashes his police badge.

GOODWIN

We're in Beverly Hills now, bitch.
Move the fucking car.

Pissed off, the cops slowly move towards their cars.

BACK TO:

INSIDE JOHNNY KAPS LIVING ROOM:

Axel starts moving Kaps toward the door.

AXEL

Walk.

JOHNNY KAPS

Fuck that! I'm not going
anywhere...

BAM BAM BAM! Axel shoot three times...

That's it... the entire PARTY SPRINTS FOR THE DOOR...
SCREAMING...

Kaps looks down, three holes in his wood floor.

AXEL
(to Johnny)
Where's your garage?

CUT TO:

EXT. FRONT OF JOHNNY KAPS'S HOUSE - NIGHT

PEOPLE barrel out of the house, SCREAMING THEIR LUNGS OUT...

Spellman and the other cops turn around to take in the madness. They realize something is up and race back to the house.

Goodwin darts toward the house... just in time to see Axel rolling out of the side garage in a CONVERTIBLE ROLLS ROYCE with Johnny Kaps half out the passenger side window, handcuffed to the outside door handle.

He races over there and dives in the back of the car, and Axel rips up the road.

All the LAPD cops can do is watch as the crowd from the party starts pulling their cars out on to the street, blocking them from being able to follow...

The CAMERA FINDS SPELLMAN, who watches in disbelief, pissed...

IN THE CAR:

Axel's driving while Goodwin's in the back, and Kaps is hanging half out the window...

AXEL
(to Goodwin)
You should see this fucker's garage. More cars than Shaq daddy...

GOODWIN
Shaq hasn't lived here for a while, Axel.

JOHNNY KAPS
Where you taking me, man?

AXEL

Shut up...

With that, he steers into a parked RANGE ROVER, scraping it and almost ripping off Johnny's arms...

JOHNNY KAPS

Hey!!! Not cool.

AXEL

Really?

He does it again... this time into a parked MERCEDES SUV.

JOHNNY KAPS

Fuck!

CUT TO:

INT. BEVERLY HILLS HOTEL - COURTYARD - NIGHT

Axel and Goodwin scramble toward Axel's bungalow, holding the cuffed Johnny Kaps.

From across the hotel, Z spots them and his eyes narrow.

INT. AXEL'S BUNGALOW - NIGHT

Kaps is cuffed to a chair... sneering at Axel...

JOHNNY KAPS

You have no idea who you're dealing with.

AXEL

Here's what you need to know, Johnny. You might be into guns, drugs, hookers, smut, gambling, and all the other shit they don't show on The Hills. I don't give a fuck. My guess is you got your ass covered six ways to Sunday, and your lawyers know just how to get you bailed out and on a plane to Switzerland before you spend a night in jail. Again, I don't give a fuck. What I do give a fuck about is that you threw my friend Rosewood out of a twentieth story window.

A light comes on in Kaps eyes...

JOHNNY KAPS

I don't know where you got your
information...

Axel nods...

AXEL

Johnny, Johnny... all of that
doesn't matter. It really doesn't.
What does matter is that in high
school, Jonathan Kaplan, you pissed
off one kid you shouldn't have
pissed off...

JOHNNY KAPS

What?

AXEL

Look at me. I'm a man on fire but
my partner here... he's a goddamn
volcano...

Axel looks at Goodwin like "take over, man... here's your
shot."

GOODWIN

(get himself worked up)
Oh, yeah... that's right.

JOHNNY KAPS

Who the fuck are you?

GOODWIN

Ethan Goodwin, Jonathan. I've
known you since seventh grade...

JOHNNY KAPS

(dismissive)
Goodwin? The fat kid with sweat
problem... shiiiiit....

GOODWIN

Yeah... the fat kid... and now I'm
all grown up and a motherfucking
cop...

JOHNNY KAPS

What?

GOODWIN

That's right, shitbag. Five-oh.
Poh-poh. You're worst goddamn
nightmare...

JOHNNY KAPS

Get out of here...

GOODWIN

In tenth grade, you remember what
you did Johnny? You told me to go
peek in Carolyn Hensley's window,
said she'd be changing, but you
just had half the goddamn class
watching me from the backyard...
remember that shit?

JOHNNY KAPS

That was you? I thought it was...

GOODWIN

You're goddamn right it was me...
Axel, take my fucking badge...

AXEL

Whoa... wait...

GOODWIN

No, take it... one thing I've
learned as a cop is you can make
your problems go away by burying
the motherfuckers in Griffith
Park...

Goodwin pulls out a GUN... gets right in Johnny Kaps face so
their noses are only inches apart... Goodwin looks psychotic
with his face all busted up...

GOODWIN (CONT'D)

Look in my eyes, Jonathan... you
ruined my life. Now I'm going to
end yours... I'm going to kill
you... and I'm going to get away
with it... two dirty cops can get
away with anything...

Goodwin backs away and points his gun, starts to squeeze the
trigger...

JOHNNY KAPS

Wait a minute! Wait!

(to Axel)

You can't let him do this...

But Axel just points at his cell phone, like he's making a call and can't hear him...

JOHNNY KAPS (CONT'D)

Wait. Listen to me! You think I did your friend? I'm telling you the truth... I swear. I had no idea what Babcock was going to do. He told me he'd make the investigation go away...

GOODWIN

I don't believe you...

JOHNNY KAPS

He said he was going to make it...you know..."fly away"... I swear...

Those are the magic words.

Goodwin looks at Axel...

GOODWIN

You got it?

Axel flips the cell over... shows that it also takes video! He tosses it to Goodwin, who looks at the screen and smiles...

ON THE SCREEN:

Kaps confessing... "I had no idea what Babcock was going to do!"

Axel smiles...

GOODWIN

Now we go to the station?

AXEL

Phone it in.

BEVERLY HILLS HOTEL ENTRANCE - VALET - NIGHT

Right then, LAPD patrol cars and undercover sedans pour in from both sides of the driveway, led by Babcock.

The CAMERA FINDS Mr. BENJAMIN and ELLIOT checking out the activity, worried. Z pops out of the lobby to greet the approaching officers...

Z
 Thanks for coming officers... he's
 in Bungalow 9...

More and more cops keep showing up... Z is surprised by the severity of the response...

Z (CONT'D)
 Oh, my.

Twenty yards away, Elliot looks worried. Mr. Benjamin nods at him...

IN THE COURTYARD:

Goodwin steps out of the bungalow to get a signal... he punches in the number for the BHPD...

DISPATCHER
 (on the phone)
 Beverly Hills Police Department...

GOODWIN
 Ummm... this is officer Goodwin...
 can you get me the Chief...

He thinks about it for a second...

GOODWIN (CONT'D)
 Never mind. Get me Michelle in
 Facial Recog...

After a second...

GOODWIN (CONT'D)
 Hey... Michelle, it's me...
 Ethan... listen, I'm at the Beverly
 Hills Hotel with Axel... I need you
 to do something... I'm bringing in
 Johnny Kaps...

Some activity UP NEAR THE HOTEL LOBBY catches his eye...

GOODWIN (CONT'D)
 Oh fuck!

He hangs up quickly and...

IN THE BUNGALOW:

...steps back in...

GOODWIN
We gotta move. Now!

Axel doesn't have to be told twice... the two of them bounce out of there, leaving Kaps behind.

IN THE COURTYARD:

They spot the swarming police coming from the lobby...

Axel realizes they can't go that way. They head around toward the side...

...just as Babcock and his men reach Axel's bungalow...

IN THE BUNGALOW:

Babcock throws open the door to find Johnny sitting there, still tied up.

JOHNNY KAPS
(pissed)
Get me out of here...

BABCOCK
Where's Foley?

JOHNNY KAPS
They took off...

Babcock moves in on him, menacingly...

BABCOCK
What'd you tell him?

JOHNNY KAPS
What'd you mean, 'what'd I tell him?' You're the one who's supposed to be running security and you've got your thumb up your...

Babcock suddenly SLAPS HIM VIOLENTLY, knocking his face sideways, then puts a gun under his chin...

BABCOCK
(menacing)
Listen, son. You want to play gangster, pretend you're fucking Tony Montana, let all your Beverly Hills rich fag friends think you're a bad ass, be my guest.
(MORE)

BABCOCK (CONT'D)

But you talk to me like I'm one of them, then you pissed in the wrong playground. I'll blow out the top of your skull and roll you down Mulholland. Believe *that*.

Kaps swallows hard... practically crying...

JOHNNY KAPS

Okay.

BABCOCK

I took care of East LA, Jonathan. You're the mouthpiece, the billboard, but I'm the reason we're in business. The second you start to think otherwise is the second I find a new mouthpiece.

Johnny nods... fighting off the waterworks...

BABCOCK (CONT'D)

Now what'd you tell him?

Johnny Kaps can't keep the tears in now...

JOHNNY KAPS

They got me on video. I told him that you...

BAM! Babcock shoots Johnny from under the chin... he flops back in the chair...

Just then Spellman and Gadelmann race in... eyes wide when they see the dead body.

BABCOCK

We gotta get that fucking video!!!

CUT TO:

EXT. BEVERLY HILLS STREET - SAME

A group of LAPD CRUISERS races past the BEVERLY HILLS SIGN coming in to town. The cavalry is coming.

THE COURTYARD:

Axel and Goodwin are cutting between bungalows... heading for the back...

A couple of LAPD COPS, including OFFICER TALBOTT, spot them...

OFFICER TALBOTT

There!

They OPEN FIRE...

...and a FULL ON SHOOT OUT begins in the courtyard of the Beverly Hills Hotel!

Bullets rip up the lawn outside the Bungalows... as Axel returns fire and he and Goodwin scamper from shelter to shelter, trying to stay out of the line of fire.

Cops are swarming in from every direction. And Babcock has joined the hunt.

GOODWIN

This way, Axel!

He sees an opening where the courtyard opens up to an employee parking lot.

BAM! BAM! Axel pops off a few more shots and the two of them scramble for...

THE BACK OF THE BEVERLY HILLS HOTEL:

...where they fly out the door just as Elliot whips around with that limo...

They pile in and Elliot guns it out of there...

INSIDE THE LIMO:

ELLIOT THE CHAUFFEUR

This is getting to be old hat.

AXEL

Did you get through to BHPD?

GOODWIN

I spoke to Michelle.

AXEL

Punch it, Elliot. Beverly Hills Police station.

ON THE ROAD:

The limo roars out on to the street just as twin LAPD CRUISERS whip right on its ass.

Another CRUISER cuts off the limo, so Elliot has to spin the wheel and head UP the hill...

IN THE LIMO:

Axel rolls down his passenger window but it only goes down about half-way. He pulls out his Glock and smashes the window out the rest of the way and then starts to crawl out.

ON THE ROAD:

The DRIVERS of the cruisers spot Axel coming out of the back seat.

One of the police sedans lurches forward... the driver's going to try to knock Axel off the side of the limo.

He ducks back inside, right as the cruiser tries to smash him!

ON THE ROAD:

Elliot works the wheel, trying to keep the limo from plowing into oncoming traffic.

WHAM!!!

ELLIOT THE CHAUFFEUR

AAWWWWWW!

His door dented in, breaking Elliot's leg. The car starts to lose speed...

IN THE BACK OF THE LIMO:

GOODWIN

What is it?

ELLIOT THE CHAUFFEUR

I broke my leg...

He's starting to pass out.

Axel pops up through the Moonroof and begins to fire.

AXEL
Goodwin. Drive!!!

Goodwin swallows hard and pulls Elliot aside and climbs through the partition, sliding behind the wheel...

He narrows his eyes, slams on the gas, and...

ON THE ROAD:

He jerks the wheel, steering into the cruiser that's alongside him.

Axel fires at the trailing vehicle... double-fisting his Glocks and firing in two directions.

BAM! BAM! BAM! BAM!

All while Goodwin is keeping them steady on a two-lane blacktop.

AXEL
Shit partner. You got skills.

The limo makes a hard left, looking for a way back DOWN the hill...

BEHIND THEM:

A barrage of bullets rips up the cruiser's grill, slicing through it, into the fuel line and then...

BOOM! The trailing cruiser flips up in the air, the explosion happening in the rear of the car so that the back half flips over the front half and the car lands on its top, sliding to a stop like a gutted lion.

Axel just narrows his eyes and turns his attention to the other car...

NEXT TO THEM:

The other cruiser is relentless, and the two cars keep coming together, breaking off and then coming together again.

One of Axel's guns runs out of bullets until it just click, click, clicks...

He unloads the clip and racks in another like an expert.

NEXT TO THEM:

The limo is no match for the power of the LAPD police cruiser.

WHAM! The limo takes a shot. WHAM! And another...

UP AHEAD:

The road is narrowing as it heads back down toward the flats. Off to the right is nothing but a drop down the hill.

Just then, a NANNY holding a BABY steps out from a driveway... Goodwin sees it...

GOODWIN

You gotta be fucking kidding...

...and at the last second, steers out of the way... avoiding the fate of his driving test...

But no time to celebrate, because the cruiser knocks the limo on to the shoulder and pins it there.

Goodwin practically has two tires hanging over the hill as he tries to force the cab on the road.

ON THE ROAD TOWARD THE BEND THAT LEADS TO THE FLATS:

The limo keeps fighting the cruiser, trying to make it off the shoulder and away from the drop, but every time the cruiser backs off, it just rams the limo again from the side.

The bend is fast approaching and where Goodwin is he's gonna flip down the hill when they get to the turn.

The cruiser moves off a little so it can ram the cab one final time...

...and then Goodwin suddenly slams on the brakes...

...and the police cruiser lurches past it, intending to ram it but only getting air as the two cars switch places.

Goodwin throws the limo back into drive -- it never really stopped anyway -- and now, having the advantage...

...he RAMS the LAPD cruiser, just as he makes the turn to the bend...

...and the cruiser flips off the curb, where it just catches the edge of the shoulder...

...and then plummets down the hill into the foliage.

IN THE BACK OF THE LIMO:

AXEL
Hahah! You did it Goodwin!

IN THE FLATS:

The limo is about to turn into the Beverly Hills Police Station.

But right then...

An LAPD SWAT van, driven by Babcock, swoops in and cuts them off...

The Limo swerves back onto Santa Monica Boulevard, with the van in pursuit. The limo takes a hard turn onto the most glamorous street in the world. Rodeo Drive.

The door to the van opens and we see Officer Spellman holding a goddamn ROCKET LAUNCHER.

FOOSH! Before Goodwin can even react, the rocket propelled grenade hits the front of the limo, just as it was turning on to Santa Monica and...

WHAMMM! It knocks it on its side, sending it sliding like shrapnel down...

RODEO DRIVE:

...where it comes to a rest toward the north end of the street and lies there like a wounded elephant.

Slowly, Axel and Goodwin emerge from the windows... looking as bad as we've ever seen them. Beat up, shook up, knocked sideways, they look like veterans from D-Day. Axel examines his bleeding hand.

Unfortunately things get worse as ten LAPD CRUISERS pull up from the South End of the street, led by Babcock in that van. They're like hunters on the blood trail of their prey.

Axel looks over, and lowers his eyes...fuck, he didn't want it to end like this.

They sit in silence, breathing heavily.

GOODWIN

You really think Michelle and I could've worked out or were you just saying that?

AXEL

She has nothing but love for you.
(beat)
I'm sorry for bringing you into this.

GOODWIN

Fuck you. It felt good to be a cop.

Axel puts his guns down, tears a strip from his shirt, wraps his bleeding hand, then tests his grip on the gun.

GOODWIN (CONT'D)

Can you shoot?

AXEL

Does Howdy Doody have wooden balls?

Goodwin laughs.

GOODWIN

I think he does...

Goodwin sees the mass of LAPD cops surrounding them. They are outmanned worse than Texans at the Alamo.

GOODWIN (CONT'D)

Is anyone gonna know what we did here today?

AXEL

Doesn't matter. We're doing this for Billy. They die before we die.

Just then, the LAPD unloads on the Limo. Axel and Goodwin scan the street. The storefronts are being blasted to bits, along with any high-end cars still on the street at this hour.

The LAPD firepower is more military in nature, and the rockets being fired from Babcock's van are doing some serious damage.

While valiant, Axel and Goodwin just don't have the firepower.

AXEL (CONT'D)
We've got to take out that van!

Axel looks around. The street is a war zone...

...except for one place... The Rodeo Collection. The most expensive shopping center in the world.

AXEL (CONT'D)
The Collection! Let's go for the underground parking lot.

They burst out from behind the car, weaving their way through the wrecked cars and disappear into an...

UNDERGROUND GARAGE

...where they race down the ramp to the VALET AREA. Even down here, everything is first class: couches near the valet, a coffee shop and a flower stand.

Goodwin leads them through the lot to an unworking escalator.

AXEL
What's upstairs?

GOODWIN
More shops. It's open air.

AXEL
Go...

Goodwin nods and takes off up the escalator, Axel following, to...

THE SECOND FLOOR

...which is open air. Axel and Goodwin keep moving south through the building until they've gone as far as they can, where the walkway ends at the door of "Beverly Hills Plastic Surgery."

BAM! BAM!

Axel shoots the door open, the ALARM now blaring and mixing with the sounds of the battle going on the street.

ON RODEO DRIVE:

Babcock motions for Spellman and Crites to join him. They both have RPGs.

BABCOCK
They're trying to take the high
ground.

They move quickly toward a fire escape between two of the buildings...

IN THE SURGERY CENTER:

Goodwin moves through the DARK OFFICE to a back room with a view over Rodeo Drive. In the room, he bumps into a FEMALE MANNEQUIN which scares the shit out of him.

GOODWIN
Shit!

He realizes he's in a room full of FEMALE TORSOS, all topless, all different shapes and sizes.

Axel sees this, gets to the window which has the perfect high-ground over the van. With a heave, he tosses a torso through the window and levels his gun.

ON THE ROOF:

Babcock, Crites and Spellman are loaded for bear with military hardware and moving across the roof.

The three men set up on the edge, quickly unfolding their launchers.

BABCOCK
We take out Foley, get the tape and
this all goes away...

And RIGHT THEN...

...rolling out from the SOUTH END OF THE STREET are the entire force of the Beverly Hills Police Department, led by Deputy Chief Lowell... and Michelle!

They're like ants coming out of a stepped-on anthill, swarming the street... outnumbering the LAPD by 3 to 1.

ON THE ROOF

Axel and Goodwin see the BHPD arriving.

AXEL

Well what do we got here?

GOODWIN

Holy shit. You know what this is like?

AXEL

What?

GOODWIN

It's like on the World Series of Poker, when it gets to that point where the last two guys push all of their chips into the middle of the table and they're standing up behind their chairs, pacing like caged animals, just waiting for the last card to be dealt and all the tension, and all the money, and everything is waiting on that one final flip...that's what it's like.

Axel turns his head to measure Goodwin. Goodwin is wired, excited, on edge...and loving it. Axel looks on, proudly. Goodwin catches his look.

GOODWIN (CONT'D)

Why are you looking at me like I just won the first grade spelling bee?

AXEL

Because you're exactly what I thought you were.

GOODWIN

What the fuck does that mean?

AXEL

You like making a difference. I've seen it. Look at you now. Rosewood would be proud.

ON RODEO:

Lowell's got a bullhorn.

DEPUTY CHIEF LOWELL
 (through the bullhorn)
 Detective Babcock. Men in the
 Eastern Division. You are under
 arrest! Drop your weapons. Now.

A strange silence overtakes Rodeo Drive. Babcock stands, holds his hand to his mouth like a megaphone.

BABCOCK
 (yelling)
 You put your guns down. We are in
 pursuit of a murder suspect. We
 will not stand down until we have
 Axel Foley in custody.

DEPUTY CHIEF LOWELL
 You're in Beverly Hills. You have
 no jurisdiction here. Stand down.

For a moment, we think they might.

On the street, there is confusion amongst the LAPD. A few of LAPD officers lower their weapons when...

SPELLMAN
 Fuck that.

WHOOSH! Spellman unleashes a rocket down on to the street, where some of the Beverly Hills cops are blown away.

BAM! Crites takes a shot to the head and falls at Babcock's feet.

Babcock immediately takes cover behind a bank of AIR CONDITIONERS, firing indiscriminately with their automatic MP-5's. There are about 20, 6-foot tall air conditioners all bunched together here, creating a maze of passages.

ON RODEO DRIVE:

Michelle is creeping up the street, trying to get a shot at the LA cops. She makes it to a trash can, but it doesn't provide much cover.

The cop near the van with the rocket launcher sees her, and she's a sitting duck where she is. He levels his launcher...

IN THE SURGERY CENTER:

Goodwin sees Michelle is dead to rites and let's loose...

BAM BAM BAM!

He kills the guy who was about to shoot Michelle. The guy falls and the rocket fires into Bijan's ever-present yellow Rolls Royce.

Michelle looks up and sees that Goodwin saved her. He points at the van...

She spins, and starts emptying her gun on the Van's grill... it catches on fire and then...

BOOM!!!! The van goes up in a fireball!

The explosion has decimated a good part of the LAPD on the south end of the street.

THE NORTH END OF THE STREET:

Deputy Chief Lowell turns to his men and women...

DEPUTY CHIEF LOWELL

Move in!

They do, and BHPD does themselves proud, moving briskly and professionally toward the burning van...

ON THE ROOF:

Babcock gets a glimpse of Foley standing behind one.

BABCOCK

(calls out)

Foley! Give me the video and we'll work something out.

AXEL

Fuck you, Babcock. I'm taking you in.

BABCOCK

That's not the way it works here. You remember Rampart.

Axel reloads.

BABCOCK (CONT'D)

I mean what cop fuck wants to pull his pud on a hamburger and french fries government salary, when he could be eating bone-in rib eyes in Beverly Hills.

Axel waits.

AXEL

I happen to like a good burger and fries.

BABCOCK

This started with me and Kaplan, but there's room for more. We own both sides of the fence.

Axel checks his gun. EMPTY.

BABCOCK (CONT'D)

This thing was gonna play out till we were all fat and happy on a beach sipping Sunny Delight. But your dipshit friend Billy Rosewood had a misguided sense of integrity.

Babcock nods for Spellman to head around the air conditioners to get the drop on Foley.

BABCOCK (CONT'D)

I gave him a minute to get his mind right, maybe join us...

AXEL

Wasn't a chance of that...

BABCOCK

That's right. Because Billy was a lifetime sucker.

Spellman keeps moving, gets to the spot where Axel was hiding but he's not there...

AXEL

A lifetime sucker? That the best you could come up with?

Babcock looks into the darkness, was that a moving shadow?

He fires a burst from his automatic weapon, destroying one of the air conditioners.

A low moan emits from somewhere in the darkness...

BABCOCK
Didn't hurt you did I, Foley?
(beat)
Foley!

Babcock steps out from his hiding spot, exposing himself somewhat...

WHAM!

Foley slams into him, tackling him toward the edge of the building, ramming Babcock's back into the LOW RAIL separating them from Rodeo Drive below.

WALLOP! WALLOP! They're going toe to toe here, but Axel's fighting like a man possessed... running on the greatest of boosters: revenge.

WHAM! WHAM! This is a street fight... Axel's putting everything he's got in it. Finally, he throws a devastating HAYMAKER that sends Babcock back into the low rail.

Babcock just smiles a bloody smile...

BABCOCK (CONT'D)
You're a dumb fuck just like
Rosewood...

In a blaze, he brings up his gun, but Axel is faster... bending his arm up... and just when we think this is a fight over who is going to get the gun up...

...Axel gets low and charges like a linebacker at Babcock. Axel grabs Babcock's legs, lifts the much bigger man off the ground and flips him over the edge...

And the SHOT RESEMBLES THE SHOT OF ROSEWOOD FALLING...

...until SPLAT. No more Babcock. Axel looks down from the rooftop...

AXEL
Someone read him his rights.

Axel has taken Babcock's MP-5 from him. He checks out the damage below, satisfied.

Goodwin comes bounding over at the same time that Spellman jumps out from behind an air conditioner, his gun up.

Axel turns, seeing Goodwin, seeing Spellman with his gun up...

AXEL (CONT'D)

Goodwin!

Axel fires at Spellman at the same time Goodwin does, and the two of them together pummel Spellman with gunfire before he ever gets a shot off.

And then it's over, Spellman falls back onto the black tar roof, dead.

Axel and Goodwin both stand there bleeding, their guns smoking. Goodwin looks himself over.

GOODWIN

I'm alive.

AXEL

I've never felt better.

Then Goodwin sticks his finger in his ear, rubbing it.

GOODWIN

God DAMN that was loud.

EXT. RODEO DRIVE - NIGHT

Axel and Goodwin emerge from the parking garage, battered but not broken, to see the Beverly Hills P.D. cuffing the remaining L.A. cops that are still alive.

This street may never look the same. Half the cars are on fire, the windows are blown out, but it's finally quiet.

Just then, what must be 50 LAPD cruisers race to the scene...

There's a moment of tension among Lowell and the Beverly Hills cops, but the first man out of a LAPD car is Commissioner Waxman.

He takes in the mass of destruction.

COMMISSIONER WAXMAN

My god.

Foley hands over the phone.

AXEL

The video on there is proof that Babcock killed Billy Rosewood.

Waxman nods, sadly.

COMMISSIONER WAXMAN

I'm truly sorry, Detective. I had no...

AXEL

I'll let you two sort out the jurisdiction...

Goodwin smiles big. The two of them walk toward Michelle, who looks like she's done ten rounds with Tyson... and the CAMERA PULLS UP... taking in the fact that Rodeo Drive looks like Baghdad after Shock and Awe... UP, UP, UP until slowly we...

DISSOLVE TO:

INT. DAN TANA'S - NIGHT

Axel and Goodwin are bandaged up now, sitting with Michelle, laughing...

AXEL

(to Michelle, re: Goodwin)
How many times you heard the story about how he saved your life?

MICHELLE

Only eight or nine. I expect to hear it a few more times though.

AXEL

Well, thanks for trusting us. We couldn't have done it without you.

MICHELLE

Thank you.

Goodwin and Axel look at each other.

GOODWIN

I don't know what to say, man.

AXEL

Just say you're going to keep making Billy proud.

Right then, Deputy Chief Lowell walks up. They look up at him...

DEPUTY CHIEF LOWELL

I want you to know, I've got half
the department on overtime just
doing paperwork.

(beat)

And I just wanted to say... thanks.
And apologize. Because we owe you
one. Another one.

AXEL

No problem, Chief. You boys
stepped up. It was good to see...

Lowell nods and walks off. They watch him go, and right
then...

...DAN TANA himself shows up, presents them menus.

DAN TANA

What'll you have?

Axel looks at the menu... and sure enough the "Axel Foley" is
back on there.

AXEL

The Axel Foley.

DAN TANA

Welcome back.

And with that, we...

FADE OUT.